

TOG CH One Limited

Report and Financial Statements

Period Ended

31 December 2020

Company Number 12233592

WEDNESDAY



AAE1PV03

A06

29/09/2021

#219

COMPANIES HOUSE

TOG CH One Limited

Company Information

Directors

C Green
M Green
G Katakya
O Olsen

Registered number

12233592

Registered office

The Smiths Building
179-185 Great Portland Street
London
W1W 5PL

Independent auditor

KPMG LLP
15 Canada Square
London
E14 5GL

TOG CH One Limited

Contents

	Page
Directors' report	1 - 3
Independent auditor's report to the members of TOG CH One Limited	4 - 7
Statement of profit and loss and other comprehensive income	8
Balance sheet	9 - 10
Statement of changes in equity	11
Notes to the financial statements	12 - 24

TOG CH One Limited

Directors' Report For the Period Ended 31 December 2020

TOG CH One Limited ("the Company") was incorporated on 30 September 2019.

The directors present their first report and the financial statements for the 15 month period from the date of incorporation to 31 December 2020.

Principal activity

The principal activity of the Company is an intermediate holding company.

Directors

The directors shown below have held office during the whole of the period from 30 September 2019 to the date of this report:

C Green (appointed 30 September 2019)
M Green (appointed 30 September 2019)
G Kataký (appointed 30 September 2019)
O Olsen (appointed 30 September 2019)

Results and dividends

The directors did not declare a dividend in the period.

Directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

TOG CH One Limited

Directors' Report (continued) For the Period Ended 31 December 2020

Principal risks and uncertainty due to Brexit and Covid-19

Britain's decision to leave the EU, effective from 31 January 2020, has not had any adverse impact on the Company to date. The Company continues to monitor the situation closely to gauge the possible impact on the Company and the UK economy.

On 11 March 2020 the WHO declared the COVID-19 outbreak a global pandemic. The pandemic, which has impacted the world, UK and property industry throughout 2020, and which remains a threat, is considered a current principal risk. The short, medium and long-term impact on economic conditions remains uncertain.

Going concern

The Company reports a net loss of £10,773k for the period and has net current assets of £3,197k, and net liabilities of £10,065k, with cash and cash equivalents of £7,048k.

The directors, having made appropriate enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of this report. For this reason they continue to adopt the going concern basis in preparing the Company's accounts. In adopting the going concern basis for preparing the financial statements, the directors have considered the Group's (Cheetah Holdco Limited and its subsidiaries) principal risks and uncertainties and business review as set out in the strategic report of the group accounts of Cheetah Holdco Limited.

The COVID-19 pandemic, which has impacted the world, UK and property industry throughout 2020, and which remains a threat, is considered a current principal risk. The short, medium and long-term impact on economic conditions is still uncertain at the time of preparing the financial statements. The directors have considered the level of financial support including that which may be available to the Company by Cheetah Holdco Limited.

The directors have assessed the sensitised cash flow forecasts prepared by Cheetah Holdco Limited, the Company's ultimate UK holding company, which are for a period in excess of 12 months from the date of authorisation of the financial statements and which consider a plausible but severe down-side scenario. Where applicable, assumptions applied include reductions of revenue below committed revenues, limited cost base savings and assuming longer than expected recovery periods. The base case scenario does not consider that the majority of forecast capital expenditure, including development and information technology expenditure, can be controlled to further preserve cash to fund its operations. In a downside scenario, controllable forecast capital expenditure remains at the directors' discretion and can be delayed if required to enable the existing portfolio to meet its operational requirements, should specific external funding not be secured to fund development. The results of the assessment performed have led the directors to conclude on the appropriateness of preparing the financial statements on the going concern basis.

More detail on the going concern basis of preparation is provided in note 2.4 to the financial statements.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

TOG CH One Limited

Directors' Report (continued) For the Period Ended 31 December 2020

Auditor

The auditor, KPMG LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.


.....
M Green
Director

Date: 22 September 2021



Independent Auditor's Report to the Members of TOG CH One Limited

Opinion

We have audited the financial statements of TOG CH One Limited ("the company") for the period ended 31 December 2020 which comprise the Statement of Profit and Loss and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.



