Cambridge Properties Holding Limited

ANNUAL REPORT AND REVISED FINANCIAL STATEMENTS

Company registration number 13810952

for the period ended 31 December 2022

ANNUAL REPORT AND REVISED FINANCIAL STATEMENTS
For the period ended 31 December 2022

Company Information

REGISTERED OFFICE

103 Wigmore Street, London, England W1U 1QS

INDEPENDENT AUDITOR

KPMG LLP
Chartered Accountants and Statutory Auditors
15 Canada Square
London
E14 5GL

COMPANY'S REGISTERED NUMBER

The Company's registered number is 13810952

DIRECTORS

S Hill (Appointed 21 December 2021)
B Jost (Appointed 11 November 2022)
W Keil (Appointed 17 August 2022, resigned 18 August 2022)
M Muhlberger (Appointed 21 December 2021, resigned 29 June 2022, re-appointed 4 August 2022, resigned 18 August 2022)
M Pirolt (Appointed 29 June 2022, resigned 11 November 2022)

The directors present their strategic report and the consolidated financial statements of Cambridge Properties Holding Limited (the 'Company'), together with its subsidiary undertakings ('the Group') from incorporation on 21 December 2021 to the period ended 31 December 2022.

Principal activities

The principal activity of the Cambridge Properties Holding Limited Group ("the Group") is to hold retail investment property. The Group is jointly controlled by SIGNA Prime Selection AG and Harng Central Department Store Limited (further referred to as 'ultimate controlling parties'). The Group's immediate controlling parties are SIGNA Cambridge Properties Beteiligung GmbH and CG Jersey Properties Limited who each hold a 50% shareholding in the Group.

Cambridge Properties Holding Limited ("the Company") was incorporated on 21st December 2021 and the Group was formed in order to acquire, on 18th August 2022, 100% of the share capital in SFP Holdings Limited and obtain control of its wholly owned subsidiaries, Selfridges Financing Limited and Selfridges Properties Limited. on the same date the Group also acquired 100% of the share capital in Selfridges Manchester Limited (together referred to as the "Property Group").

Results

The financial statements reflect the results of the Group. Revenue for the period to 31 December 2022 was £49.0 million for the Group.

The Group's profit before income tax was £264.1 million and EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) for the period amounted to £329.2m (operating profit of £328.6m adjusted for depreciation of £0.6m).

At 31 December 2022, the Group had net assets of £834.1 million.

The full results for the period are set out in the consolidated statement of comprehensive income on page 12.

Principal risks and uncertainties

The Group takes a proactive approach to identifying, managing, and mitigating key risks and uncertainties. The principal risks and uncertainties faced by the Group are the same as those experienced across the investment property sector including valuation of investment properties, tenant default, interest rate risk and compliance with third party bank covenants. The Group considers macro-economic risks such as rising prices to be tenant risks captured within tenant default and therefore not a risk to the Group.

Risk is mitigated by the Group's long term lease arrangements with a related party. Tenant default is therefore mitigated by regular communication and access to tenant information such as cashflow forecasts. The Group operates with a long-term view and therefore its focus is on underlying income and value generating potential, over short-term value fluctuations.

Key performance indicators ("KPIs")

The Directors believe that the key KPIs are revenue, operating loss/profit and loss/profit before income tax, which are set out in the Statement of Comprehensive Income and the carrying value of the property in the balance sheet. Performance against financial covenants attached to external debt is also considered a KPI. Loan covenants are actively monitored by the Directors in order to ensure continued compliance

The directors and their duties under Section 172 of the Companies Act 2006 ('Section 172')
The directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of the Group, taking into account, amongst other matters, the matters set out in section 172(1) (a) to (f) of the Companies Act 2006:

a) The likely consequences of any decision in the long term.
b) The interests of the Group's employees.
c) The need to foster the Group's business relationships with suppliers, customers and others.
d) The impact of the Group's operations on the community and the environment.
e) The desirability of the Group maintaining a reputation for high standards of business conduct.
f) The need to act fairly between members of the Group.

In discharging their duties, the directors have regard to these matters. There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

The directors ensure that Board meetings are held when appropriate and the actions from meetings appropriately recorded.

During the period the directors met to approve its financial statements.

Approved by the Board of Directors on 22 June 2023 and signed by order of the Board:

S Hill
Director

Directors' report for the period ended 31 December 2022

The directors present their report and the consolidated financial statements for the Company and the Group from incorporation on 21 December 2021 to the period ended 31 December 2022.

General information
The Company is a private company limited by shares, domiciled and incorporated in the United Kingdom. The Company's registered address is 103 Wigmore Street, London, W1U 1QS.

The ultimate controlling parties are Harng Central Department Store Limited, incorporated in Thailand and Signa SIGNA Prime Selection AG, incorporated in Austria.

The direct controlling parties are CG Jersey Properties Limited and Signa Cambridge Properties Limited, which are considered joint controlling parties and are incorporated in Jersey and Austria, respectively.

Future developments
Future growth is planned to be driven by the Group's investment properties and continued investment in these properties.

Financial risk management
The principal financial risks faced by the Group are liquidity and funding, counterparty, credit, interest rate and capital risks. Management identifies and evaluates financial risks and considers overall risk management, covering areas such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity. Management regularly reviews the Group's position and takes appropriate measures where financially suitable to reduce exposure to financial risks.

Dividends
No dividends were paid during the period. The directors do not recommend the payment of a final dividend.

Post balance sheet events
In February 2023, the Company issued 12m ordinary shares of £0.01 to each of its immediate parents in exchange for a total of £24.0m, of which £23.0m was provided to relevant subsidiaries.

In March 2023, the Company issued 0.05m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £1.0m.

In May 2023, the Company issued 11.45m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £22.9m, of which £22.75m was provided to relevant subsidiaries.

Directors' third-party indemnity provisions
As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the period ended 31 December 2022 and continues to be in force. The Company also purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of itself and its directors.

Political contributions
Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the year.

Employees
The Group has no employees.

Directors

The directors who held office during the period and up to the date the financial statements were signed are:

S Hill (Appointed 21 December 2021)
B Jost (Appointed 11 November 2022)
W Keil (Appointed 17 August 2022, resigned 18 August 2022)
M Muhlberger (Appointed 21 December 2021, resigned 29 June 2022, re-appointed 4 August 2022, resigned 18 August 2022)
M Pirolt (Appointed 29 June 2022, resigned 11 November 2022)

No director had any interest in the Group during the period and up to the date the financial statements were signed.

Streamlined Energy and Carbon Reporting

In the reporting period, the Group consumed less than 40,000 kWh of energy, and therefore, it qualifies as a low energy user and is exempt from reporting under the Companies (Directors' Report) and Limited Liability Partnership (Energy and Carbon Report) Regulations 2018.

