

WAKMOOR LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021

Company Registration No. 13168094 (England and Wales)

WAKMOOR LIMITED

COMPANY INFORMATION

Directors	Mr N Young	(Appointed 26 February 2021)
	Mr M Gilbard	(Appointed 29 January 2021)
	Mr C Ferguson-Davie	(Appointed 29 January 2021)
Company number	13168094	
Registered office	10 Grosvenor Street Mayfair London W1K 4QB	
Auditor	BDO LLP 55 Baker Street London W1U 7EU	
Business address	10 Grosvenor Street Mayfair London W1K 4QB	
Accountants	Beaumont Seymour 47 Butt Road Colchester Essex CO3 3BZ	

WAKMOOR LIMITED

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WAKMOOR LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 DECEMBER 2021

The directors present their annual report and financial statements for the period from incorporation on 29 January 2021 to 31 December 2021.

Principal activities

The principal activity of the company continued to be that a holding company.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Mr N Young	(Appointed 26 February 2021)
Mr M Gilbard	(Appointed 29 January 2021)
Mr C Ferguson-Davie	(Appointed 29 January 2021)

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Going concern

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. In assessing the Company's ability to continue as a going concern, the Directors have reviewed the trading and cash flow forecasts of the Group against the available financing facilities and covenants which include the Directors' assessment of the impact of COVID-19 and the wider economic environment. These forecasts show that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company has also received confirmation from We Are Kin Investments Limited and MREF IV GP Ltd on behalf of MREFIV "A" Limited Partnership, MREF IV "B" Limited Partnership and MREF IV "PC" Limited Partnership and MREF IV Lux GP Sarl on behalf of MREF IV "C" SCSp as ultimate controlling party that they do not intend to recall the shareholder loan for a period of 12 months from the date of signing.

For the reasons set out above the Directors believe that the Company has the ability to continue to meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements and therefore consider it appropriate to adopt the going concern basis in preparing the financial statements.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Mr N Young
Director

19 April 2023

WAKMOOR LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2021

The directors are responsible for preparing the annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

WAKMOOR LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WAKMOOR LIMITED

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its loss for the period 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.

We have audited the financial statements of Wakmoor Limited ("the Company") for the period from 29 January 2021 to 31 December 2021 which comprise the Profit and Loss account, the Balance Sheet, the Statement of changes in equity 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).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements, 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

WAKMOOR LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF WAKMOOR LIMITED

Other Companies Act 2006 reporting

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

- the information given in the Directors' report for the financial period 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.

In the light of the 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 Director's Responsibilities Statement, 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.

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.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

WAKMOOR LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF WAKMOOR LIMITED

- We gained an understanding using our general commercial and sector experience and through discussion with the Directors and other senior management of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company that were contrary to applicable laws and regulations, including fraud;
- We communicated those laws and regulations identified along with potential fraud risks throughout our team and remained alert to any indications of non-compliance or fraud throughout the audit;
- We enquired of management and the Directors as to their identification of any non-compliance with laws or regulations, or any actual or potential claims;
- We performed our own checks of compliance with relevant areas identified which included UK tax legislation as well as those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006;
- We agreed the financial statement disclosures to underlying supporting documentation to assess compliance with those laws and regulations having an impact on the financial statements;
- We reviewed Board meeting minutes; and
- We identified and tested journal entries, in particular any journal entries posted with unusual accounting combinations and journals entries where the descriptions were indicative of inappropriate transactions with related parties of the Company, where any such journal entries were identified.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://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.

Christopher Young (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK

19 April 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

WAKMOOR LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE PERIOD ENDED 31 DECEMBER 2021

	period ended 31 December 2021 £
Administrative expenses	(10,192)
Loss before taxation	(10,192)
Tax on loss	-
Loss for the financial period	<u>(10,192)</u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

WAKMOOR LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2021

		2021	
	Notes	£	£
Non-current assets			
Investments	4		67,098
Debtors falling due after more than one year	5		15,587,157
Current assets			
Cash at bank and in hand		25,832	
		<u>25,832</u>	
Creditors: amounts falling due within one year	6	(15,689,275)	
Net current liabilities			<u>(15,663,443)</u>
Net liabilities			<u>(9,188)</u>
Capital and reserves			
Called up share capital			1,004
Profit and loss reserves			<u>(10,192)</u>
Total equity			<u>(9,188)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 19 April 2023 and are signed on its behalf by:

