

FOLKESTONE HARBOUR (GP) LIMITED
DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 2019

Company Registration Number: 6044108

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FOLKESTONE HARBOUR (GP) LIMITED

Directors' report

Directors: Sir Roger De Haan
Paul Hudson
Susan Young
Paul Ellis
Martin Hart
Lady Alison De Haan
Joshua De Haan

Secretary: Richard Fraser

Registered Office: Strand House, Pilgrims Way, Monks Horton, Ashford, Kent
TN25 6DR

Company number: 6044108

The directors submit their report together with the audited accounts of the company for the year ended 31 December 2019.

Principal activities and review of business

The company is the general partner of Folkestone Harbour Limited Partnership, a partnership set up to redevelop Folkestone harbour and foreshore area. Its partnership share is 0.01%. The partnership has completed much of the initial ground works and place-making for the site and is now progressing with plans for the construction phase, including selecting a main contractor to construct the first plot. A key source of estimation uncertainty within these financial statements surrounds the carrying value of the company's investment in Folkestone Harbour Limited Partnership. The partnership has considered the current uncertainty in the UK property market, particularly in relation to the Covid-19 pandemic, when valuing its inventory.

Directors

All directors listed were directors of the company throughout the year.

Results and dividends

The profit for the year amounted to £14,105 (2018 - £1,593 loss) and has been transferred to reserves. No dividend is payable.

COVID-19

The directors have considered the impact of the COVID-19 pandemic on the company, further details of which can be found in the accounting policy 1(h). Based on their assessments and having regard to the resources available to the company, the directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the accounts.

Directors Interests

Sir Roger De Haan owns the whole of the issued share capital of the immediate parent undertaking, Folkestone Harbour Holdings Limited.

FOLKESTONE HARBOUR (GP) LIMITED

Directors' report continued

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

MHA MacIntyre Hudson have expressed their willingness to continue in office as auditor and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

Small Company Exemption

The above report has been prepared in accordance with the special provisions of Section 1A of FRS 102 relating to small companies.

By order of the board



R J Fraser
Secretary

21/10

Registered Office

Strand House
Pilgrims Way
Monks Horton
Ashford
Kent
TN25 6DR

FOLKESTONE HARBOUR (GP) LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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;
- 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR (GP) LIMITED

Opinion

We have audited the financial statements of Folkestone Harbour (GP) Limited (the 'company') for the year ended 31 December 2019 which comprise the profit and loss account, balance sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR (GP) LIMITED

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR (GP) LIMITED

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.



Duncan Cochrane-Dyet BSc BFP FCA (Senior Statutory Auditor)
for and on behalf of MHA MacIntyre Hudson

Chartered Accountants
Statutory auditors
Victoria Court
17-21 Ashford Road
Maidstone
ME14 5DA

Date: 12 November 2020

FOLKESTONE HARBOUR (GP) LIMITED**Profit and loss account for the year ended 31 December 2019**

	Note	2019 £	2018 £
Turnover	2	142,325	132,922
Cost of sales		-	-
Gross profit		<hr/> 142,325	<hr/> 132,922
Administrative expenses		(128,101)	(134,455)
Impairment of investments	6	(119)	(60)
Profit/(loss) on ordinary activities before taxation	3	<hr/> 14,105	<hr/> (1,593)
Taxation	5	-	-
Profit/(loss) on ordinary activities after taxation	10	<hr/> 14,105	<hr/> (1,593)

Continuing operations

All activities are continuing.

Other comprehensive income

The Company has no other comprehensive income other than the amounts shown above.

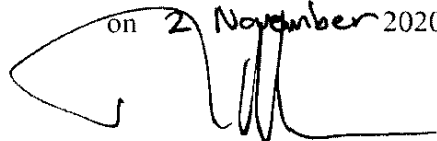
The notes on pages 9 to 13 form part of these financial statements.