Independent Auditor's Report to the Members of TOG CH One Limited (continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Considering remuneration incentive schemes and performance targets for management and directors.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that revenue is recorded in the wrong period and the risk that management may be in a position to make inappropriate accounting entries, and the risk of bias in accounting estimates and judgements.

We did not identify any additional fraud risks.

We performed procedures including:

- Inspecting revenue postings either side of year-end and agreeing these postings to supporting documentation.
- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.



Independent Auditor's Report to the Members of TOG CH One Limited (continued)

Fraud and breaches of laws and regulations – ability to detect (continued)

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Directors' responsibilities

As explained more fully in their statement set out on page 1, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.



Independent Auditor's Report to the Members of TOG CH One Limited (continued)

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

A handwritten signature in black ink, reading 'P Barron'.

Paul Barron (Senior Statutory Auditor)
For and on behalf of KPMG LLP, statutory auditor
Chartered Accountants
15 Canada Square

Date: 23 September 2021

TOG CH One Limited

Statement of Profit and Loss and Other Comprehensive Income For the Period Ended 31 December 2020

	Note	Period from 30 September 2019 to 31 December 2020 £000
Administrative expenses	6	(2,710)
Operating loss		(2,710)
Interest payable and similar charges	5	(4,477)
Loss before tax	6	(7,187)
Tax on loss		(3,586)
Loss for the financial year		(10,773)

All amounts relate to continuing operations.

There was no other comprehensive income for 2020.

The notes on pages 12 to 24 form part of these financial statements.

TOG CH One Limited
Registered number: 12233592

Balance Sheet
As at 31 December 2020

	Note	31 December 2020 £000
Fixed assets		
Investments	9	113,673
		<u>113,673</u>
Current assets		
Debtors: amounts falling due after more than one year	10	35,787
Debtors: amounts falling due within one year	10	423
Cash and cash equivalents		7,048
		<u>43,258</u>
Current liabilities		
Creditors: amounts falling due within one year	11	(40,061)
		<u>3,197</u>
Net current assets		<u>116,870</u>
Total assets less current liabilities		<u>116,870</u>
Non-current liabilities		
Creditors: amounts falling due after more than one year	12	(123,349)
Provisions for liabilities		
Deferred taxation	13	(3,586)
Net liabilities		<u>(10,065)</u>
Capital and reserves		
Share capital	14	-
Other reserves	14	708
Retained earnings	14	(10,773)
		<u>(10,065)</u>

TOG CH One Limited
Registered number: 12233592

Balance Sheet (continued)
As at 31 December 2020

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


.....
M Green
Director

Date: 22 September 2021

The notes on pages 12 to 24 form part of these financial statements.

TOG CH One Limited

Statement of Changes in Equity For the Period Ended 31 December 2020

	Share capital £000	Other reserves £000	Retained earnings £000	Total equity £000
Balance at 30 September 2019	-	-	-	-
Comprehensive loss for the year				
Loss for the period	-	-	(10,773)	(10,773)
Arising on acquisitions	-	708	-	708
Balance at 31 December 2020	-	708	(10,773)	(10,065)

The other reserve arose on distribution of the Chancery House Unit Trust's ("CHUT") interest in Chancery House London LP ("CHLP") to the Company, ahead of the dissolution of CHUT on 3 July 2020. Refer to Note 9. Investments for detail of the distributions and reorganisation activity.

The notes on pages 12 to 24 form part of these financial statements.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

1. General information

TOG CH One Limited is a private company, limited by shares, registered in England and Wales and domiciled in the United Kingdom. The Company's registered number and registered office address can be found on the Company Information page.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements and Financial Reporting Standard 101 Reduced Disclosure Framework. The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for the revaluation of certain properties and financial instruments. The presentation currency used is Pound Sterling and amounts have been presented in round thousands ("£'000s").

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

2. Accounting policies (continued)

New standards, interpretations and amendments adopted from 1 January 2020

- IFRS 3 Business Combinations (Amendment - Definition of a Business)

Amendments to IFRS 3 were mandatorily effective for reporting periods beginning on or after 1 January 2020. The Company will apply the revised definition of a business for acquisitions occurring on or after 1 January 2020 in determining whether an acquisition is accounted for in accordance with IFRS 3 Business Combinations. The amendments do not permit the Company to reassess whether acquisitions occurring prior to 1 January 2020 met the revised definition of a business.

- IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment - Definition of Material)
- Revised Conceptual Framework for Financial Reporting

New standards, interpretations and amendments not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Company has decided not to adopt early.

The following amendments are effective for periods beginning on or after 1 January 2021:

- Interest Rate Benchmark Reform – IBOR ‘phase 2’ (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

The following amendments are effective for periods beginning on or after 1 January 2022:

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).

In January 2020, the IASB issued amendments to IAS 1, which clarify the criteria used to determine whether liabilities are classified as current or non-current. These amendments clarify that current or non-current classification is based on whether an entity has a right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period. The amendments also clarify that ‘settlement’ includes the transfer of cash, goods, services, or equity instruments unless the obligation to transfer equity instruments arises from a conversion feature classified as an equity instrument separately from the liability component of a compound financial instrument. The amendments were originally effective for annual reporting periods beginning on or after 1 January 2022. However, in May 2020, the effective date was deferred to annual reporting periods beginning on or after 1 January 2023.

The Company is currently assessing the impact of these new accounting standards and amendments.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

2. Accounting policies (continued)

Other

The Company does not expect any other standards issued by the IASB, but not yet effective, to have a material impact on the Company.

2.2 Current and deferred taxation

Tax is recognised in the statement of profit and loss and other comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised directly in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs from its tax base.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

2.3 Judgements and key areas of estimation uncertainty

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires the Company's directors to exercise judgement in applying the Company's accounting policies. There are no estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities as at the period end.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

2. Accounting policies (continued)

2.4 Going concern

The Company reports a net loss of £10,773k for the period and has net current assets of £3,197k, and net liabilities of £10,065k, with cash and cash equivalents of £7,048k.

The directors, having made appropriate enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of this report. For this reason they continue to adopt the going concern basis in preparing the Company's accounts. In adopting the going concern basis for preparing the financial statements, the directors have considered the Group's principal risks and uncertainties.

The COVID-19 pandemic, which has impacted the world, UK and property industry throughout 2020, and which remains a threat, is considered a current principal risk. The short, medium and long-term impact on economic conditions is still uncertain at the time of preparing the financial statements. The directors have considered the level of financial support including that which may be available to the Company by Cheetah Holdco Limited.

The directors have assessed sensitised cash flow forecasts prepared by an intermediate parent company, Cheetah Holdco Limited, which are for a period in excess of 12 months from the date of approval of the financial statements, and which consider a plausible but severe down-side scenario. Based on these forecasts, the directors were led to conclude that the Company will have sufficient funds, through direct support from Cheetah Holdco Limited, to meet its liabilities as they fall due for that period. Where applicable, assumptions applied in preparing cash flow forecasts include reductions of revenue below committed revenues, limited cost base savings and assuming longer than expected recovery periods. Forecasts are also dependent on the Company's immediate, ultimate and intermediate parent companies and fellow subsidiary companies - all under the control of Cheetah Holdco Limited not seeking repayment of the amounts currently due to all group companies, which at 31 December 2020 amounted to £39,580k. Cheetah Holdco Limited has indicated that it does not intend to seek repayment of these amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The results of the assessment performed have led the directors to conclude on the appropriateness of preparing the financial statements of the Company on the going concern basis.

2.5 Investment in subsidiaries

Investments in subsidiaries are carried at cost less any provision for losses arising on impairment.

2.6 Financial assets

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company has not classified any of its financial assets as held to maturity.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

2. Accounting policies (continued)

2.7 Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers e.g. trade receivables, but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairments.

Loss allowances for trade debtors and contract assets are measured at an amount equal to lifetime expected credit losses (ECLs), i.e. the ECLs that result from all possible default events over the expected life of the asset. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

The Company's loans and receivables comprise trade and other receivables and cash and cash equivalents in the balance sheet.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and - for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the balance sheet.

2.8 Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired.

