

LIBERTY QUAY (NEWCASTLE) LIMITED
Company Number 05234174

Unaudited Financial Statements
For the 16-month period ended 31 December 2020

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LIBERTY QUAY (NEWCASTLE) LIMITED

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LIBERTY QUAY (NEWCASTLE) LIMITED

Registered number: 05234174

DIRECTORS' REPORT

For the 16-month period ended 31 December 2020

The Directors of Liberty Quay (Newcastle) Limited (the 'Company') present Unaudited Financial Statements for the period ended 31 December 2020. This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. Accordingly, the Directors have elected to take advantage of the exemption from preparing a Strategic report.

PRINCIPAL ACTIVITY AND FUTURE DEVELOPMENTS

The principal activity of the Company is the letting and management of property.

On the 28 November 2019, The Unite Group plc acquired Liberty Living Group plc, an intermediate parent company, from Liberty Living Holdings Inc, resulting in a change of the ultimate parent to the Unite Group plc.

DIRECTORS

The Directors set out below held office during the period and to the date of this report unless otherwise stated:

M Biagosch	(resigned 28 November 2019)
T Jackson	(resigned 28 November 2019)
P Mullins	(resigned 28 November 2019)
J Lister	(appointed 28 November 2019)
D Faulkner	(appointed 28 November 2019)
C Szpojnarowicz	(appointed 28 November 2019)

SECRETARY

The Secretary set out below held office during the period and to the date of this report unless otherwise stated:

R Heslehurst	(resigned 26 March 2020)
C Szpojnarowicz	(appointed 26 March 2020)

REPORTING PERIOD

The financial statements presented are for the 16 month period from 1 September 2019 to 31 December 2020. This change aligns the year-end of the Company to the group headed by the Unite Group plc.

LIBERTY QUAY (NEWCASTLE) LIMITED

DIRECTORS' REPORT (CONTINUED)

For the 16-month period ended 31 December 2020

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the Directors to prepare financial statements for each financial period. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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.

Approved by the Board of Directors on 16th December 2021 and signed on its behalf by:

D Faulkner

D Faulkner
Director

LIBERTY QUAY (NEWCASTLE) LIMITED

PROFIT AND LOSS ACCOUNT

For the 16-month period ended 31 December 2020

	Note	Period from 01 September 2019 to 31 December 2020 (Unaudited) £000	Year ended 31 August 2019 (Audited) £000
Turnover		2,133	3,354
Cost of sales		(1,743)	(2,584)
Administrative expenses		-	(469)
Operating profit and profit before tax	4	390	301
Tax on profit	5	-	34
Profit for the financial period		390	335

All items in the above statement derive from continuing operations.

There are no items of other comprehensive income for either period and accordingly no statement of comprehensive income has been presented.

The accompanying notes form an integral part of these Financial Statements.

LIBERTY QUAY (NEWCASTLE) LIMITED

BALANCE SHEET

As at 31 December 2020

Company Number 05234174

	Note	31 December 2020 (Unaudited) £000	31 August 2019 (Audited) £000
Current assets			
Debtors due within one year	6	12,891	10,285
Cash at bank and in hand		6	426
		12,897	10,711
Creditors: amounts falling due within one year	7	(8,377)	(6,581)
Net current assets		4,520	4,130
Total assets less current liabilities		4,520	4,130
Net assets		4,520	4,130
Capital and reserves			
Called up share capital	8	-	-
Share premium account		-	-
Profit and loss account		4,520	4,130
Equity Shareholder's funds		4,520	4,130

The accompanying notes form an integral part of these Financial Statements.

For the period ended 31 December 2020 the company was entitled to exemption from audit under section 479a of the Companies Act 2006.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 16th December 2021. They were signed on its behalf by:

D Faulkner

D Faulkner
Director

LIBERTY QUAY (NEWCASTLE) LIMITED

STATEMENT OF CHANGES IN EQUITY For the 16-month period ended 31 December 2020

	Called Up Share capital £000	Share Premium account £000	Profit and loss account £000	Total £000
At 31 August 2018 (Audited)	-	-	3,795	3,795
Profit for the year	-	-	335	335
Total comprehensive income	-	-	335	335
At 31 August 2019 (Audited)	-	-	4,130	4,130
Profit for the period	-	-	390	390
Total comprehensive income	-	-	390	390
As at 31 December 2020 (Unaudited)	-	-	4,520	4,520

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the 16-month period ended 31 December 2020**

1. ACCOUNTING POLICIES

The Financial Statements are prepared in accordance with accounting standards applicable in the United Kingdom and the functional and presentational currency of the Company is pounds sterling (£). They have all been applied consistently throughout the period and to the preceding period. The accounting policies adopted are described below.

General information and basis of accounting

Liberty Quay (Newcastle) Limited is a private company limited by shares under the Companies Act 2006 and registered in England and Wales. The address of the registered office is South Quay, Temple Back, Bristol, BS1 6FL. The nature of the Company's operation and its principal activities are set out in the Directors' report.