FOLKESTONE HARBOUR (GP) LIMITED
Balance sheet as at 31 December 2019

	Note	2019 £	2018 £
Fixed assets			
Investments	6	3,867	3,986
Current assets			
Debtors	7	14,107	42,675
Cash at bank and in hand		20	20
		<u>14,127</u>	<u>42,695</u>
Creditors			
- Amounts falling due within one year	8	(12,073)	(54,865)
Net current assets/(liabilities)		<u>2,054</u>	<u>(12,170)</u>
Net assets/(liabilities)		<u>5,921</u>	<u>(8,184)</u>
Capital and reserves			
Called-up share capital	9	2	2
Profit and loss account	10	5,919	(8,186)
Shareholder's funds/(deficit)	11	<u>5,921</u>	<u>(8,184)</u>

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

These financial statements were approved by the directors
on 2 November 2020 and signed on their behalf by:



RM De Haan
Director
Company Registration Number: 6044108

The notes on pages 9 to 13 form part of these financial statements.

FOLKESTONE HARBOUR (GP) LIMITED
Notes to the financial statements

1 Accounting policies

a) Accounting convention

The Company met the small company criteria and therefore these financial statements were prepared in accordance with applicable law and Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities). The Company has taken advantage of the exemptions under Section 1A of FRS 102 in respect of the preparation of a Cash Flow Statement and related notes and a Statement of Changes in Equity.

b) Critical accounting judgements and key sources of estimation uncertainty

A key source of estimation uncertainty within these financial statements surrounds the carrying value of the company's investment in Folkestone Harbour Limited Partnership. The partnership has considered the current uncertainty in the UK property market when valuing its inventory. The directors have reviewed the carrying cost of this investment against estimates of net realisable value (NRV). The directors have arrived at NRV by valuing the investment at an amount equivalent to the company's share of net assets of the partnership. This has given rise to a decrease in value of £119 (2018 decrease - £60). Should there be further significant movement in UK real estate pricing, then further write-downs or write-backs of the investment may be necessary.

c) Expenses

All expenses are accounted for on an accruals basis.

d) Investments

Investments are held at cost less any provision for impairment.

e) Cash and cash equivalents

Cash comprises cash on hand and demand deposits.

f) Trade and other receivables

Trade and other receivables are stated at their nominal value.

g) Trade and other payables

Trade and other payables are stated at their nominal value.

h) Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors consider that the company will have sufficient funds, through funding from its immediate parent company, Folkestone Harbour Holdings Limited, to meet its liabilities as they fall due for in the 12 months from the date of approval of these financial statements.

This assessment is dependent on Folkestone Harbour Holdings Limited not seeking repayment of the amounts currently due to it, which at 31 December 2019 amounted to £12,069 and providing additional financial support during that period. Folkestone Harbour Holdings Limited has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for a period of 12 months from the date of approval of the accounts. As with any company placing reliance on other group entities for financial support, the

FOLKESTONE HARBOUR (GP) LIMITED
Notes to the financial statements continued

h) Going concern continued

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.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

The COVID-19 pandemic and the ensuing economic shutdown has not had a significant impact on the company's operations. In response to the COVID-19 pandemic, the directors have performed a robust analysis of forecast future cash flows taking into account the potential impact on the business of possible future scenarios arising from the impact of COVID-19. This analysis also considers the effectiveness of available measures to assist in mitigating the impact of COVID-19.

Based on these assessments and having regard to the resources available to the entity, the directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the accounts.

2 Turnover

Turnover comprises of charges to Folkestone Harbour Limited Partnership relating to the services provided in its capacity as General Partner.

3 Profit on ordinary activities before taxation

2019	2018
£	£

Is stated after charging:-

Audit fees

500	1,500
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There were no other fees charged by the auditor in either the current year or the prior year. Remuneration in respect of the non executive directors was as follows:

4 Directors' remuneration

2019	2018
£	£

Emoluments

120,000	120,000
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FOLKESTONE HARBOUR (GP) LIMITED
Notes to the financial statements continued

h) Going concern continued

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Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

The COVID-19 pandemic and the ensuing economic shutdown has not had a significant impact on the company's operations. In response to the COVID-19 pandemic, the directors have performed a robust analysis of forecast future cash flows taking into account the potential impact on the business of possible future scenarios arising from the impact of COVID-19. This analysis also considers the effectiveness of available measures to assist in mitigating the impact of COVID-19.

Based on these assessments and having regard to the resources available to the entity, the directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the accounts.

2 Turnover

Turnover comprises of charges to Folkestone Harbour Limited Partnership relating to the services provided in its capacity as General Partner.