Stakeholder engagement statement

The Company is the parent holding company for the Group whose principal activities are retail property holding. The principal activities of the Group do not include trading and as such have limited third parties with whom it engages. The principal stakeholders which the Board considers when making decisions are its immediate parent shareholders and the Company's subsidiaries, as well as the property tenant, suppliers, and customers, as appropriate. The Company believes that only through ongoing dialogue with stakeholders across the Group can it successfully deliver its strategy to create long-term sustainable value for the benefit of its shareholders and wider stakeholders. Engagement with stakeholders is critical as it enables the directors of the Company and the Group subsidiaries to appropriately consider the implications of their decisions.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and

- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

Independent auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board of Directors on 22 June 2023 and signed on its behalf by:

S Hill
Director
22 June 2023
Company's registered number: 13810952

Statement of directors' responsibilities in respect of the annual report, the directors' report and the revised financial statements

The directors are responsible for preparing the Annual Report, the Directors' Report and the revised Group and revised parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. Under that law they have elected to prepare the revised Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the revised parent Company 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, 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 group and company and of the profit or loss of the group for that period. In preparing the revised financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable, relevant, reliable, and prudent; and
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards;
- for the parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent 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 Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Under section 454 of the Companies Act 2006 the directors have the authority to revise financial statements, the directors' remuneration report, the strategic report, or the directors' report if they do not comply with the Act. The revised financial statements must be amended in accordance with the Companies (Revision of Defective Accounts and Reports) Regulations 2008. These require that the revised financial statements show a true and fair view as if they were prepared and approved by the directors as at the date of the original financial statements and accordingly, other in respect of going concern, do not take account of events which have taken place after the date on which the original financial statements were approved.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its 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 Group and to prevent and detect fraud and other irregularities.

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Independent auditor's report to the members of Cambridge Properties Holding Limited

Opinion

We have audited the revised Group and Parent Company financial statements (the "revised financial statements") of Cambridge Properties Holding Limited (the "Company") for the period from 21 December 2021 (date of incorporation) to 31 December 2022 which comprise the Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Balance Sheet, Consolidated Statement of Changes in Equity, Consolidated Cash Flow Statement, Company Balance Sheet, Company Statement of Changes in Equity and related notes, including the accounting policies in notes 1 and C1.

In our opinion:

- the revised Group financial statements and the revised Parent Company financial statements give a true and fair view, seen as at the date the original financial statements were approved, of the state of the Group's and Parent Company's affairs as at 31 December 2022 and of the Group's profit for the period then ended;
- the revised Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards, seen as at the date the original financial statements were approved;
- the revised Parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*, seen as at the date the original financial statements were approved;
- the revised financial statements have been prepared in accordance with the Companies Act 2006 as it has effect under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 ("the Regulations");
- the original financial statements for the period ended 31 December 2022 failed to comply with the requirements of the Companies Act 2006 in the respects identified by the directors in the statement contained in note 2a to the revised financial statements.

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.

Material uncertainty related to going concern

We draw attention to note 2(d) to the revised financial statements, which indicates that the Group's and the Parent Company's ability to continue as a going concern is dependent on the ability of its ultimate controlling parties to provide continued financial support, in particular, of SIGNA Prime Selection AG, whose majority shareholder, SIGNA Holding GmbH, has faced financial distress and made an application for the opening of restructuring proceedings with self-administration.

These events and conditions, along with the other matters explained in note 2(d), constitute a material uncertainty that may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Emphasis of matter – revision of the financial statements

We draw attention to the disclosures made in note 2(a) to the revised financial statements concerning: (i) the need to revise note C1 of the financial statements in order to disclose that the Parent Company has applied the exemption permitted by section 408 of the Companies Act 2006 to not present an individual profit and loss account; and (ii) revise the going concern basis of preparation included in note 2(d) to the revised financial statements due to a significant change in circumstances between authorisation of the original and revised financial statements.

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Independent auditor's report to the members of Cambridge Properties Holding Limited (continued)

The revised financial statements replace the original financial statements approved by the directors on 22 June 2023 which were circulated to members on 22 June 2023. They have been prepared under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 ("the Regulations") and accordingly, other than in consideration of going concern, do not take account of events which have taken place after the date on which the original financial statements were approved on 22 June 2023. Our previous report was signed on that date. Other than in relation to going concern, we have not performed a subsequent events review for the period from the date of our previous report to the date of this report. Our opinion is not modified in respect of this matter.

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 and management as to the Group'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.
- 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, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue is recognised on a straight-line basis in line with long term lease agreements and as such there is limited opportunity to fraudulently adjust revenue recognition.

We also identified a fraud risk related to the valuation of investment properties in response to possible pressures to meet financial targets.

We also identified a fraud risk related to the accounting treatment for a lease incentive payment in response to a significant related-party transaction not in the ordinary course of business.

We also identified a fraud risk related to the accounting treatment for the acquisition of the Property Group (defined in the strategic report) in response to the presence of a specific transaction creating opportunities to commit fraud.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to revenue, cash, borrowings or investment property with an unexpected corresponding journal entry.
- Evaluated the business purpose of significant unusual transactions, specifically the lease incentive payment made to a related party.
- Assessing whether the judgements made in making accounting estimates, specifically the fair value of the investment property, are indicative of a potential bias.
- Assessing whether the judgements made in determining the accounting treatment for the acquisition of the Property Group are indicative of a potential bias.

Independent auditor's report to the members of Cambridge Properties Holding Limited (continued)

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 and other management (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

The Group 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 Group 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.

For the revision of the financial statements matters discussed in the note 2(a) to the revised financial statements we assessed disclosures against the requirements of Companies (Revision of Defective Accounts and Reports) Regulations 2008.

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.

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.

Strategic report and directors' report

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

Our responsibility is to read the strategic report and 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 revised financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in those reports;
- in our opinion the information given in the strategic report and the directors' report for the financial period is consistent with the revised financial statements; and
- in our opinion those reports have 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:

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Independent auditor's report to the members of Cambridge Properties Holding Limited (continued)

- 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 revised Parent Company 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 7, the directors are responsible for: the preparation of the revised financial statements and for being satisfied that the revised financial statements give a true and fair view; such internal control as they determine is necessary to enable the preparation of revised financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and Parent 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 Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the revised 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.

The audit of revised financial statements also includes the performance of procedures to assess whether the revisions made by the directors are appropriate and have been properly made.

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 and as required by paragraph 7 of the Regulations. 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 such 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.

