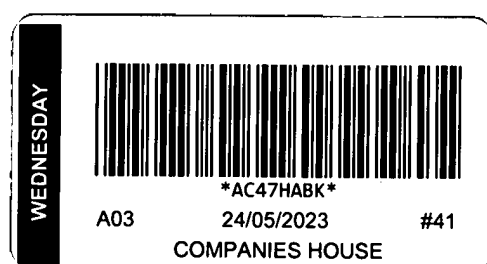


REGISTERED NUMBER: 03253375 (England and Wales)

REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 24 SEPTEMBER 2022
FOR
BROOKHOUSE PROPERTIES LIMITED



**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 24 SEPTEMBER 2022**

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BROOKHOUSE PROPERTIES LIMITED (REGISTERED NUMBER: 03253375)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 24 SEPTEMBER 2022**

The directors present their annual report with the audited financial statements of the company for the year ended 24 September 2022. The financial statements have been prepared under FRS 102.

The directors' report has been prepared in accordance with the provisions applicable to the small companies exemption. Accordingly a strategic report has not been prepared.

The company meets the definition of a small entity under Section 1A of FRS 102 and has therefore taken advantage of the disclosure exemptions available to it including the presentation of a cash flow statement.

PRINCIPAL ACTIVITY

The principal activity in the year under review continued to be that of holding shares in group companies. The directors do not anticipate this to change in the foreseeable future.

DIRECTORS

The directors shown below have held office during the whole of the period from 25 September 2021 to the date of this report.

H R Cunningham
A J Gardner
E Hindle
A S Murdoch

GOING CONCERN

After making enquiries, and based on the assumptions outlined in note 2, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. These enquiries included the impact of COVID-19 and BREXIT on the company and its tenants. For this reason, they continue to adopt the going concern basis for accounting in preparing the annual financial statements.

After considering the income flows available to the group together with the underlying covenant strength of its tenants (including the impact of the uncertainties in the general economy) the impact of COVID-19 and BREXIT on the group and its tenants and its commitments including, in particular, those in relation to the financing of the group for a period of at least 12 months from the date of signing these financial statements, the directors have a reasonable expectation that the company has adequate resources to continue to operate as a going concern for the foreseeable future.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The company has passed an elective resolution dispensing with the requirement to appoint an auditor annually. Beever and Struthers have expressed their willingness to continue in office as auditor of the company and are therefore deemed to be reappointed for a further term. auditors Beever and Struthers

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BROOKHOUSE PROPERTIES LIMITED (REGISTERED NUMBER: 03253375)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 24 SEPTEMBER 2022**

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'P. Chape', written over a horizontal line.

P Chape - Secretary

7 March 2023

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF BROOKHOUSE PROPERTIES LIMITED

Independent Auditor's Report to the Members of Brookhouse Properties Limited

Opinion

We have audited the financial statements of Brookhouse Properties Limited (the 'company') for the year ended 24 September 2022 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and the related notes, 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 FRS 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 24 September 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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

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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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.

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

Matters on Which We are Required to Report by Exception

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 strategic report or the directors' report.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF BROOKHOUSE PROPERTIES LIMITED

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.

Responsibilities of Directors

As explained more fully in the directors' 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.

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:

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements based on our understanding of the Company and through discussion with the Directors and other management (as required by auditing standards).

We also had regard to laws and regulations in areas that directly affect the financial statements including financial reporting (including related company legislation) and taxation legislation. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements.

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

- Discussions with management, inquiring over non-compliance with laws, regulations, and fraud;
- Review of minutes of all Board meetings held in the year and post year end;
- Review of transactions (including journals) using data analytic software; and
- Review of key business processes and evaluation of internal controls.

There are inherent limitations in the audit procedures described above. We did not identify any such irregularities however as with any audit, there remained a higher risk of non-detection of irregularities due to fraud, as these may involve deliberate concealment, collusion, forger, intentional omissions, misrepresentations, or the override of internal controls.

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.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
BROOKHOUSE PROPERTIES LIMITED**

Beever and Struthers

Iain Round BSc FCA (Senior Statutory Auditor)
for and on behalf of Beever and Struthers
Chartered Accountant & Statutory Auditor
One Express
1 George Leigh Street
Manchester
M4 5DL

7 March 2023

BROOKHOUSE PROPERTIES LIMITED (REGISTERED NUMBER: 03253375)

**STATEMENT OF INCOME
FOR THE YEAR ENDED 24 SEPTEMBER 2022**

	Notes	2022 £'000	2021 £'000
TURNOVER		-	-
OPERATING PROFIT	3	-	-
Income from shares in group undertakings		20,150	-
PROFIT BEFORE TAXATION		20,150	-
Tax on profit	4	-	-
PROFIT FOR THE FINANCIAL YEAR		20,150	-
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		20,150	-