3 Profit on ordinary activities before taxation

2019 2018

£ £

Is stated after charging:-

Audit fees

500 1,500

There were no other fees charged by the auditor in either the current year or the prior year.

4 Directors' remuneration

2019 2018

£ £

Emoluments

120,000 120,000

FOLKESTONE HARBOUR (GP) LIMITED
Notes to the financial statements continued

5	Tax on profit on ordinary activities	2019	2018
		£	£
	Current tax	-	-
	Profit/(loss) on ordinary activities before taxation	14,105	(1,593)
	Reconciliation of Current Tax charge:		
	UK corporation tax rate of 19.00% (2018:19.00%)	2,680	(303)
	Unrelieved losses	-	299
	Tax on share of partnership result	(10)	(8)
	Other tax adjustments	(1,622)	-
	Non-taxable impairment/(release of impairment)	23	11
	Relieved losses	(299)	-
	Group relief	(772)	-
		-	-
	Total non-utilised tax losses		
	At 1 January	1,572	-
	At 31 December	-	1,572

UK corporation tax rate remained at 19% (effective 1 April 2019). Corporation tax rates will remain at 19% for the financial years starting 1 April 2020 and 1 April 2021, as substantively enacted on 17 March 2020.

6	Investments	
	Cost:	£
	At 1 January 2019 -Investment in partnership	5,035
	-Investment in subsidiary undertakings	4
	Additions	-
	At 31 December 2019	5,039
	Impairment losses:	
	At 1 January 2019	(1,053)
	Charge for the year	(119)
	At 31 December 2019	(1,172)
	Net book amount at 31 December 2019	3,867
	Net book amount at 31 December 2018	3,986

FOLKESTONE HARBOUR (GP) LIMITED
Notes to the financial statements continued

6 Investments continued

The reason for the impairment charge is explained in note 1(b).

The partnership investment comprises a 0.01% partnership share in Folkestone Harbour Limited Partnership. The investment in subsidiary undertakings represents an investment of £2 in each of Folkestone Harbour Nominee (1) Limited and Folkestone Harbour Nominee (2) Limited. Both subsidiaries are wholly owned, are registered in England at Strand House, Pilgrims Way, Monks Horton, Ashford, Kent, TN25 6DR, and did not trade during the year.

7 Debtors	2019	2018
- amounts falling due within one year	£	£
Amount due from Folkestone Harbour Limited Partnership	14,107	-
Other debtors	-	42,675
	<u>14,107</u>	<u>42,675</u>

8 Creditors	2019	2018
- amounts falling due within one year	£	£
Accruals	-	42,675
Amount due to parent undertaking	5,958	5,425
Amount due to Folkestone Harbour Limited Partnership	-	650
Amount due to subsidiary undertakings	4	4
Loan from parent undertaking	6,111	6,111
	<u>12,073</u>	<u>54,865</u>

The details regarding the amounts outstanding are set out in note 11. The loan is repayable on demand and is therefore classified as a creditor falling due within one year in the current period. It is also interest free. The lender has indicated that it does not intend to demand repayment within the next 12 months, as set out in note 1(h).

9 Called up share capital	2019	2018
	£	£
Authorised		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

10 Profit and loss account	2019	2018
	£	£
At 1 January	(8,186)	(6,593)
Profit/(loss) for the period	14,105	(1,593)
At 31 December	<u>5,919</u>	<u>(8,186)</u>

FOLKESTONE HARBOUR (GP) LIMITED
Notes to the financial statements continued

11	Reconciliation of movement in shareholder's funds	2019	2018
		£	£
	Total Comprehensive Profit/(Loss) relating to the year	14,105	(1,593)
	Shareholder's deficit brought forward	(8,184)	(6,591)
	Shareholder's surplus/(deficit) carried forward	<u>5,921</u>	<u>(8,184)</u>
12	Related party disclosures		
	The company has an outstanding loan payable to its parent undertaking, Folkestone Harbour Holdings Limited amounting to £6,111 due within one year (2018-£6,111) and a further amount payable on current account of £5,958 (2018-£5,425,). The company has an amount receivable of £14,107 from Folkestone Harbour Limited Partnership (2018-£650 payable). The company has a 0.01% interest in Folkestone Harbour Limited Partnership. All of the entities referred to in this section are ultimately controlled by Roger De Haan.		
13	Controlling interest		
	The ultimate controlling shareholder is Sir Roger De Haan. The immediate and ultimate parent company is Folkestone Harbour Holdings Limited.		
14	Exemption from Group Financial Statements		
	The company controls Folkestone Harbour Limited Partnership, as General Partner, and has taken advantage of the exemption within section 398 of Part 15 of the Companies Act 2006 to dispense with the requirement to prepare consolidated financial statements. The statutory financial statements of Folkestone Harbour Limited Partnership are appended to these financial statements.		
15	Subsequent Events Note		
	The Company has evaluated events from 31 December 2019 through to the date the financial statements were signed. There were no subsequent events that need disclosure. The directors have considered the potential impact of COVID-19 as part of their evaluation of subsequent events.		