Aimie Keki

Aimie Keki (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

13 December 2023

Cambridge Properties Holding Limited

Consolidated Statement of Profit and Loss and Other Comprehensive Income for the period ended 31 December 2022

	Note	Period ended 31 December 2022 £m
Revenue	4	**49.0**
Gross profit		**49.0**
Depreciation and amortisation	5	**(0.6)**
Valuation of investment property	5	**282.0**
Other operating expenses	5	**(1.8)**
Operating profit		**328.6**
Finance expense	9	**(64.6)**
Finance income	10	**0.1**
Net finance costs		**(64.5)**
Profit before income tax		**264.1**
Income tax expense	11	**(63.9)**
Profit for the financial period		**200.2**
Total comprehensive income for the period		**200.2**

The results for the period reflect trading from continuing operations.

Total comprehensive income is allocated in full to the owners of the company.

The notes on pages 16 to 34 form an integral part of these revised financial statements.

Cambridge Properties Holding Limited

Consolidated balance sheet as at 31 December 2022

	Note	As at 31 December 2022 £m
Assets		
Non-current assets		
Investment property	12	**3,100.0**
Property, plant and equipment	13	**8.3**
Total non-current assets		**3,108.3**
Current assets		
Income tax receivable		**0.1**
Other receivables and non-financial assets	15,18	**9.4**
Cash and cash equivalents	18	**22.8**
Total current assets		**32.3**
Total assets		**3,140.6**
Liabilities		
Current liabilities		
Trade and other payables	16	**26.2**
Borrowings and other financial liabilities	17,18	**15.2**
Total current liabilities		**41.4**
Non-current liabilities		
Borrowings and other financial liabilities	17,18	**2,214.2**
Deferred tax liabilities	14	**50.9**
Total non-current liabilities		**2,265.1**
Total liabilities		**2,306.5**
Net assets		**834.1**
Equity		
Share capital	22	**6.4**
Share premium	22	**627.5**
Retained earnings		**200.2**
Total equity		**834.1**

The notes on pages 16 to 34 form an integral part of these revised financial statements.

The revised financial statements on pages 12 to 34 were authorised for issue by the Board of Directors on 13 December 2023 and were signed on its behalf by:

DocuSigned by:
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S Hill
Director
Company number: 13810952

Consolidated statement of changes in equity for the period ended 31 December 2022

	Note	Share capital	Share premium	Retained earnings	Total equity
		£m	£m	£m	£m
As at 21 December 2021		-	-	-	-
Profit for the financial period		-	-	200.2	**200.2**
Total comprehensive income for the financial period		-	-	**200.2**	**200.2**
Proceeds from share issue	22	6.4	627.5	-	633.9
Total transactions with owners recognised directly in equity		**6.4**	**627.5**	-	**633.9**
Balance as at 31 December 2022		**6.4**	**627.5**	**200.2**	**834.1**

All changes in equity are attributable to the owners of the company.

The notes on pages 16 to 34 form an integral part of these revised financial statements.

Cambridge Properties Holding Limited

Consolidated cash flow statement for the period ended 31 December 2022

	Note	**Period ended 31 December 2022 £m**
Cash flows from operating activities		
Profit for the period		**200.2**
Adjustments for:		
• Depreciation of property, plant and equipment	5	**0.6**
• Gain on revaluation of investment property	5	**(282.0)**
• Income from rent-spreading		**(25.4)**
• Finance expenses	9	**64.5**
• Taxation	11	**63.8**
		21.7
Changes in:		
• Decrease in trade and other receivables		**(9.1)**
• Increase/in trade and other payables		**14.0**
Cash generated from operating activities		**26.6**
Income tax paid		**(20.2)**
Net cash generated from operating activities		**6.4**
Cash flows from investing activities		
Investments in financial assets		**0.2**
Lease incentive payment	12	**(399.0)**
Investments in subsidiaries		**(2,051.6)**
Net cash used in investing activities		**(2,450.4)**
Cash flows from financing activities		
Proceeds from issue of share capital	22	**633.9**
Proceeds from borrowings		**1,820.0**
Proceeds from issue of other financial liabilities		**400.0**
Financing fees		**(22.8)**
Repayment of existing loans		**(339.3)**
Interest paid		**(25.0)**
Net cash generated from financing activities		**2,466.8**
Net increase in cash and cash equivalents		**22.8**
Cash and cash equivalents at beginning of financial period		**-**
Cash and cash equivalents at end of financial period		**22.8**

The notes on pages 16 to 34 form an integral part of these revised financial statements.

1 General information

Cambridge Properties Holding Limited is a private company limited by shares, registered and domiciled in the United Kingdom. The address of the Company's registered office is 103 Wigmore Street, London, W1U 1QS.

The Group operates in the retail property investment sector currently holding SFP Holdings Limited (and its subsidiary companies) and Selfridges Manchester Limited (together referred to as the "Property Group").

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these revised financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

a) Basis of preparation

These revised financial statements for the period from 21 December 2021 (date of incorporation) to 31 December 2022 replace the original financial statements for that period, which had been approved on 22 June 2023. These revised financial statements are now the statutory financial statements for that period.

The revised financial statements have been prepared as at the date on which the original financial statements were approved by the board of directors and not as at the date of the revision and accordingly, other than in respect of going concern, do not deal with events between those dates.

The original financial statements failed to comply with the Companies Act 2006 in as much as the parent Company had elected not to present its own individual profit and loss account, as permitted by section 408 of the Companies Act 2006, but had not disclosed in the original financial statements that it had taken that election.

The consolidated and parent company financial statements were further revised solely in respect of going concern included in note 2(d) due to a significant change in circumstances between authorisation of the original and revised financial statements.

The revised consolidated financial statements have been prepared in accordance with UK-adopted International accounting standards ("UK-adopted IFRS"). The Company has elected to prepare its revised parent company financial statements in accordance with Reduced Disclosure Framework ("FRS 101"); these are presented on pages 35 to 42.

The revised consolidated financial statements of the Group as at and for the period ended 31 December 2022 comprise the Company and its subsidiaries.

The revised consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities and investment properties, which are measured at fair value.

b) Adoption of new and revised International Financial Reporting Standards

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the period ended 31 December 2022 that have a material impact on the Group and Company's revised financial statements.

c) Accounting periods

The revised financial statements are prepared for a 12 month and 10-day period, from incorporation on 21 December 2021 to 31 December 2022. Going forward, the financial statements will be prepared for a 12 month period ending on 31 December each year.

d) Going concern

The directors have considered the future cashflows of the Group for a period covering at least 12 months following the date of approval of the revised financial statements. The forecasts show that, in both the base and severe but plausible downside scenarios, the Group will require additional funds from its ultimate controlling parties to meet its liabilities as they fall due during the going concern period.

As at the date of signing the revised financial statements the Group is currently financed through two external loans, both of which are fully drawn down, and two shareholder loans from San Simeon Investments Ltd and CG Jersey Properties Limited. The interest attached to both the external debt facilities is variable based on the Sterling Overnight Index Average (SONIA) rate. The shareholder loan note from San Simeon Investments Ltd accrues interest at 12.5%. The shareholder loan note from CG Jersey Properties Limited accrues interest at the higher of a SONIA plus 8% rate and a 10% fixed rate. As a result of the events in Ukraine and general inflation, interest rates have increased significantly since the origination of the external loans on 18 August 2022.