The notes form part of these financial statements

BROOKHOUSE PROPERTIES LIMITED (REGISTERED NUMBER: 03253375)

**STATEMENT OF FINANCIAL POSITION
24 SEPTEMBER 2022**

	Notes	2022 £'000	2021 £'000
FIXED ASSETS			
Investments	6	13,289	13,289
CREDITORS			
Amounts falling due within one year	7	(5,557)	(5,557)
NET CURRENT LIABILITIES		<u>(5,557)</u>	<u>(5,557)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>7,732</u>	<u>7,732</u>
CAPITAL AND RESERVES			
Called up share capital		-	-
Retained earnings	8	7,732	7,732
SHAREHOLDERS' FUNDS		<u>7,732</u>	<u>7,732</u>

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

The financial statements were approved and authorised for issue by the Board of Directors and authorised for issue on 7 March 2023 and were signed on its behalf by:



A J Gardner - Director

BROOKHOUSE PROPERTIES LIMITED (REGISTERED NUMBER: 03253375)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 24 SEPTEMBER 2022**

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 25 September 2020	-	7,732	7,732
Changes in equity			
Balance at 24 September 2021	-	7,732	7,732
Changes in equity			
Dividends	-	(20,150)	(20,150)
Total comprehensive income	-	20,150	20,150
Balance at 24 September 2022	-	7,732	7,732

The notes form part of these financial statements

BROOKHOUSE PROPERTIES LIMITED (REGISTERED NUMBER: 03253375)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 24 SEPTEMBER 2022**

1. STATUTORY INFORMATION

Brookhouse Properties Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address are as below:

Registered number: 03253375

Registered office: Prospect House
168 - 170 Washway Road
Sale
Cheshire
M33 6RH

2. ACCOUNTING POLICIES

General information and basis of accounting

Brookhouse Properties Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The nature of the company's operations and its principal activity is set out in the report of the directors on page 1.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The company is a private company limited by shares and is registered in England and Wales.

The functional currency of the company is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates. The financial statements are presented in pounds sterling.

Brookhouse Properties Limited meets the definition of a qualifying entity under FRS 102 and has taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Brookhouse Properties Limited's balance sheet is consolidated in the financial statements of its parent, Brookhouse Properties Limited, which may be obtained from Prospect House, 168-170 Washway Road, Sale, Cheshire, M33 6RH. Exemptions have been taken in these separate company financial statements in relation to financial instruments, presentation of a cash flow statement, disclosure of certain related party transactions and remuneration of key management personnel.

The company has taken advantage of the exemption in Section 33 of FRS 102 and has not disclosed details of transactions with fellow wholly owned undertakings within the Brookhouse Properties Limited group of companies.

All activities within the company relate to continued operations.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, that are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2022

2. ACCOUNTING POLICIES - continued

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Going concern

The financial statements have been prepared on a going concern basis. The company currently has no operational cash requirement and consequently, after considering the business of the company together with its liabilities, the directors have a reasonable expectation that the company has adequate resources to continue to operate as a going concern for the foreseeable future. This position is constantly monitored by the directors and accordingly the financial statements have been prepared on a going concern basis.

3. OPERATING PROFIT

There was no depreciation, directors' emoluments, staff costs or non-audit fees during the current or prior year.

No director received any remuneration for their services to the company (2021: £nil). The directors of the company were remunerated through another group company. No costs are recharged to the company as it is not practicable to fairly apportion the cost of these services.

4. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 24 September 2022 nor for the year ended 24 September 2021.

5. DIVIDENDS

	2022 £'000	2021 £'000
Dividends paid on equity shares	20,150	-
	<u>20,150</u>	<u>-</u>

6. FIXED ASSET INVESTMENTS

	Shares in group undertaking £'000
COST	
At 25 September 2021 and 24 September 2022	13,289
NET BOOK VALUE	
At 24 September 2022	<u>13,289</u>
At 24 September 2021	<u>13,289</u>

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Brookhouse Group Limited

Nature of business: Property development and investment

Registered office: Prospect House, 168-170 Washway Road, Sale, Cheshire, M33 6RH

Class of shares:	%
Ordinary	holding 100.00

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2022

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £'000	2021 £'000
Trade creditors	-	(1)
Amounts owed to group undertakings	5,557	5,558
	<u>5,557</u>	<u>5,557</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

8. RESERVES

	Retained earnings £'000
At 25 September 2021	7,732
Profit for the year	20,150
Dividends	(20,150)
	<u>7,732</u>
At 24 September 2022	<u>7,732</u>

9. ULTIMATE CONTROLLING PARTY

The company's ultimate parent company is Aggregate Company S.a.r.l, a company incorporated in Luxembourg. The ultimate controlling party of that company is the Aggregate Trust.