FOLKESTONE HARBOUR LIMITED PARTNERSHIP

FINANCIAL STATEMENTS

31 DECEMBER 2019

Registration Number: LP11912

FOLKESTONE HARBOUR LIMITED PARTNERSHIP

Report of the General Partner

Introduction

Folkestone Harbour (GP) Limited ("the General Partner") presents the financial statements for Folkestone Harbour Limited Partnership ("the Partnership") for the year ended 31 December 2019.

Principal activities and review of business

The Partnership was established to acquire and redevelop property situated at Folkestone harbour and the Folkestone foreshore area. During the past year, considerable progress has been made in preparing the site for construction work and main contractor has been selected to construct the first plot.

The initial groundworks have been undertaken and much of the place-making activity in and around the harbour area has been completed. The previously run-down harbour arm area is now considered to be one of Folkestone's top visitor attractions. This considerable investment in place-making at the early stages of the project is helping to prepare the ground for the building development phases by making the area an attractive place for people to live, work and spend their leisure time.

Results for the year

The loss for the year amounted to £1,190,427 (2018 – £605,646) and has been transferred to partners' capital accounts.

COVID-19

The directors of the General Partner have considered the impact of the COVID-19 pandemic on the company, further details of which can be found in the accounting policy 1(a). Based on their assessments and having regard to the resources available to the company, the directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the accounts.

Disclosure of information to auditor

The directors of the General Partner confirm that, so far as they are aware, there is no relevant audit information of which the Partnership's auditor is unaware; and the directors have taken all the steps that they ought to have taken as a directors to make themselves aware of any relevant audit information and to establish that the Partnership's auditor is aware of that information.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP
Report of the General Partner

Auditor

MHA MacIntyre Hudson have expressed their willingness to continue in office as auditor. A resolution proposing their re-appointment will be made by the Partnership.



Sir Roger De Haan

Director

For and on behalf of Folkestone Harbour (GP) Limited

Strand House,
Pilgrims Way,
Monks Horton,
Ashford
Kent TN25 6DR

Registration number: LP11912

Date: 2 November 2020

STATEMENT OF GENERAL PARTNER'S RESPONSIBILITIES IN RESPECT OF THE GENERAL PARTNER'S REPORT AND THE FINANCIAL STATEMENTS

The general partner is responsible for preparing the General Partner's Report and the partnership financial statements in accordance with applicable law and regulations.

The Partnerships (Accounts) Regulations 2008 require the general partner to prepare financial statements for each financial year in accordance with Part 15 and Chapter 1 of Part 16 of the Companies Act 2006. Under that law the general partner has elected to prepare financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the general partner 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 partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the general partner is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 qualifying partnership'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 qualifying partnership or to cease operations, or have no realistic alternative but to do so.

The general partner is 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 partnership and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR LIMITED PARTNERSHIP

Opinion

We have audited the financial statements of Folkestone Harbour Limited Partnership (the 'qualifying partnership') for the year ended 31 December 2019 which comprise the profit and loss account, balance sheet, statement of changes in net assets attributable to the partners and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the qualifying partnership's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the qualifying partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusion relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the members' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the members have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the qualifying partnership's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The members are responsible for the other information. The other information comprises the information included in the general partner's report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR LIMITED PARTNERSHIP

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the qualifying partnership and its environment obtained in the course of the audit, we have not identified material misstatements in the general partner's report.