Under the base case scenario, which assumes SONIA reduces by 0.8% from February 2024, additional funding will be required from the ultimate controlling parties to service the interest on both external loans and ensure compliance with the interest cover covenant attached to the loan held by London Oxford Street Invest Limited.

Under the severe but plausible downside scenario, which assumes a fall in the value of the investment property, additional funding will be required to cure an expected breach in the loan to value covenant attached to the external loan held by Manchester Exchange Square Invest Limited.

In addition:

- the loan to London Oxford Street Invest Limited is due for repayment in August 2024 unless it is extended by 12 months to August 2025; extension of this loan is dependent on continued support from the Group's ultimate controlling parties.
- the loan to Manchester Exchange Square Invest Limited is due for repayment in February 2024; there is no existing extension option in this agreement.

Under both the base case and the severe but plausible downside, support will be required from the ultimate controlling parties to:

- meet interest payments as they fall due
- remedy expected breaches of covenants, and
- refinance the Group.

On 29 November 2023, the directors of SIGNA Holding GmbH (the majority shareholder to the Group and Company's joint ultimate controlling party, SIGNA Prime Selection AG) filed an application with the Court of Vienna for the opening of restructuring proceedings with self-administration. The financial distress faced by the SIGNA group may cast significant doubt on SIGNA Prime Selection AG's ability to provide support to the Group and honour its guarantee provided in respect of the external loan held by London Oxford Street Invest Limited.

Interest payments that were due on 17 November 2023 in respect of both the external loans held by London Oxford Street Invest Limited and Manchester Exchange Square Invest Limited were funded by way of a £27.3m shareholder loan note from the Group and Company's other joint controlling party, CG Jersey Properties Limited. This is due for repayment on 16 May 2024, with the option for the Shareholder to convert all or part of the loan notes into equity of the Company. If this is not converted and requires repayment, the Company would require support from its ultimate controlling parties.

Given the events that have taken place in respect of SIGNA Holding GmbH, the directors are in ongoing discussions with the other joint shareholder regarding the source, structure and form of future financing to be provided to the Group. The directors note that these discussions are not yet finalised and significant uncertainty therefore exists in relation to the financial support that the Group will require during the going concern period.

d) Going concern (continued)

Based on the above indications, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, these matters indicate the existence of a material uncertainty related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern and, therefore, that the Group and Company may be unable to realise their assets and discharge their liabilities in the normal course of business. The revised financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

e) Functional and presentation currency

These revised consolidated Group and revised Company financial statements are presented in Great British Pounds ("GBP"), which is the Company's functional currency. All financial information presented in GBP has been rounded to the nearest hundred thousand.

f) Basis of Consolidation

Subsidiaries
Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the revised consolidated financial statements from the date that control commences until the date that control ceases.

The separable net assets, including property, plant and equipment and intangible assets, of the newly acquired subsidiary undertakings are incorporated into the revised consolidated financial statements at fair value as at the effective date of control.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Business combinations
For business combinations in the current period the Group has determined whether a particular set of activities and assets is a business by assessing whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. This election can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

g) Dividends

Final dividends are recorded in the revised financial statements in the period in which they are approved by the Company's shareholders. Interim dividends are recorded in the period in which they are approved and paid.

h) Revenue

Revenue, which excludes value added tax, comprises rents receivable from tenants under operating leases. Consideration is given to the future rent profile and revenue is recognised on a straight-line basis across the term of the lease. As a result, an accrued income balance has arisen from the recognition of revenue in advance of cash rent received. This has been included within investment property. Income arising as a result of rent reviews is recognised when agreement of new terms is reasonably certain.

2 Summary of significant accounting policies (continued)

i) Investment properties

Investment properties are owned by the Group and are held to generate rental income or long-term capital appreciation or both.

Investment properties are initially recognised on acquisition at cost, including related acquisition costs, and are revalued annually to reflect market value. Fair value is determined by external professional valuers.

Gains or losses arising on the revaluation of investment properties are included in the Statement of Comprehensive Income in the accounting year in which they arise. Depreciation is not provided for in respect of investment properties.

Additions to properties include the costs of a capital nature only. Expenditure is classified as capital when it results in identifiable future economic benefits which are expected to accrue to the Group. All other property expenditure is written-off in the Statement of Comprehensive Income as incurred.

Lease incentives, such as contracted rent increases and accrued income resulting from straight-line revenue recognition, are presented within investment property as they relate to the future cashflows generated by the investment property.

j) Property, plant and equipment

Property, plant and equipment is stated at historical purchase cost less accumulated depreciation and impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation of assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	%
Plant and Equipment	3.33 – 16.67

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. These are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

2 Summary of significant accounting policies (continued)

k) Financial assets and liabilities

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss; and
- those to be measured at amortised cost.

No financial assets are designated as fair value through other comprehensive income.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- Amortised cost: assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the consolidated statement of comprehensive income.
- Fair value through profit or loss (FVPL): assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

(iii) Impairment

The Group assesses, on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost. For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. For longer-term financial assets, the impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 20 contains further details how the Group determines the impact of credit risk on financial assets.

Borrowings and other financial liabilities

Interest-bearing bank loans, loan notes, promissory notes and overdrafts are initially recorded at fair value, which equals the proceeds received, net of direct issue costs. They are subsequently held at amortised cost. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for using an effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

2 Summary of significant accounting policies (continued)

l) Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit and loss and other comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income.

Management evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the revised consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

In the case of deferred tax in relation to investment property revaluation surpluses, the base cost used is historical book cost and ignores any allowances or deductions which may be available to reduce the actual tax liability which would crystallise in the event of a disposal of an asset. The Company expects to recover the value of its investment property assets through future rental income streams.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

m) Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less any allowance for expected credit losses.

n) Cash and cash equivalents

Cash and cash equivalents include short-term deposits with banks and other financial institutions, with an initial maturity of three months or less.