Mr N Young

Director

Company Registration No. 13168094

WAKMOOR LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2021

	Share capital	Profit and loss reserves	Total
Notes	£	£	£
Balance at 29 January 2021	-	-	-
Period ended 31 December 2021:			
Loss and total comprehensive loss for the period	-	(10,192)	(10,192)
Issue of share capital	1,004	-	1,004
Balance at 31 December 2021	<u>1,004</u>	<u>(10,192)</u>	<u>(9,188)</u>

WAKMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2021

1 Accounting policies

Company information

Wakmoor Limited is a private company limited by shares incorporated in England and Wales. The registered office is 10 Grosvenor Street, Mayfair, London, W1K 4QB.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the period ended 31 December 2021 are the first financial statements of Wakmoor Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

1.2 Going concern

The financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future. In assessing the Company's ability to continue as a going concern, the Directors have reviewed the trading and cash flow forecasts of the Group against the available financing facilities and covenants which include the Directors' assessment of the impact of COVID-19 and the wider economic environment. These forecasts show that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company has also received confirmation from We Are Kin Investments Limited and MREF IV GP Ltd on behalf of MREFIV "A" Limited Partnership, MREF IV "B" Limited Partnership and MREF IV "PC" Limited Partnership and MREF IV Lux GP Sarl on behalf of MREF IV "C" SCSp as ultimate controlling party that they do not intend to recall any of the loans owed by the Company for a period of 12 months from the date of signing.

For the reasons set out above the Directors believe that the Company has the ability to continue to meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements and therefore consider it appropriate to adopt the going concern basis in preparing the financial statements.

1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

WAKMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

WAKMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

1.8 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Employees

The average monthly number of persons (including directors) employed by the company during the period was:

	2021 Number
Total	3

4 Fixed asset investments

	2021 £
Shares in group undertakings and participating interests	67,098

Movements in fixed asset investments

	Shares in subsidiaries £
Cost or valuation	
At 29 January 2021	-
Additions	67,098
At 31 December 2021	67,098
Carrying amount	
At 31 December 2021	67,098

WAKMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2021

5 Debtors

	2021 £
Amounts falling due after more than one year:	
Amounts owed by group undertakings	15,587,157

The debtors are comprised of an inter- company loan to Wakmoor (Assets) Limited. Which is not expected to be received until December 2026.

6 Creditors: amounts falling due within one year

	2021 £
Other creditors	15,689,275

7 Related party transactions

The Company has received funding from We Are Kin (Investments) Limited and Moorfield Student Housing Limited. At the year end a balance of £1,517,431 was owed to We Are Kin (Investments) Limited and £14,161,823 was owed to Moorfield Student Housing Limited. All amounts are unsecured, non-interest bearing and repayable on demand.

The company has provided funding to WAKMoor (Assets) Ltd, a wholly owned subsidiary. At the year end a balance of £15,587,157 was due from WAKMoor (Assets) Ltd. All amounts are unsecured, non-interest bearing and repayable on demand.

8 Parent company

The Company's immediate parent is Moorfield Student Housing Limited which is registered in England and Wales.

At 31 December 2021 the Company's ultimate controlling parties are MREF IV "A" Limited Partnership, MREF IV "B" Limited Partnership and MREF IV "PC" Limited Partnership which are limited partnerships registered in England and Wales, and MREF IV "C" SCSP, a private limited liability company registered in Luxembourg.

9 Subsequent Events

The Company is party to a Facility Agreement with NatWest and Wakmoor (Assets) Limited, a wholly owned subsidiary. On 31 October 2022, the Company entered an Amendment and Reinstatement Agreement in relation to the NatWest Facility Agreement originally dated 10 September 2021. The Amendment and Reinstatement Agreement increased the available facility from £12,251,520 to £26,264,250 for the purpose of refinancing acquisitions completed by WAKMoor (Assets) Ltd since 10 September 2021. Other key terms of the facility remain unchanged. The outstanding principal is currently £23,134,915 and the undrawn commitment is £3,129,335. NatWest has security over the assets of Wakmoor Limited under the agreement.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.