- We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 as applied to qualifying partnerships requires us 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 members' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the members were not entitled to prepare the financial statements in accordance with the small qualifying partnerships regime and take advantage of the small qualifying partnerships' regime exemptions in preparing the general partner's report and from the requirement to prepare a strategic report.

Responsibilities of members

As explained more fully in the general partner's responsibilities statement set out on page 2, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the members are responsible for assessing the qualifying partnership'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 the members either intend to liquidate the qualifying partnership or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOLKESTONE HARBOUR LIMITED PARTNERSHIP

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the qualifying partnership's partners, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to qualifying partnerships. Our audit work has been undertaken so that we might state to the qualifying partnership's partners 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 qualifying partnership and the qualifying partnership's partners as a body, for our audit work, for this report, or for the opinions we have formed.



Duncan Cochrane-Dyet BSc BFP FCA (Senior Statutory Auditor)
for and on behalf of MHA MacIntyre Hudson

Chartered Accountants
Statutory Auditors
Victoria Court
17-21 Ashford Road
Maidstone
Kent
ME14 5DA

Date: 12 November 2020

FOLKESTONE HARBOUR LIMITED PARTNERSHIP
Profit and loss account for the year ended 31 December 2019

	Note	2019 £	2018 £
Turnover	2	254,345	166,438
Cost of sales		(10,811)	-
Inventory impairment	1	(657,476)	(199,948)
Gross loss		<u>(413,942)</u>	<u>(33,510)</u>
Administrative expenses		(777,758)	(574,245)
Operating loss		<u>(1,191,700)</u>	<u>(607,755)</u>
Interest receivable	3	1,273	2,109
Loss for the financial year before distributions	4	<u>(1,190,427)</u>	<u>(605,646)</u>
Distributions		-	-
Decrease in net assets attributable to the partners from operations		<u>(1,190,427)</u>	<u>(605,646)</u>

Continuing operations

All of the operations of the partnership are continuing.

Other comprehensive income

The partnership has no other comprehensive income other than the amounts shown above.

The notes on pages 9 to 14 form part of these financial statements.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP**Balance sheet as at 31 December 2019**

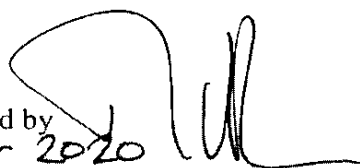
	Note	2019 £	2018 £
Fixed assets			
Tangible assets	6	4,891	3,672
Current assets			
Debtors	7	277,176	649,263
Inventory	8	75,581,981	73,825,092
Cash at bank and in hand		1,020,468	268,030
		<u>76,879,625</u>	<u>74,742,385</u>
Creditors			
- amounts falling due within one year	9	<u>(38,256,967)</u>	<u>(34,928,081)</u>
Net current assets		<u>38,622,658</u>	<u>39,814,304</u>
Net assets attributable to partners		<u>38,627,549</u>	<u>39,817,976</u>

Represented by:

Partners' funds classified as a liability under FRS 102

Partners' loans	<u>38,627,549</u>	<u>39,817,976</u>
Loans and other debts due to partners	<u>38,627,549</u>	<u>39,817,976</u>

These financial statements were approved by
R M De Haan on 2 November 2020



For and on behalf of Folkestone Harbour (GP) Limited

The notes on pages 9 to 14 form part of these financial statements.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP
Statement of Changes in Net Assets Attributable to the Partners

	Partner loans 2019 £	Total funds 2019 £	Partner loans 2018 £	Total funds 2018 £
Net assets attributable to the partners at 1 January	39,817,976	39,817,976	40,423,622	40,423,622
Decrease in net assets attributable to the partners from operations	(1,190,427)	(1,190,427)	(605,646)	(605,646)
Net assets attributable to the partners at 31 December	<u>38,627,549</u>	<u>38,627,549</u>	<u>39,817,976</u>	<u>39,817,976</u>

The Partnership's contributed capital from the partners is classified as a financial liability, in accordance with FRS 102 and the terms of the instruments as set out in the Limited Partnership Agreement, and are presented as 'Net assets attributable to the partners' in the balance sheet. Distributions are presented separately in the profit and loss account.

Net assets attributable to partners' capital are carried at amortised cost consistent with other amounts classified as loans.