2 Summary of significant accounting policies (continued)

o) Trade and other payables

Trade and other payables are recorded initially at fair value and subsequently measured at amortised cost. Generally, this results in their recognition at their nominal value.

p) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are valued at discounted amounts where discounting is material. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

q) Leases

Lessor Accounting
All of the Group's leases to its tenants fall within the definition of operating leases, as substantially all the risks and rewards of ownership are retained by the Group. The Group recognises lease payments received under operating leases on a straight-line basis over the lease term as revenue.

r) Significant accounting estimates and judgments

In preparing the revised consolidated financial statements, judgments, estimates and assumptions are made by management, which affect the reported amounts in the revised financial statements. Actual results may differ from these estimates. Changes in the assumptions can affect the revised financial statements, particularly with regards to the following assumptions:

- The Group uses the valuations performed by its external valuers, CBRE Limited, as the basis for the fair value of its investment properties. The valuation of the Group's property portfolio is inherently subjective due to, among other factors, the individual nature of each property, its location and the expected future rental income. As a result, the valuations the Group places on its property portfolio are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of volatility or low transaction flow in the commercial property market. CBRE Limited make a number of assumptions in forming their opinion on the valuation of our investment properties, which are detailed in the Basis of Valuation in note 12. These assumptions are in accordance with RICS Valuation Standards. However, if any assumptions made by the external valuers prove to be incorrect, this may mean that the value of the Group's properties differ from the valuation reported in the revised Financial Statements, which could have a material effect on the Group's financial position. The investment property balance as at 31 December 2022 is £3,100m.

- Calculations made to determine the amount of deferred tax provisions to be recognised. The calculation of the amount to be recognised is based on the estimated future taxable results and an estimate of the ultimate tax effect of certain transactions. This is an area of significant judgment due to the potential for material changes in the property value going forward. The net deferred tax liability as at 31 December 2022 is £50.9m.

- Assumptions made to determine the effective interest rate of external loan facilities. The calculation of the amount of interest due in future periods is based on an average of the first two quarterly interest payments made. This is an area of significant judgement due to the potential for interest rate changes going forward, which would impact the balance of the loans. The borrowings and other financial liabilities balance as at 31 December 2022 is £2,214.2m.

r) Significant accounting estimates and judgments (continued)

- IFRS 3.B7B contains an alternative test (the concentration test) to determine whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset. The fair value of the gross assets acquired may normally be determined as the total obtained by adding the fair value of the consideration transferred to the fair value of the liabilities assumed (other than deferred tax liabilities), and then excluding cash and cash equivalents as well as deferred taxes. Management has concluded that the acquisition of the Property Group meets this concentration test and therefore does not constitute a business combination under IFRS 3.

- IFRS 16.18 states that the lease term should be determined as the non-cancellable period of the lease, together with periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option. Being "reasonably certain" requires a high level of confidence in the outcome, it is a much higher threshold than "more likely than not". Management have concluded it is not reasonably certain the tenant will exercise the lease extension options contained with the lease agreements. Therefore, the lease receivables and revenue are calculated over the period to the first extension option. The revenue recognised for the period ended 31 December 2022 is £49.0m.

3 Segmental analysis

The Group's properties, which are located in London and Manchester, are managed as a single portfolio.

For the purposes of IFRS 8 'Operating Segments', the UK portfolio is considered to be a single operating segment. The aggregation criteria set out in IAS 14 have been applied to give one reportable segment.

The Board assesses the performance of the reportable segment based on the current property income and investment property valuation. All financial information provided to the Board is prepared on a basis consistent with these revised Financial Statements and, as the Group has only one reportable segment, the measures used in assessing the business are set out in the Statement of Comprehensive Income.

4 Revenue

All rents receivable are due from one company, which is a related party. All revenue is derived from the UK.

5 Expenses by nature

Operating profit is stated after charging/(crediting) the items set out below:

	31 December 2022 £m
Service charge costs	**0.6**
Professional services	**0.4**
Bank charges	**0.1**
Other admin expenses	**0.6**
Management fees	**0.2**
Depreciation of tangible fixed assets	**0.6**
Gain on revaluation of investment property	**(282.0)**
Total administrative expenses and other operating income	**(279.5)**

6 Employee information

The average monthly number of employees during the period, excluding the Directors was nil.

7 Directors' emoluments

The directors received no emoluments from the Group and are remunerated by related parties. No portion of their remuneration can be specifically attributed to their services to the Group.

8 Auditors' remuneration

During the period the Group obtained the following services from the company's auditors and their associates:

	31 December 2022
	£m
Auditors' remuneration – for the audit of the Company's and the consolidated revised financial statements	0.2
Auditors' remuneration – for the audit of subsidiary financial statements	0.2
Total auditors' remuneration	**0.4**

9 Finance expense

	31 December 2022
	£m
Loan interest expense	60.0
Unwind of financing fees	4.5
Other finance expenses	0.1
Interest expense	**64.6**

10 Finance income

	31 December 2022
	£m
Other finance income	0.1
Interest income	**0.1**

11 Income tax charge

	31 December 2022
	£m
Current tax	
Current tax charge in respect of the current period	6.9
Total current tax credit	**6.9**
Deferred tax	
Origination and reversal of timing differences	56.9
Total deferred tax charge	**56.9**
Tax on profit	**63.8**

11 Income tax charge (continued)

Reconciliation of current tax charge

The UK standard rate of corporation tax for the period is 19.00%. The tax charge for the current period differs from the standard rate for the reasons set out in the following reconciliation:

	31 December 2022 £m
Profit before income tax	**264.1**
Tax on profit at standard rate of 19.00%	**50.2**
Tax effects of:	
- Difference between deferred and current tax rates	**13.7**
Total tax charge for the period	**63.9**

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the Company's future current tax charge accordingly. The deferred tax liability at 31 December 2022 has been calculated based on these rates, reflecting the expected timing of reversal of the related timing differences.

12 Investment properties

	Freehold land and buildings £m	Total £m
Balance as at 21 December 2022	-	-
Additions on acquisition of Property Group	2,792.6	2,792.6
Accrued income	31.2	31.2
Amortisation of lease incentive	(5.8)	(5.8)
Net gain on revaluation	282.0	282.0
As at 31 December 2022	3,100.0	3,100.0

Investment properties consist of the following assets		
Investment property	2,675.6	2675.6
Accrued income	31.2	31.2
Lease incentive	393.2	393.2
As at 31 December 2022	3,100.0	3,100.0

Lease incentives, such as contracted rent increases and accrued income resulting from straight-line revenue recognition, are presented within investment property as they relate to the future cashflows generated by the investment property.

12 Investment properties (continued)

External valuers

The investment properties were subject to external valuations as at 31 December 2022 by qualified independent valuers, being members of the Royal Institute of Chartered Surveyors, working for CBRE Limited. The independent valuers provide the fair value of the Group's investment property portfolio at each balance sheet date.

The properties were valued on the basis of a discounted cashflow (DCF) methodology in accordance with the RICS Valuation – Professional Standards 2014 and IFRS 13. When considering the DCF the valuers have projected forward the cashflow that they anticipate the property will produce in the future. They have regard to the quality of management, location, consumer sentiment, catchment and level and effectiveness of local marketing spend in order to derive their valuation assumptions.

The external valuations use information provided by the Group, such as tenancy information, capital expenditure expectations and lease contracts. The valuers, in forming their opinion make a series of assumptions. The assumptions are typically market-related, such as forward inflation, yields, discount rate and rental values, and are based on the valuers' professional judgement and market observations. The major inputs to the external valuation are reviewed by management.