2.8.1 Fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. They are carried in the balance sheet at fair value with changes in fair value recognised in the statement of profit or loss and other comprehensive income. The Company does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

2.8.2 Other financial liabilities

Other financial liabilities include the following items:

- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method.
- Loans from Group companies are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method. The difference between the fair value of the loan on initial recognition and the amount of the proceeds is credited directly to equity as a capital contribution.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

3. Employees

There were no employees for the period ended 31 December 2020.

4. Directors' remuneration

The cost of directors' remuneration is borne by Cheetah Holdco Limited, an intermediate parent company. The below disclosed remuneration represents the amount allocated for their qualifying services in respect of this Company.

	2020 £000
Wages and salaries	39
Social security contributions and similar taxes	5
Pension costs	2
	<u>46</u>

The aggregate of remuneration of the highest paid director was £16k including pension contributions of £1k.

5. Interest payable and similar charges

	Period from 30 September 2019 to 31 December 2020 £000
Bank interest payable	3,483
Amortisation of finance costs	596
Other finance costs	398
	<u>4,477</u>

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

6. Loss before tax

The loss before tax is stated after charging:

	Period from 30 September 2019 to 31 December 2020 £000
Intercompany bad debt write off	2,386

7. Auditors' remuneration

Auditors' remuneration of £5k was borne by The Office Islington Limited and is not represented in the profit and loss account.

8. Taxation

	Period from 30 September 2019 to 31 December 2020 £000
Deferred tax	
Origination and reversal of timing differences	3,586
Total deferred tax	3,586
Total tax charge in statement of profit and loss and other comprehensive income	3,586

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

8. Taxation (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Period from 30 September 2019 to 31 December 2020 £000
Loss on ordinary activities before tax	(7,187)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	(1,366)
Effects of:	
Expenses not deductible for tax purposes	544
Group relief surrendered for nil consideration	822
Deferred tax in respect of Chancery House London LP	3,586
Tax expense	3,586

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. However, this was superseded by an announcement in March 2020 to continue to apply a rate of 19%. This change was substantively enacted on 17 March 2020. As such, tax is recognised in the accounts at the prevailing corporation tax rate of 19%, including recognition of the impact to opening deferred tax balances previously recognised at 17%.

A further increase in the main UK corporation tax rate was announced in the March 2021 Budget, rising to 25% from 1 April 2023. This was substantively enacted on 24 May 2021. This will increase the Company's future current tax charge accordingly and increase the deferred tax liability by £1,132k based on current gross deferred tax balances.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

9. Investments

	Investments in subsidiary companies £000	Loans to subsidiaries £000	Total £000
Cost or valuation			
At 30 September 2019	-	-	-
Additions	226,618	10	226,628
Disposals	(112,955)	-	(112,955)
At 31 December 2020	<u>113,663</u>	<u>10</u>	<u>113,673</u>

During the period, as part of the Chancery House acquisition and post-acquisition reorganisation, the following changes in investments occurred:

- The Company acquired a 99.77% unitholding (including rights to unpaid distributions) in CHUT for £112,955k (CHUT held the limited partnership interest in CHLP) on 19 November 2019.
- The Trustee of CHUT distributed CHUT's interest in CHLP, to the value of £113,663k, to the company for £Nil consideration on 3 July 2020. An offsetting disposal of the Company's investment in CHUT, to the value of £112,955k, was recognised at £Nil consideration on the same date.
- Due to a difference in the carrying value of the initial investment in CHUT held by the Company (£112,955k), and the interest acquired through the distribution of CHUT's interest in CHLP to the Company (£113,663k), a £708k uplift in investment, and corresponding reserve was recognised, which represents the net asset value of CHLP at initial acquisition by CHUT.
- The holder of the minority interest in CHUT – TOG CH Two Limited – waived its right to receive distributions from CHUT indefinitely, resulting in a quasi-impairment of its investment in the unit trust. TOG CH Two Limited subsequently transferred its unitholding to Cheetah Holdco Limited (outside of the banking security net) for £1 on 3 July 2020.
- CHUT was dissolved on the 3 July 2020 following the distributions described above and TOG CH Two Limited was dissolved subsequent to year-end on 26 February 2021.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

9. Investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Principal activity	Holding
TOG CH GP Limited	Ordinary	Intermediate holding company	100%
Chancery House Unit Trust**	Ordinary	Intermediate holding company	99.77%
Chancery House London Nominee 1 Limited	Ordinary	Intermediate holding company - dormant	*100%
Chancery House London Nominee 2 Limited	Ordinary	Intermediate holding company - dormant	*100%
Chancery House London LP***	Ordinary	Property development and holding company	100%

The subsidiaries as stated above have the registered office address of 179-185 Great Portland Street, London, W1W 5PL, United Kingdom, except for Chancery House Unit Trust which has the registered office address of Gaspe House, 66-72 Esplanade, St Helier, Jersey, JE2 3QT.

*shares held indirectly

**dissolved on 3 July 2020

***holds limited partner interest (controlling share) in Chancery House London LP

10. Debtors

	31 December 2020 £000
Due after more than one year	
Unsecured loan notes	35,787
	<hr/>
	31 December 2020 £000
Due within one year	
Amounts owed by group undertakings	339
Other debtors	84
	<hr/>
	423
	<hr/>

All of the amounts owed by group undertakings are repayable on demand and are not interest bearing. Included within debtors within one year are amounts owed by group companies of £339k which are expected to be recovered in more than 12 months.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

11. Creditors: amounts falling due within one year

	31 December 2020 £000
Trade creditors	71
Amounts owed to group undertakings	39,580
Accruals	410
	<u>40,061</u>

All of the amounts owed to group undertakings are payable on demand and are not interest bearing. Included within creditors are amounts owed to group companies of £39,580k which are expected to be settled in more than 12 months.

12. Creditors: amounts falling due after more than one year

	31 December 2020 £000
Bank loans	89,000
Unamortised arrangement fees	(1,212)
Amounts owed to group undertakings	35,531
Other creditors	30
	<u>123,349</u>

A term loan of £89,000k and capex facility of £31,000k was secured on 11 December 2019 to fund the acquisition of the net assets of Chancery House and the planned development. At 31 December 2020 the capex facility of £31,000k remained undrawn.

The term loan and capex facility incurs interest at a combined rate comprised of LIBOR plus a fixed margin of 3.25% per annum. A commitment fee is incurred at 1.13% per annum on the undrawn portion of the capex facility. The commitment fee is recognised as financing costs.

Both the term loan and capex facility are repayable on 15 February 2023, with two one year extension options available, which have not been enacted at the time the financial statements were approved. The last possible repayment date for the loan facility is 15 February 2025.

Unamortised arrangement fees of £1,212k at 31 December 2020 includes £556k expected to be amortised within 1 year, with the remainder to be amortised over the life of the loan facility.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

13. Deferred taxation

	2020 £000
Charged to Statement of Profit and Loss and Other Comprehensive Income during the period	(3,586)
Liability at end of period	(3,586)

The provision for deferred taxation is made up as follows:

	31 December 2020 £000
Accelerated capital allowances	(4)
Capital gains liability	(3,582)
	(3,586)

14. Share capital and other reserves

Share capital

	31 December 2020 £
Allotted, called up and fully paid	
100 Ordinary shares of £1.00 each	100

Other reserves

The other reserve arose on distribution of the Chancery House Unit Trust's interest in Chancery House London LP to the Company, ahead of the dissolution of CHUT on 3 July 2020.

Retained earnings includes all current and prior period retained profits and losses.

15. Events after reporting date

There are no adjusting or non-adjusting post balance sheet events to report.

TOG CH One Limited

Notes to the Financial Statements For the Period Ended 31 December 2020

16. Ultimate parent company and control

The Company is a subsidiary undertaking of Cheetah-Wild Holdco Limited which is the ultimate parent company incorporated in Jersey, and the immediate parent company is TOG CH Topco Limited, registered in the United Kingdom.

The largest and smallest group in which the results of the Company are consolidated is that headed by Cheetah Holdco Limited, registered in the United Kingdom.

Copies of the group financial statements of Cheetah Holdco Limited will be available on request from the Company's registered office, 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX.

17. Contingent liabilities

All assets of TOG CH One Limited have been pledged as security for a group bank loan held by TOG CH One Limited. At 31 December 2020 the group bank loan was £89,000k.