

Registered number: 10324184

Parent company financial statements for filing alongside the financial statements of European Property (Walworth Road) Property GP1 Limited (company number 07472954) in respect of the audit exemption S479A of Companies Act 2006, page 23, note 10.

**DASHWOOD LONDON HOLDING (2016)
PLC & SUBSIDIARY UNDERTAKINGS**

FINANCIAL STATEMENTS

YEAR ENDED 30 JUNE 2022

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COMPANIES HOUSE

**LUBBOCK FINE LLP
Chartered Accountants
Paternoster House
65 St Paul's Churchyard
London EC4M 8AB**

DASHWOOD LONDON HOLDING (2016) PLC

COMPANY INFORMATION

DIRECTORS	S McKeown G Shweiry
COMPANY SECRETARY	S McKeown
REGISTERED NUMBER	10324184
REGISTERED OFFICE	3rd Floor Paternoster House 65 St. Paul's Churchyard London EC4M 8AB
INDEPENDENT AUDITORS	Lubbock Fine LLP Chartered Accountants & Statutory Auditors Paternoster House 65 St Paul's Churchyard London EC4M 8AB
BANKERS	Barclays Bank Level 25 1 Churchill Place London E14 5HP U.S. Bank Global Corporate Trust Services 5th floor 125 Old Broad Street London EC2N 1AR

DASHWOOD LONDON HOLDING (2016) PLC

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DASHWOOD LONDON HOLDING (2016) PLC

GROUP STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2022

The directors present their Strategic Report and the financial statements for the year ended 30 June 2022.

BUSINESS REVIEW

The principal activity of the Group during the year was that of operating serviced student accommodation.

The results for the year and the financial position of the Group are shown in the financial statements. The Group has produced a loss after tax in the year of £2,563,258 (2021 - profit of £8,549,642).

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties to the Group are as follows:

Coronavirus ("COVID-19")

The extent of the impact of the COVID-19 outbreak on the financial performance of the Group has eased remarkably with the asset reaching 100% occupancy for the 22/23 academic year. Maintaining this sustained position will continue to depend on future outbreaks and related restrictions and the impact of COVID-19 on the financial markets and the overall economy, all of which are uncertain and cannot be reliably predicted.

If the wider financial markets and/or the overall economy are impacted for an extended period, the Group's results may be materially adversely affected and this could have an impact on the valuation of the Group's investment properties. However, given the recovery evidenced over the last 12 months, the directors consider the corresponding risk to be minimal.

Student Accommodation Sector

Despite UK political uncertainty, potential policy changes and Brexit immigration rhetoric there is still very strong interest from investors in the student accommodation sector. Going into the 22/23 academic year, we have seen record domestic student numbers achieving a place at university, and with the first externally marked results since the pandemic the spread of students across universities nationally has begun to normalise with all universities looking to have strong post pandemic numbers.

In addition, international student recruitment is strong with many universities seeing greater numbers than previous years. This together with domestic student numbers has shown strong uptake in most cities.

General

Management regularly monitor the Group's working capital requirements to ensure adequate headroom for its day to day operations and regularly update its cashflow forecast which considers the foreseeable future including the next 12 months of operation from the date of signing the financial statements. This considers the Group's ability to repay its lenders and suppliers as payments become due and reviews whether the Group will breach any loan covenants in this period. In addition, the Group continues to implement various operational actions to mitigate any residual effect of COVID-19 including cost saving reviews, additional marketing strategies and achieving lettings via third party booking agents in order to improve cashflow.

Given the forecast trading position of the group, improved position in respect of COVID-19, and continued strong support for the student accommodation sector, the directors consider it appropriate to prepare the accounts on a going concern basis.

FINANCIAL & OTHER KEY PERFORMANCE INDICATORS

The key performance indicator of the Group is the ability to service its loan notes and the Group has met all of its interest and debt repayments to date and has the ability to make payments for at least the next 12 months.

In addition to this, occupancy levels and net operating income of the serviced accommodation are also a key performance indicator of the Group.

DASHWOOD LONDON HOLDING (2016) PLC

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022**

DIRECTORS' STATEMENT OF COMPLIANCE WITH DUTY TO PROMOTE THE SUCCESS OF THE GROUP

The directors of the Group have acted to promote the long term success of the Group for the benefit of the shareholders, whilst having regard to matters set out in section 172 (1)(a) - (f) of the Companies Act 2006, being:

- a. The likely consequences of any decision in the long term - the directors make decisions on behalf of the Group taking into account both the immediate impact of these decisions and the long term impacts and how these benefit the Group and regularly review the strategy of the Group in the medium and long term.
- b. The interests of the Group's employees - the Group does not have any employees.
- c. The need to foster the Group's business relationships with suppliers, customers and others - The Board engages with a variety of stakeholders, including lenders, group undertakings, and suppliers, to maintain business relationships and enable balanced decisions that incorporate multiple viewpoints, whilst maintaining the Group's Strategy.
- d. The impact of the Group's operations on the community and the environment - the Group holds student accommodation and this has minimal impact on the environment, but the directors ensure this is maintained.
- e. The desirability of the Group maintaining a reputation for high standards of business conduct - the directors ensure this is met and is reviewed during board meetings
- f. The need to act fairly as between members of the Group - the parent Company only has one member

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

Sean McKeown

S McKeown
Director

Date: 23 December 2022

DASHWOOD LONDON HOLDING (2016) PLC

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2022

The directors present their report and the financial statements for the year ended 30 June 2022.