Fair value measurements

The Group's investment properties are reported under IFRS 13 'Fair value measurement' which uses the following hierarchy to determine the valuation basis of assets and liabilities:

Level 1 -	Quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2 -	Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
Level 3 -	Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs)

The fair value of the Group's properties has been determined using a discounted cashflow approach which provides a valuation by discounting expected cashflows back to the valuation date based on the risk profile of the assets. All properties held by the Group at the end of the period were rated level 3.

Sensitivity
The table below illustrates the estimated impact on the Statement of Comprehensive Income and equity as a result of market movements in the fair value of the Group's properties. This analysis is for illustrative purposes only.

	£m
Impact on income statement	
0.50% weakening in discount rate	126.0
0.50% strengthening in discount rate	(117.0)
0.50% strengthening of rent yields	(256.0)
0.50% weakening of rent yields	335.0

13 Property, plant and equipment

	Plant & equipment	Total
	£m	£m
Cost		
As at 21 December 2021	-	-
Additions on acquisition of the Property Group	33.4	33.4
As at 31 December 2022	33.4	33.4
Depreciation		
As at 21 December 2021	-	-
Additions on acquisition of the Property Group	(24.5)	(24.5)
Charge for the period	(0.6)	(0.6)
As at 31 December 2022	(25.1)	(25.1)
Net book value		
As at 21 December 2021	**-**	**-**
As at 31 December 2022	**8.3**	**8.3**

14 Deferred tax balances

The movement in deferred tax assets and liabilities, without taking into consideration the offsetting of balances within the same taxable entity, is as follows:

	Deferred tax liability £m	Deferred tax asset £m	Net balance £m
Property, plant and equipment	-	6.0	6.0
Investment property	(69.0)	-	(69.0)
Interest restriction carry forward	-	12.1	12.1
Tax assets/ (liabilities)	(69.0)	18.1	(50.9)

As at beginning of period	-
Provision on acquisition of Property Group	(6.0)
Charged/(credited) to the Statement of Comprehensive Income	56.9
As at 31 December 2022	50.9

The deferred tax balance consists of the following deferred tax assets/(liabilities):

	2022 £m
Deferred tax liabilities due after more than 12 months	**(69.0)**
Deferred tax assets due after more than 12 months	**18.1**
Total - non-current	**(50.9)**
Total	**(50.9)**

15 Trade and other receivables

	2022 £m
Current	
Receivables from corporate taxes	0.1
Accrued income	5.3
Prepayments	4.0
Total current	**9.4**

16 Trade and other payables

	2022 £m
Current	
Trade creditors	7.5
Other taxes	5.3
Accruals and deferred income	13.4
Total current	**26.2**

17 Borrowings and other financial liabilities

	2022 £m
Current	
Bank loans	15.1
Mezzanine loan	0.1
Total current	**15.2**
Non-current	
Bank loans	1,807.4
Mezzanine loan	406.8
Total non-current	**2,214.2**

As part of the acquisition of the Property Group, the Group entered into two external loan facility agreements of £1.7bn and £120m. The group also has a further £400m mezzanine loan facility with a related party. These loans are recorded under IFRS 9 at amortised cost using an effective interest rate. Refer to note 18 for further details.

17 Borrowings and other financial liabilities (continued)

Terms and debt repayment schedule

	Currency	Nominal interest rate	Year of maturity	Face value 2022 £m	Carrying amount 2022 £m
Mezzanine loan	GBP	12.5%	2029	400.0	406.9
Bank Loan	GBP	3.5% plus SONIA	2024	1,700.0	1,702.7
Bank loan	GBP	2.85% plus SONIA	2024	120.0	119.8

There is a fixed charge over the investment properties held by the external lenders as collateral for the external debt facilities provided to the Group. The Company has provided security to the mezzanine lender for payment of liabilities under the mezzanine loan facility by way of fixed and floating charges over its assets.

18 Financial Instruments

Financial assets by category

	Amortised cost £m
As at 31 December 2022	
Cash and cash equivalents	
• Current	22.8
Trade and other receivables	
• Current (excluding prepayments and accrued income)	0.1
Total	**22.9**

There are no significant differences between the fair and book values of the financial assets.

Financial liabilities by category

	Amortised cost £m
As at 31 December 2022	
Borrowings	
• Current	15.1
• Non-current	1,807.4
Trade and other payables	
• Current (excluding deferred income)	12.8
• Non-current	-
Other financial liabilities	
• Non-current	406.8
Total	**2,242.1**

18 Financial instruments (continued)

Financial risk management

The principal financial risks faced by the Group are liquidity and funding, counterparty, credit, interest rate and capital risks. Management identifies and evaluates financial risks and considers overall risk management, covering areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

Liquidity and funding
Liquidity and funding risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group's subsidiary undertakings are funded by a combination of retained profits, bank borrowings and loan facilities with companies under common control.

The Group closely monitors liquidity through a robust cashflow forecasting process. Management monitors rolling forecasts of the Group's liquidity requirements and regularly reviews internal and external sources of funding to ensure it has sufficient cash to meet operational needs. Management remain focused on rigorous control of capital expenditure and operating costs.

The following are the contractual maturities of financial liabilities owing by the Group. The amounts are gross and undiscounted and include estimated contractual interest payments:

	Trade and other payables	Borrowings	Total
	£m	£m	£m
Timing of cash flows			
Within one year	12.8	115.9	128.7
Between one and two years	-	1,901.1	1,901.1
Between two and five years	-	912.3	912.3
As at 31 December 2022	**12.8**	**2,929.3**	**2,942.1**

Counterparty risks
Counterparty risk is the risk that one of the Group's counterparties will not meet its contractual obligations.

Counterparty risks are minimised due to the cash-based nature of transactions with the Group's customers. However, the Company does remain exposed to counterparty risks arising from its holdings of cash and cash equivalents and outstanding loans receivable (from companies under common control).

Cash and cash equivalents are held in regulated financial institutions with high credit ratings.

Credit risks
Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions.

As noted above, cash and cash equivalents are held in regulated financial institutions with high credit ratings. Similarly, deposits are held with regulated banks and financial institutions with high credit ratings.

The maximum exposure to credit risk is the carrying amount of assets as disclosed within the financial assets table within this note.

Interest rate risks
Interest rate risk is the risk that the company will be impacted by adverse movements in interest rates.
At the balance sheet date, the interest rate profile of the Group's interest-bearing financial instruments was:

18 Financial instruments (continued)

Financial risk management (continued)

	31 December 2022
	£m
Fixed rate instruments	
Financial liabilities	406.8
	406.8

Variable rate instruments	
Financial liabilities	1,822.5
	1,822.5

Management regularly reviews the Group's position and takes appropriate measures where financially suitable to reduce interest rate risk.