The financial statements have been prepared under the going concern basis, historical cost convention, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The Company is included in the consolidated financial statements of The Unite Group Plc which may be obtained at South Quay, Temple Back, Bristol, United Kingdom, BS1 6FL. The Company meets the definition of a qualifying entity under FRS 102 and therefore has taken advantage of the disclosure exemptions in relation to financial instruments, the presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

These financial statements present information for the 16 month period to 31 December 2020, following the change in accounting reference date to align with the new group. The comparatives present information for the 12 month period to 31 August 2019, and accordingly the comparatives presented in the profit and loss account and statement of changes in equity are not entirely comparable to the current period.

Turnover and Cost of sales

Turnover, which relates to the provision of student accommodation, represents rental income which is accounted for on an accruals basis. Rental income received in advance is recognised as deferred income on the balance sheet and recognised as turnover over the rental contract term to which it relates. Turnover is stated net of VAT and is wholly derived from the United Kingdom. Cost of sales are operating costs relating to the provision of turnover and other income associated with student accommodation and are also accounted for on an accruals basis.

Administrative expenses

Administrative expenses are recognised on an accruals basis.

Taxation

As a REIT, UK property rental profits and gains on disposal of UK investment properties are exempt from UK tax with the exception of certain non-core income streams. The Company pays UK corporation tax on the profits from its non-core income streams.

The tax charge for the year is recognised in the profit and loss account and the statement of comprehensive income, according to the accounting treatment of the related transaction. The tax charge comprises both current and deferred tax. Current tax, being UK corporation tax on the residual business (i.e. non-core income streams), is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 16-month period ended 31 December 2020

ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A deferred tax asset is regarded as recoverable and therefore unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial instruments

The Company's financial instruments comprise cash at bank and in hand and bank overdrafts, trade and other debtors, creditors and intercompany balances. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. 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.

Financial assets and liabilities

All financial assets and liabilities are initially measured at fair value and subsequently measured at amortised cost. Financial assets are generally derecognised when the contractual rights to the cash flows from the financial asset expire or are settled. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Leases

Rentals payable under operating leases are charged to the profit and loss account on an accrual basis over the term of the lease on a straight line basis.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss. For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

Share premium account

The premium receivable on the issue of shares is credited to the share premium account.

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 16-month period ended 31 December 2020

ACCOUNTING POLICIES (CONTINUED)

Going Concern

The Company is part of The Unite Group plc ('Unite') from which it receives working capital funding. Unite has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company, and in particular, will not seek repayment of the amounts currently made available. In determining the Company's Going Concern assessment the Directors have, therefore, considered the wider Unite Group's future performance.

In response to Covid-19, the Unite Directors considered a range of scenarios for future performance, with a focus on forecast liquidity and ICR covenant performance. The Unite Directors' Base Case scenario is informed by their reasoned opinion that UK Universities will remain open throughout the review period. All higher education students were allowed to return to in-person teaching from mid-May and the Government has confirmed that there will be no restrictions on in-person teaching and learning in universities from 16 August. As a result, Universities are expected to welcome students for the 2021/22 academic year and there will be continued demand for rented student accommodation from both UK and international students. The greater level of uncertainty around international students' behaviour and their ability to travel to the UK could lead to a reduction in demand from this customer group. The Unite Directors are satisfied that the Group has sufficient liquidity and will maintain covenant compliance over the next 12 months.

To support the Unite Directors' going concern assessment, a 'Reverse Stress Test' was performed to determine the level of performance at which adopting the going concern basis of preparation may not be appropriate. This involved assessing the minimum amount of income required to ensure lender covenants would not be breached. Within the tightest covenant, income could fall significantly below Base Case before there would be a breach. The Directors are satisfied that the possibility of such an outcome is sufficiently remote that adopting the going concern basis of preparation is appropriate.

As at the date of this report, the global outlook as a result of Covid-19 continues to be uncertain and the range of potential outcomes is wide ranging and unknown. In particular, should the impact on trading conditions be more prolonged or severe than currently forecast by the Directors, namely if there is a further sustained national lockdown that results in Universities not opening physically and students either not arriving at University or returning home, the Unite Group's going concern status may be dependent on its ability to seek interest cover covenant waivers from its lenders. The Unite Directors consider that this eventuality to be remote.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

No material items of judgement and uncertainty have been identified relating to these financial statements. There are no material items of estimation uncertainty.

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 16-month period ended 31 December 2020

3. STAFF COSTS

	Period from 01 September 2019 to 31 December 2020 (Unaudited) £000	Year ended 31 August 2019 (Audited) £000
Salary and wages	73	165
Pension costs	2	6
Social security costs	7	16
Total salary and wage costs	<u>82</u>	<u>187</u>
Average monthly number of staff - operations	<u>6</u>	<u>11</u>

Directors

Directors' remuneration was borne by another group company in both periods. Directors have not performed any qualifying services for this entity during the period.

