

**HARVEST GP LIMITED**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2022**

# HARVEST GP LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022

The directors of Harvest GP Limited ('the Company') present their report with the audited financial statements for the year ended 31 March 2022.

### Directors' responsibilities statement

The directors are responsible for preparing the Directors' Report and the audited 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 prepared the audited financial statements in accordance with UK-adopted international accounting standards. Under company law the directors must not approve the audited 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the audited 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 to enable them to ensure that the audited 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.

### Principal activity, review of the business and future developments

The Company acted as an investment holding company until its investment in subsidiaries was disposed of in the year ending 31 March 2021. The Company is anticipated to have minimal activity going forward.

### Going Concern

The directors have placed a particular focus on the appropriateness of adopting the going concern basis in preparing the financial statements for the year ended 31 March 2022. Given the Company's operating model, the directors believe that the Company has sufficient resources to meet its obligations as they fall due for the going concern assessment period to 31 March 2024. In addition, the directors have received confirmation that the amounts due to Harvest 2 Selly Oak Limited at year end will not be recalled at least until 31 March 2024. Based on these considerations, together with available market information and the directors' knowledge and experience of the Company, the joint owning parent companies, Land Securities Group PLC and J Sainsbury plc, continue to adopt the going concern basis in preparing the financial statements for the year ended 31 March 2022.

### Results for the year and dividend

The results are set out in the Statement of Comprehensive Income on page 6.

The directors do not recommend the payment of a final dividend for the year ended 31 March 2022 (2021: £Nil) in addition to the interim dividend of £Nil (2021: £65,000), making a total dividend for the year of £Nil (2021: £65,000).

### Directors

The directors who held office during the year and up to the date of this report unless otherwise stated were:

R C Futter (resigned 5 August 2022)  
G J Cowen  
D W Pilbeam  
C J Fleetwood (resigned 22 December 2021)  
N J H Black (appointed 22 December 2021)

J Chapman (appointed 5 August 2022)

P Gallier (resigned 9 September 2022)

B W Norman (appointed 9 September 2022)

### Indemnity

The Company has made qualifying third-party indemnity provisions for the benefit of the respective directors which were in place throughout the year and which remain in place at the date of this report.

### Small companies exemption

The Directors' Report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

**HARVEST GP LIMITED**

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2022**

**Strategic report**

The Company has taken advantage of the exemption under s414B of the Companies Act 2006 not to prepare a Strategic Report.

**Statement of disclosure of information to auditor**

Each of the persons who are directors at the when this Directors' Report is approved has confirmed that:

- so far as the directors 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Registered Office  
100 Victoria Street  
London  
SW1E 5JL

This report was approved by the Board and signed on its behalf.

J Chapman  
Director

G J Cowen  
Director

Date: 29 March 2023

Date: 29 March 2023

Registered and domiciled in England and Wales  
Registered number: 06316353

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARVEST GP LIMITED

### Opinion

We have audited the financial statements of Harvest GP Limited for the year ended 31 March 2022 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, Statement of Cash Flows and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; 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

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 to 31 March 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

### 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 contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARVEST GP LIMITED (CONTINUED)

### 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 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 take advantage of the small companies exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

### Responsibilities of members

As explained more fully in the directors' responsibilities statement set out on page 1, 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 members 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.

### Explanation as to what extent the audit was considered 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 irregularities, including fraud. 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 or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (UK-adopted international accounting standards and the Companies Act 2006) and the relevant tax regulations in the United Kingdom.
- We understood how the Company is complying with those frameworks by identifying the Company's policies and procedures regarding compliance with laws and regulations. We also identified those members of the Company who have the primary responsibility for ensuring compliance with laws and regulations, and for reporting any known instances of non-compliance to those charged with governance.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by reviewing the Land Securities Group risk register and through enquiry with the Company's Management during the planning and execution phases of the audit. Where the risk was considered to be higher we performed audit procedures to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved:
  - Enquiry of Management, and when appropriate, those charged with governance, regarding their knowledge of any non-compliance or potential non-compliance with laws and regulations that could impact the financial statements; and
  - Reading minutes of the meetings of those charged with governance.
  - Obtaining direct bank confirmations to vouch the existence of cash balances.
  - Obtaining and reading correspondence from legal and regulatory bodies, including HMRC; and
  - Journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding the business.

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

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARVEST GP LIMITED (CONTINUED)

### 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.

Neil Warnock (Senior statutory auditor)

For and on behalf of  
Ernst & Young LLP, Statutory Auditor

Belfast

30 March 2023

# HARVEST GP LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £000	2021 £000
Management and administrative expenses	4	(4)	(3)
<b>Operating loss before tax</b>		<b>(4)</b>	<b>(3)</b>
Taxation	5	-	-
<b>Loss and total comprehensive loss for the financial year</b>		<b>(4)</b>	<b>(3)</b>

There were no recognised gains and losses for 2022 or 2021 other than those included in the Statement of Comprehensive Income.