Capital risks

The Group's objectives when managing capital (i.e., the shareholders' equity in the business) are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an efficient capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

21 Leases

Future aggregate minimum lease rental receivable under non-cancellable operating leases based on contractual rental income at period end is as follows (on a cash basis):

	2022
	£m
Not later than one year	**68.4**
Later than one year but not later than two years	**88.8**
Later than two years but not later than three years	**109.5**
Later than three years but not later than four years	**128.5**
Later than four years but not later than five years	**131.1**
Later than five years	**3,250.7**
Total	**3,777.0**

As at the period end, the Group had four leases in issue with entities which are related parties. In August 2022, as a result of the sale of the Property Group to Harng Central Department Store Limited and Signa SIGNA Prime Selection AG, changes were made to the terms of these leases that will over time lead to increases in the rents receivable by the Group. The term of the leases remained 30 years to 2048. The rent receivable is guaranteed by a related party within the wider shareholder group.

Although the Group is exposed to changes in the residual value at the end of the current leases, the Group typically enters into new operating leases and therefore will not immediately realise any reduction in residual value at the end of these leases. Expectations about the future residual values are reflected in the fair value of the properties.

22 Share capital

	2022 £m
Allotted, called up and fully paid	
633,874,388 ordinary shares at £0.01 each	
Share capital	**6.4**
As at 31 December 2022	**6.4**

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. No dividends were paid for the period ending 31 December 2022.

23 Related party transactions

All related party transactions are conducted on an arm's length basis. Details of transactions that took place during the period are as follows.

Property leases
The Group leases its properties to Selfridges Retail Limited, a related party within the wider shareholder group. A description of the terms of these leases can be found in note 21. Cash rent received in the period was £31.6m, which represents receipts post-acquisition of the Property Group in August 2022.

Transactions with subsidiary companies, companies under common control and associates
Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Transactions between the Company and its subsidiaries are disclosed in the Company's revised financial statements. Refer to Note C7.

During the period the Group paid an annual management charge of £0.1m to SHEL Holdings Europe Limited, a related party within the wider shareholder group, in relation to staff costs and overheads. As at period end there was £0.1m owing to SHEL for these management fees.

The Group has a £400m mezzanine loan facility with a related party within the wider shareholder group. As at period end, the amount owing on this loan, including accrued interest, is £406.7m.

The Group considers the key management to be the Directors.

24 Ultimate holding company

The direct controlling parties are CG Jersey Properties Limited and SIGNA Cambridge Properties Beteiligung GmbH, which are incorporated in Jersey and Austria respectively.

The ultimate controlling parties are Harng Central Department Store Limited, incorporated in Thailand and Signa SIGNA Prime Selection AG, incorporated in Austria.

The Company is the parent undertaking of the smallest and largest group of undertakings to consolidate these revised financial statements at 31 December 2022.

25 Post balance sheet events

In February 2023, the Company issued 12m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £24.0m, of which £23.0m was provided to relevant subsidiaries.

In March 2023, the Company issued 0.05m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £1.0m.

In May 2023, the Company issued 11.45m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £22.9m, of which £22.75m was provided to relevant subsidiaries.

Cambridge Properties Holding Limited

Company Balance Sheet as at 31 December 2022

	Note	As at 31 December 2022 £m
Assets		
Non-current assets		
Investments in subsidiaries	C4	**15.0**
Financial receivables	C7	**784.0**
Total non-current assets		**799.0**
Current assets		
Trade and other debtors	C6	**0.2**
Cash and cash equivalents		**0.2**
Total current assets		**0.4**
Total assets		**799.4**
Liabilities		
Current liabilities		
Trade and other creditors	C5	**3.6**
Total current liabilities		**3.6**
Non-current liabilities		
Borrowings and other financial liabilities	C7	**406.7**
Total non-current liabilities		**406.7**
Total liabilities		**410.3**
Net assets		**389.1**
Equity		
Share capital	C8	**6.3**
Share premium		**627.5**
Retained earnings		**(244.8)**
Total equity		**389.1**

The Company reported a loss for the period ended 31 December 2022 of £244.8m.

The notes on pages 37 to 43 form an integral part of these revised financial statements.

The revised financial statements on pages 35 to 43 were authorised for issue by the Board of Directors on 13 December 2023 and were signed on its behalf by:

DocuSigned by:
SH
A3F2500278454FE...

S Hill
Director

Cambridge Properties Holding Limited

Company statement of changes in equity for the period ended 31 December 2022

	Note	Share capital £m	Share premium £m	Retained earnings £m	Total equity £m
On incorporation		-	-	-	-
Loss for the financial period		-	-	(244.8)	(244.8)
Total comprehensive expense for the financial period		**-**	**-**	**(244.8)**	**(244.8)**
Proceeds from share issue	C8	6.3	627.5	-	633.8
Total transactions with owners recognised directly in equity		**6.3**	**627.5**	**-**	**633.8**
Balance as at 31 December 2022		**6.3**	**627.5**	**(244.8)**	**389.1**

All changes in equity are attributable to the owners of the Company.

The notes on pages 37 to 43 form an integral part of these revised financial statements.

C1 Accounting policies

The Company's revised financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value.

The Company's accounting policies are the same as those set out in Note 2 of the Group revised financial statements and have been applied consistently, except as noted below.

The carrying value of Investments in subsidiary undertakings is stated after deducting any provision for impairment in value. The carrying value of investments is dependent on fair value, which is derived from the net assets of the subsidiary companies. Any impairment arising is charged to the statement of comprehensive income.

Financial instrument impairment
The Company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost. The material assets subject to ECLs are intercompany loan assets (the financial receivables, note C7).

The Company measures loss allowances on its intercompany loan assets at an amount equal to lifetime ECL, except for balances for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition which are measured as 12-month ECL.

The Company considers the definition of default for an intercompany loan asset to be when the value of the group's investment properties, adjusted for certain costs, is not sufficient to support the intercompany loan asset's carrying amount after taking into account external liabilities and any more senior intercompany loans.

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 an informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on an intercompany loan asset has increased significantly where there is evidence that the headroom under the above definition of default has fallen significantly since origination of the loans.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

C1 Accounting policies (continued)

The measurement of the expected credit loss allowance for financial assets measured at amortised cost is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of subsidiaries defaulting and the resulting losses).

Several significant judgements are also required in applying the accounting requirements for measuring ECL, such as:
- the definition of default
- determining criteria for significant increase in credit risk;
- choosing appropriate models and assumptions for the measurement of ECL; and
- establishing the number and relative weightings of forward-looking scenarios and the associated ECL.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-offs
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.

Loans from other Group undertakings and all other payables are initially recorded at fair value, which is generally the proceeds received net of direct issue costs. They are then subsequently carried at amortised cost.