The notes on pages 9 to 14 form part of these financial statements.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP
Notes to the financial statements

1 Accounting policies
a) Basis of preparation

Under the Partnership and Unlimited Companies (Accounts) Regulations 2008, the partnership, as a qualifying partnership, is required to prepare and have audited an annual report and financial statements under Part 15 and Chapter 1 of Part 16 of the Companies Act 2006 as if the Partnership was a company formed and registered under the Companies Act.

The partnership met the small company criteria and therefore these financial statements were prepared in accordance with applicable law and Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities). The partnership has taken advantage of the exemptions under Section 1A of FRS 102 in respect of the preparation of a Cash Flow Statement and related notes.

The directors of the General Partner have prepared the financial statements on the going concern basis as they consider that the partnership will have sufficient funding to enable it to meet its obligations for a period of at least 12 months from the date of approval of these accounts. The directors have reached this conclusion after considering two factors. First, they have received assurances from its lenders (which are all entities within the same group) that they do not intend to demand repayment of their loans within the next 12 months. Second, the ultimate parent entity and its shareholder have indicated that they intend to provide sufficient funding to enable the partnership to meet its obligations for a period of at least 12 months from the date of approval of these accounts.

The COVID-19 pandemic and the ensuing economic shutdown has not had a significant impact on the company's operations. In response to the COVID-19 pandemic, the directors of the General Partner have performed a robust analysis of forecast future cash flows taking into account the potential impact on the business of possible future scenarios arising from the impact of COVID-19. This analysis also considers the effectiveness of available measures to assist in mitigating the impact of COVID-19.

Based on these assessments and having regard to the resources available to the entity, the directors of the General Partner have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the accounts.

b) Critical accounting judgements and key sources of estimation uncertainty

A key source of estimation uncertainty within these financial statements surrounds the carrying value of inventory. The Directors of the General Partner have reviewed the carrying costs of inventory against estimates of net realisable value (NRV). The Directors have arrived at NRV taking account of an estimate of cash flows projected to arise from the realisation of inventory having obtained external advice, considered the current uncertainty in the UK property market and applying a discount rate of 7%. This has given rise to a £657,476 increase in the impairment (2018 - £199,948 increase). Should there be further significant movement in UK real estate pricing, then further write-downs or write-backs of inventory may be necessary.

c) Turnover

Turnover is recognised in the accounts in the period when the related goods or services are provided. Rental income is recognised on a straight-line basis over the period of the lease.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP
Notes to the financial statements continued

d) Expenses

All expenses are accounted for on an accruals basis.

e) Interest Receivable

Interest receivable and similar income include interest receivable on bank deposits and is recognised in the period to which it relates.

f) Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and, where appropriate, provision for impairment. The cost of fixed assets is depreciated by equal instalments over their useful economic lives as follows;

Fixtures and fittings – over three years.

g) Inventory

Inventory is included in the accounts at the lower of cost and net realisable value.

Cost comprises land acquisition costs, professional fees and initial preparatory construction work.

Folkestone Harbour Limited Partnership owns the beneficial interest in the land, the legal title of which is held by Folkestone Harbour Nominee (1) Limited and Folkestone Harbour Nominee (2) Limited

h) Cash and cash equivalents

Cash comprises cash on hand and demand deposits.

i) Trade and other receivables

Trade and other receivables are stated at their nominal value.

j) Trade and other payables

Trade and other payables are stated at their nominal value.

k) Taxation

The Partnership is not a taxable entity and accordingly no provision is made in these accounts for taxation.

2 Turnover

Turnover comprises principally of rental income arising on properties let in the period prior to their re-development, management charges to Folkestone Harbour Company Limited and other ancillary income.

3 Interest receivable

	2019	2018
	£	£
Bank deposit interest receivable	1,273	2,109
Other interest	-	-
	<u>1,273</u>	<u>2,109</u>

FOLKESTONE HARBOUR LIMITED PARTNERSHIP
Notes to the financial statements continued

4	Loss for the financial period before distributions	2019	2018
		£	£
	Is stated after charging:		
	Audit fees	11,450	17,770

Other non-audit fees of £867 (2018: KPMG: £26,633) were paid to the auditor for services relating to payroll.