All amounts are derived from continuing activities.

**HARVEST GP LIMITED**  
**REGISTERED NUMBER: 06316353**

**BALANCE SHEET**  
**AS AT 31 MARCH 2022**

	Notes	2022 £000	2021 £000
<b>Current assets</b>			
Cash and cash equivalents	6	337	337
		<u>337</u>	<u>337</u>
<b>Current liabilities</b>			
Amounts owed to related parties	7	(340)	(336)
		<u>(340)</u>	<u>(336)</u>
<b>Net (liabilities)/assets</b>		<u>(3)</u>	<u>1</u>
<b>Capital and reserves</b>			
Share capital	9	1	1
Retained (loss)/earnings		(4)	-
<b>Total (deficit)/equity</b>		<u>(3)</u>	<u>1</u>

The financial statements on pages 6 to 13 were approved by the Board of Directors and were signed on its behalf by:

J Chapman  
Director

Date: 29 March 2023

G J Cowen  
Director

Date: 29 March 2023



# HARVEST GP LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

	Share capital	Retained earnings/(loss)	Total equity/(deficit)
	£000	£000	£000
At 1 April 2020	51	18	69
Total comprehensive loss for the year	-	(3)	(3)
Dividends	-	(65)	(65)
Share reduction	(50)	50	-
<b>At 31 March 2021</b>	<b>1</b>	<b>-</b>	<b>1</b>
Total comprehensive loss for the year	-	(4)	(4)
<b>At 31 March 2022</b>	<b>1</b>	<b>(4)</b>	<b>(3)</b>

# HARVEST GP LIMITED

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £000	2021 £000
<b>Cash flows from operating activities</b>			
Loss before tax		(4)	(3)
Changes in working capital:			
Decrease in receivables		-	32
Increase in payables	7	4	37
<b>Net cash generated from operations</b>		-	66
Dividends paid		-	(65)
<b>Net cash outflow from investing activities</b>		-	(65)
Net movement in cash and cash equivalents for the year		-	1
Cash and cash equivalents at the beginning of the year		337	336
<b>Cash and cash equivalents at the end of the year</b>		<b>337</b>	<b>337</b>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2022**

**1. Accounting policies**

**1.1 Basis of preparation**

These financial statements have been prepared on a going concern basis and in accordance with UK-adopted international accounting standards. The financial statements are prepared under the historical cost convention.

Harvest GP Limited ('the Company') is a private company limited by shares and is incorporated, domiciled and registered in England and Wales (Registered number: 06316353). The nature of the Company's operations is set out in the Directors' Report on page 1.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 March 2022. The financial statements are prepared in Pounds Sterling and are rounded to the nearest thousand pounds (£'000) except where otherwise stated.

**1.2 Cash and cash equivalents**

Cash and cash equivalents comprise cash balances, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or fewer. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are deducted from cash and cash equivalents for the purpose of the Statement of Cash Flows.

**1.3 Going Concern**

The directors have placed a particular focus on the appropriateness of adopting the going concern basis in preparing the financial statements for the year ended 31 March 2022. Given the Company's operating model, the directors believe that the Company has sufficient resources to meet its obligations as they fall due for the going concern assessment period to 31 March 2024. In addition, the directors have received confirmation that the amounts due to Harvest 2 Selly Oak Limited at year end will not be recalled at least until 31 March 2024. Based on these considerations, together with available market information and the directors' knowledge and experience of the Company, the joint owning parent companies, Land Securities Group PLC and J Sainsbury plc, continue to adopt the going concern basis in preparing the financial statements for the year ended 31 March 2022.

**1.4 Expenses**

Management and administrative expenditure is expensed as incurred.

**1.5 Income taxation**

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the tax payable on the taxable income for the year and any adjustment in respect of previous years.

No provision is made for temporary differences (i) arising on the initial recognition of assets or liabilities, other than on a business combination, that affect neither accounting nor taxable profit and (ii) relating to investments in subsidiaries to the extent that they will not reverse in the foreseeable future.

**1.6 Provisions**

A provision is recognised in the Balance Sheet when the Company has a constructive or legal obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. Where relevant, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

**1.7 Related party loans**

**Amounts owed to related parties**

Amounts owed to related parties are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, amounts owed to related parties are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in the Statement of Comprehensive Income over the period of the loan, using the effective interest method.

**1.8 Dividends**

Final dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders. Interim dividends are recognised when paid.

**1.9 Share capital**

Ordinary shares are classified as equity.

# HARVEST GP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### 2. Changes in accounting policies and standards

The accounting policies used in these financial statements are consistent with those applied in the last annual financial statements, as amended where relevant to reflect the adoption of new standards, amendments and interpretations which became effective in the year. There have been no new accounting standards, amendments or interpretations during the year that have a material impact on the financial statements of the Company.