The Company's financial risk is managed as part of the Group's strategy and policies as discussed in Note 18 of the revised Group financial statements.

a) *Basis of preparation*

These revised financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these revised financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("UK-adopted IFRS") but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these revised financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:
- Cash Flow Statement and related notes;
- Certain disclosures regarding revenue;
- Certain disclosures regarding leases;
- Comparative period reconciliations for share capital, tangible fixed assets and investment properties;
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel

C1 Accounting policies (continued)

a) Basis of preparation (continued)

As the revised consolidated financial statements of Cambridge Properties Holding Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

As permitted by section 408 of the Companies Act 2006, the Parent Company has not presented its own statement of profit and loss and other comprehensive income.

The accounting policies have, unless otherwise stated, been applied consistently to all periods presented in these revised financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the revised financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2 r) and C1.

C2 Employees

The Company has no employees.

C3 Auditor's remuneration

During the period the Company obtained the following services from the company's auditor and their associates:

	31 December 2022 **£m**
Auditor's remuneration – for the audit of the Company's revised financial statements	**0.2**
Total auditor's remuneration	**0.2**

C4 Investments in subsidiaries

	31 December 2022 **£m**
On incorporation	-
Additions	15.0
Carrying value at 31 December 2022	**15.0**

The subsidiary companies were acquired during the period as part of the acquisition of the Property Group in August 2022. The carrying value of the investments were assessed as at 31 December 2022, which resulted in no impairment. The accounting policy explains the key judgements considered by the directors, see note C1.

C4 Investments in subsidiaries (continued)

The undertakings whose results or financial position affected the figures shown in the Group's revised annual financial statements are as presented below. All companies listed are limited by shares unless otherwise stated.

	Country of registration	Country of operation	Activity
The following companies are wholly owned (100% ordinary share capital unless otherwise stated) and have the registered office address of 103 Wigmore Street, London, W1U 1QS:			
Selfridges Properties Limited*	England & Wales	United Kingdom	Property holding company
Selfridges Manchester Limited*	England & Wales	United Kingdom	Property holding company
Selfridges Financing Limited*	England & Wales	United Kingdom	Holding Company
SFP Holdings Limited*	England & Wales	United Kingdom	Holding Company
London Oxford Street Invest Limited*	England & Wales	United Kingdom	Financing Company
London Oxford Street Holding Limited**	England & Wales	United Kingdom	Holding Company
Manchester Exchange Square Invest Limited*	England & Wales	United Kingdom	Financing Company
Manchester Exchange Square Holding Limited**	England & Wales	United Kingdom	Holding Company

* 100% owned indirectly
** *100% of ordinary and preference share capital owned*

C5 Trade and other creditors

	31 December 2022 £m
Current	
Trade creditors	**3.4**
Accruals	**0.2**
Total current	**3.6**

C6 Trade and other debtors

	31 December 2022 £m
Current	
Receivables due from subsidiaries	**0.2**
Total current	**0.2**

C7 Financial instruments

Financial receivables by category

	Amortised cost £m	Total £m
As at 31 December 2022		
Cash and cash equivalents		
• Current	0.2	0.2
Receivables due from consolidated subsidiaries		
• Current	0.2	0.2
• Non-current	784.0	784.0
Total	**784.4**	**784.4**

Credit risk

The Company's intercompany financial receivables were assessed in two categories, interest bearing loans (IBLs) and interest free loans (IFLs).

Based on the definition of default none of the IBLs were considered to be in default and, given the asset value available to support this assumption, the probability of default occurring within the next 12 months is close to nil. Therefore, the resulting ECL was immaterial and has not been recognised.

The interest free loans were considered to be in default, as defined in note C1. Therefore, the ECL is calculated is a lifetime ECL which based on a probability weighted estimate of credit losses in different scenarios. The movement in the loan receivable balances is illustrated below.

	Interest Bearing Loans £m	Interest Free Loans £m	Total £m
Original Carrying value	418.6	608.9	1,027.5
Lifetime Expected credit loss	-	(243.5)	(243.5)
12 Month Expected credit loss	-	-	-
Balance as at 31 December 2022	**418.6**	**365.4**	**784.0**

The Company has three loan receivables with its direct subsidiary, London Oxford Street Holding Limited, for a total face value of £865.2m, which mature in 2029. The Company also has two loan receivables with its direct subsidiary, Manchester Exchange Square Holding Limited, for a total face value of £143.6m, which mature in 2029 and 2030. The interest free loans are repayable on demand. The interest bearing loans carry an interest rate of 12.5%.

Sensitivity

In the base case scenario, which assumes cash flows are available from investment property assets throughout the lease duration until 2048, followed by an asset realisation event based on estimated market values at that time, no credit losses are projected. However, our downside scenario, to which a low weighting is applied, models an asset realisation event before market values return to longer term macro-economic expectations, when the related party debt facility held by the Company matures in 2029. This results in credit losses with a present value of £608.9m.

C7 Financial instruments (continued)

Financial liabilities by category

	Amortised cost £m	Total £m
As at 31 December 2022		
Trade and other payables		
• Current	3.6	3.6
Borrowings • Non-Current	406.7	406.7
Total	**410.5**	**410.5**

The Company has provided security to the lender for payment of all liabilities under the mezzanine loan facility by way of fixed and floating charges over its assets.

Liquidity
The following are the contractual maturities of financial liabilities owing by the Company. The amounts are gross and undiscounted and include estimated contractual interest payments:

	Trade and other payables	Borrowings £m	Total £m
Timing of cash flows			
Within one year	3.6	-	3.6
Between one and two years	-	-	-
Between two and five years	-	912.3	912.3
As at 31 December 2022	**3.6**	**912.3**	**915.9**

C8 Share Capital

Refer to Note 22 of the revised Group consolidated financial statements.

C9 Related party transactions

As at period end, the Company owes an annual management charge of £14.5k to SHEL Holdings Europe Limited, in relation to staff costs and overheads which are incurred at a group level.

Key management personnel comprise the Board of Directors for the Company. Refer to Page 4 of the revised Group consolidated financial statements.

C10 Ultimate holding company

The direct controlling parties are CG Jersey Properties Limited and SIGNA Cambridge Properties Beteiligung GmbH, which are incorporated in Jersey and Austria respectively.

The ultimate controlling parties are Harng Central Department Store Limited, incorporated in Thailand and Signa SIGNA Prime Selection AG, incorporated in Austria.

C11 Post balance sheet events

In February 2023, the Company issued 12m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £24.0m, of which £23.0m was provided to relevant subsidiaries.

In March 2023, the Company issued 0.05m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £1.0m.

In May 2023, the Company issued 11.45m ordinary shares of £0.01 each to each of its immediate parents in exchange for a total of £22.9m, of which £22.75m was provided to relevant subsidiaries.