4. OPERATING PROFIT

The operating profit is stated after charging:

	Period from 01 September 2019 to 31 December 2020 (Unaudited) £000	Year ended 31 August 2019 (Audited) £000
Contingent rent payable on operating leases relating to student rental operations	<u>2,362</u>	<u>1,603</u>

The company is exempt from audit for the period ended 31 December 2020, therefore no audit fees are payable.

Auditor's remuneration of £8,000 in respect of the 2019 audit of the Company's financial statements has been borne by a related group company.

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the 16-month period ended 31 December 2020

5. TAX ON PROFIT

The tax (credit)/ charge comprises:

	Period from 01 September 2019 to 31 December 2020 (Unaudited) £000	Year ended 31 August 2019 (Audited) £000
Current tax		
Charge for the period	-	-
Adjustment in respect of prior period	-	(34)
Total current tax	-	(34)
Total tax (credit)/ charge on profit	-	(34)

The Finance Bill 2021 includes provisions to increase the main rate of corporation tax to 25% with effect from 1 April 2023. This is not expected to have a material impact on the company's tax charge.

Analysis of the tax (credit)/ charge

The taxation charge that would arise at the standard rate of UK corporation tax is reconciled to the actual tax charge below. The reconciliation below has been calculated at the main rate of corporation tax of 19% (2019: 19%).

Factors affecting the tax (credit)/ charge:

	Period from 01 September 2019 to 31 December 2020 (Unaudited) £000	Year ended 31 August 2019 (Audited) £000
Profit before tax	390	301
Profit multiplied by the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	74	57
Effects of:		
(Non-taxable REIT income)	(74)	(57)
Prior period adjustments	-	(34)
Total tax (credit)/ charge	-	(34)

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 16-month period ended 31 December 2020

6. DEBTORS DUE WITHIN ONE YEAR

	31 December 2020 (Unaudited) £000	31 August 2019 (Audited) £000
Amounts owed from Group related undertakings	12,885	10,051
Trade debtors	6	-
Other debtors	-	126
Prepayments and accrued income	-	108
	12,891	10,285

The amounts owed by group related undertakings are repayable on demand, bear no interest and unsecured.

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2020 (Unaudited) £000	31 August 2019 (Audited) £000
Bank overdraft	-	-
Trade creditors	80	27
Tax and social security	-	23
Other creditors	-	188
Accruals	28	138
Deferred income	-	153
Amounts owed to Group related undertakings	8,269	6,052
	8,377	6,581

The amounts owed to group related undertakings are repayable on demand bear no interest, and are unsecured.

8. SHARE CAPITAL

Allotted, called up and fully paid

	£	Number of shares
Ordinary £1 share as at 31 August 2019 and 31 December 2020	3	3

The Company has one class of ordinary share which carry no right to fixed income.

LIBERTY QUAY (NEWCASTLE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the 16-month period ended 31 December 2020

9. CONTROLLING PARTIES

The Company's immediate parent company is Liberty Living (Liberty AP) Limited, a company incorporated and registered in England and Wales.

The company's ultimate parent undertaking is The Unite Group plc. The largest and smallest group in which the results of the company are consolidated is that headed by The Unite Group plc. The consolidated accounts of the this company are available to the public and can be obtained from the registered office, South Quay, Temple Back, Bristol, BS1 6FL.

10. OTHER FINANCIAL COMMITMENTS

On 28 November 2017, Liberty Living Finance plc had issued two £300m bond tranches with maturities of seven and twelve years respectively. The Company, along with other Group related undertakings, has irrevocably and unconditionally, jointly and severally, guaranteed to meet the obligations of Liberty Living Finance plc with respect to the amounts borrowed in the event Liberty Living Finance plc fails to meet its obligations when they fall due.

The Company became guarantor of the £450m Unite Group plc Facilities Agreement in September 2021 and remains a guarantor of the Unite Bonds, and certain Unite subsidiaries remain as guarantors of the Liberty Living (HE) Holdings Group bonds. On 27 May 2021 the Company became a guarantor of a note purchase agreement issued by The Unite Group plc for £150m, maturing on 27 May 2031. This new borrowing helped refinance the repayment of bank facilities that Unite Group plc repaid in September 2021, facilities that had also been guaranteed by the Company.

11. OPERATING LEASES

The future minimum lease payments receivable under non-cancellable operating leases are as follows:

	31 December 2020 (Unaudited) £000	31 August 2019 (Audited) £000
Within one year	-	2,507
	<u>-</u>	<u>2,507</u>

The above disclosure relates to student tenancies agreements in place as at 31 December 2020 and includes cash received in advance which is recorded as deferred income of £nil (2019: £153,000).

As part of the alignment to Unites' policies and procedures, since the acquisition date, it is the judgement of management that operating leases are contracted with those entities holding the freehold and leasehold rights to the properties and not that of the management entities. Therefore Liberty Prospect Point (Liverpool) Limited no longer holds any operating leases entitled to receive payments.

The entity is required to make rental payments under an operating lease based on the underlying performance of each property managed, called a turnover rent. The variable nature of these payments is such that no future minimum lease payment arises.