#### Amendments to accounting standards

A number of new standards, amendments to standards and interpretations have been issued but are not yet effective for the Company, none of which are expected to have a material impact on the financial statements of the Company.

### 3. Significant accounting judgements and estimates

The Company's significant accounting policies are stated in note 1 above. Not all of these significant accounting policies require management to make difficult, subjective or complex judgements or estimates. The following is intended to provide an understanding of the policies that management consider critical because of the level of complexity, judgement or estimation involved in their application and their impact on the financial statements. These estimates involve assumptions or judgements in respect of future events. Actual results may differ from these estimates.

### 4. Management and administrative expenses

#### (a) Management services

The Company had no employees during the year (2021: None).

#### (b) Directors' remuneration

The directors received no emoluments for their services to the Company (2021: £Nil).

#### (c) Auditor remuneration

The auditor's remuneration amounts to **£2,740** (2021: £3,030). No non-audit services were provided to the Company during the year (2021: None).

#### (d) Non recoverable VAT

The write off of non recoverable VAT amounts to **£1,150** (2021: £Nil).

### 5. Income tax

	2022 £000	2021 £000
<b>Corporation tax</b>		
Income tax on loss for the year	-	-
<b>Total income tax charge in the Statement of Comprehensive Income</b>	<b>-</b>	<b>-</b>

# HARVEST GP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

### 5. Income tax (continued)

#### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%) as set out below:

	2022 £000	2021 £000
Loss before tax	(4)	(3)
Loss before tax multiplied by UK corporation tax rate	(1)	(1)
Non-taxable income	1	1
<b>Total tax charge in the Statement of Comprehensive Income (as above)</b>	<b>-</b>	<b>-</b>

### 6. Cash and cash equivalents

	2022 £000	2021 £000
Cash at bank and in hand	337	337
<b>Total cash and cash equivalents</b>	<b>337</b>	<b>337</b>

### 7. Amounts owed to related parties

	2022 £000	2021 £000
Amounts owed to Harvest 2 Selly Oak Limited	295	295
Amounts owed to Land Securities Properties Limited	12	9
Amounts owed to LS Harvest (GP) Investments Limited	33	33
<b>Total amounts owed to related parties</b>	<b>340</b>	<b>337</b>

The unsecured amounts owed to related parties are interest free and repayable on demand with no fixed repayment date.

## HARVEST GP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

#### 8. Financial risk management

##### Financial risk management objectives and policies

The Company is exposed to minimal credit risk and liquidity risk due to the nature of the payables as detailed below. The Company's overall risk management strategy seeks to minimise the potential adverse effects of these on the Company's financial performance through established policies and procedures for managing each of these risks, which are summarised below.

The Company has amounts owed to related parties that arise directly from its operations. The carrying value equals the fair value of the amounts owed to related parties due to their short-term nature.

##### Liquidity risk

The Company is exposed to liquidity risk and needs to ensure that the cash flows from operations are sufficient to enable it to pay its amounts owed to related parties. The Company carefully monitors actual cash flows against forecasts and budgets in order to manage this risk. Please also see the Directors' Report regarding going concern.

##### Capital management

The Company considers its capital to constitute Shareholders' capital. The primary objective of the Company's capital management is to ensure that the Company's commitments to its borrowings are met on a timely basis. For this purpose, the Company has entered into an agreement with another related party to ensure sufficient funds are available to meet the external obligations when these arise.

#### 9. Share capital

	Authorised and issued		Allotted and fully paid	
	2022 Number	2021 Number	2022 £	2021 £
Class A shares of £1.00 each	500	500	500	500
Class B shares of £1.00 each	500	500	500	500
	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

There is no difference in voting rights, rights to dividends and rights on the winding up of the Company for each share class.

#### 10. Related party transactions

At 31 March 2022, an amount of **£12,000** (2021: £9,000) was owed to Land Securities Properties Limited. The movement in the balance of **£3,000** (2021: £4,000) relates to working capital requirements during the year.

At 31 March 2022, an amount of **£33,000** (2021: £33,000) was owed to LS Harvest (GP) Investments Limited. There was a movement in the balance of **£Nil** (2021: £33,000) in the year.

At 31 March 2022, an amount of **£Nil** was owed to (2021: £Nil) the Sainsbury Bridgeco Holdco Limited. There was a movement in the balance of **£Nil** (2021: £32,000) in the year.

At 31 March 2022, an amount of **£295,000** (2021: £295,000) was owed to Harvest 2 Selly Oak Limited. There was a movement in the balance of **£Nil** (2021: £Nil) in the year.

#### 11. Ultimate controlling parties

The Company is jointly owned by LS Harvest (GP) Investments Limited and Sainsbury Bridgeco Holdco Limited, whose ultimate parent and controlling companies are Land Securities Group PLC and J Sainsbury plc, respectively. Therefore, there is no ultimate controlling party of the Company.



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.