5 Staff costs

Employee costs for the year were as follows:

	2019	2018
	£	£
Wages and salaries	381,706	237,381
Social security costs	32,646	21,180
Health care and other benefits	2,085	1,835
Other pension costs	24,240	22,173
	<u>440,677</u>	<u>282,569</u>

The average number of employees during the year was 15 (2018: 8).

6	Tangible fixed assets	Fixtures & Fittings	Total
	Cost:	£	£
	At 1 January 2019	35,169	35,169
	Additions in year	4,685	4,685
	Disposals in year	-	-
	At 31 December 2019	<u>39,854</u>	<u>39,854</u>
	Aggregate depreciation:		
	At 1 January 2019	(31,497)	(31,497)
	Charge for the year	(3,466)	(3,466)
	Disposals in year	-	-
	At 31 December 2019	<u>(34,963)</u>	<u>(34,963)</u>
	Net book amount - 31 December 2019	<u>4,891</u>	<u>4,891</u>
	Net book amount - 31 December 2018	<u>3,672</u>	<u>3,672</u>

FOLKESTONE HARBOUR LIMITED PARTNERSHIP

Notes to the financial statements continued

7	Debtors	2019	2018
		£	£
	Prepayments	11,328	9,453
	Trade debtors	8,057	7,758
	Other debtors	88	56,808
	Other taxes and social security	162,918	160,729
	Amounts due from other group undertakings	94,785	414,515
		<u>277,176</u>	<u>649,263</u>

Amounts due from other group undertakings are interest free and repayable on demand.

8	Inventory	2019	2018
		£	£
	Land held for development	<u>75,581,981</u>	<u>73,825,092</u>

As explained in note 1 there has been an increase in the impairment of £657,476 (2018: £199,948 increase), arising from a review of the impairment provision.

9	Creditors	2019	2018
	- amounts falling due within one year	£	£
	Accruals and deferred income	683,929	816,705
	Other tax and social security	23,334	14,648
	Trade creditors	169,113	247,592
	Other creditors	5,003,494	5,002,288
	Amount due to group undertakings (see note 10)	26,857	20,277
	Loans from other group undertakings (see note 10)	31,725,240	28,201,571
	Loan from partner (see note 10)	625,000	625,000
		<u>38,256,967</u>	<u>34,928,081</u>

Included within other creditors is an amount of £5,000,000 relating to a government grant. The grant is intended to support the delivery of the development at Folkestone seafront. The grant, which was received in 2017 and 2018, has been recognised as a liability under the performance model pending fulfilment of the conditions contained in the grant agreement.

The loans disclosed above are repayable on demand and are therefore classified as creditors falling due within one year. They are also interest free. The lenders have indicated that they do not intend to demand repayment within the next 12 months. Of the amount due to other group undertakings, £31,725,240 (2018: £27,725,240) is secured on the assets of the partnership under the terms of a loan agreement dated 13 October 2010 and amended 1 January 2015.

FOLKESTONE HARBOUR LIMITED PARTNERSHIP

Notes to the financial statements continued

10 Related party disclosures

Roger De Haan, through an intermediate holding company (Folkestone Harbour Holdings Limited), owns 100% of the partner companies and Folkestone Harbour Company Limited. The partnership owes £625,000 to Folkestone Harbour (1) Limited by way of an interest free loan (2018- £625,000).

The partnership owes £nil to Folkestone Harbour Company Limited by way of an interest free loan (2018 - £476,331). The partnership charged Folkestone Harbour Company Limited £198,576 in respect of management of the harbour (2018 - £129,284).

The partnership owes £31,725,240 to Folkestone Harbour Holdings Limited by way of an interest free loan (2018 - £27,725,240) and £12,750 (2018: £20,277) as a current liability. The partnership is owed £750 (2018: £750) by each of the following companies: Folkestone Harbour (1) Limited, Folkestone Harbour (2) Limited, Folkestone Harbour (3) Limited and Folkestone Harbour (4) Limited. The partnership owes £14,107 (2018 – owed £650) to Folkestone Harbour (GP) Limited.

The partnership is owed £91,785 (2018 owed: £410,865) by Folkestone Harbour Company Limited.

11 Subsequent Events Note

The directors of the General Partner have evaluated events from 31 December 2019 through to the date the financial statements were issued. There were no subsequent events that need disclosure. The directors of the General Partner have considered the potential impact of COVID-19 as part of their evaluation of subsequent events.