DIRECTORS

The directors who served during the year were:

S McKeown
G Shweiry

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £2,563,258 (2021 - profit £8,549,642).

No final dividend has been proposed and no interim dividend has been paid.

FINANCIAL INSTRUMENTS

The directors consider the Group's principal financial instruments to be its debtors and creditors. These instruments are used to provide finance and working capital for the Group's operations. The Group continually reviews the risks applicable to these financial statements and manages these with formal procedures including:

- Continuous review of cash flow and working capital requirements
- Ensuring compliance with loan note documentation
- Ensuring trade creditors are paid when they fall due

ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS

The Group's key stakeholders are its' tenants, lenders, group undertakings and suppliers and the Group has regular dialogue with these stakeholders to ensure strong relationships are maintained.

DASHWOOD LONDON HOLDING (2016) PLC

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

GREENHOUSE GAS EMISSIONS, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION

The Group has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

DISCLOSURE OF INFORMATION TO AUDITORS

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

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has 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 and the Group's auditors are aware of that information.

AUDITORS

Under section 487(2) of the Companies Act 2006, Lubbock Fine LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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

Sean McKeown

S McKeown
Director

Date: 23 December 2022

DASHWOOD LONDON HOLDING (2016) PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DASHWOOD LONDON HOLDING (2016) PLC

OPINION

We have audited the financial statements of Dashwood London Holding (2016) Plc (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 30 June 2022, which comprise the Group Statement of Comprehensive Income, the Group and Company Balance Sheets, the Group Statement of Cash Flows, the Group and Company 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 30 June 2022 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 Group's or the parent 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 Auditors' 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 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.

DASHWOOD LONDON HOLDING (2016) PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DASHWOOD LONDON HOLDING (2016) PLC (CONTINUED)

OPINION 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 Group 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 Group 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 Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or 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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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 set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the parent 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 Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS' 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 Auditors' 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 Group 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:

DASHWOOD LONDON HOLDING (2016) PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DASHWOOD LONDON HOLDING (2016) PLC (CONTINUED)

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and noncompliance with laws and regulations, we considered the following:

- The nature of the sector and the impact of Covid 19 on financial and operating performance and policies;
- Enquiries of management, including obtaining and reviewing supporting documentation, concerning the Group's policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance of laws and regulations.
- Discussions among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud. The engagement team includes audit partners and staff who have extensive experience of working with entities in similar sectors and this experience was relevant to the discussion about where fraud risks might arise.

We also obtained an understanding of the legal and regulatory framework that the Group operates in, focusing on provisions of those laws and regulations that had direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, FRS 102 and UK tax laws and regulations.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included health and safety regulations, employment law, environmental regulations, and landlord regulations etc.

As a result of these procedures, we considered the particular areas that were susceptible to misstatement due to irregularities, including fraud were in respect of revenue recognition, management override, investment property valuation and bank covenants. Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reviewing revenue recognition on a sample basis and by carrying out a proof in total with reference to third party occupancy reports;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the rationale of any significant transactions that are unusual or outside the normal course of the Group's operations;
- in review of managements estimate of investment property valuation; consideration of potential bias within the valuation; review of the underlying assumptions and estimates used in determining the fair value; and review of third party valuation reports where valuations are based on this;
- reviewing the UK tax computations and returns to ensure compliance with UK tax laws and regulation;
- review of covenants in place with external lenders to ensure no breaches during the period and checking calculations of covenants reported to lenders to ensure correct calculations.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

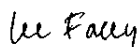
DASHWOOD LONDON HOLDING (2016) PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DASHWOOD LONDON HOLDING (2016) PLC (CONTINUED)

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 Auditors' 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 Auditors' 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.



Lee Facey (Senior Statutory Auditor)
for and on behalf of
Lubbock Fine LLP
Chartered Accountants & Statutory Auditors
Paternoster House
65 St Paul's Churchyard
London
EC4M 8AB

Date: 23 December 2022

DASHWOOD LONDON HOLDING (2016) PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2022

	Note	2022 £	2021 £
Turnover	4	3,203,224	1,736,181
Cost of sales		(1,210,611)	(458,652)
Gross profit		<u>1,992,613</u>	<u>1,277,529</u>
Administrative expenses		(314,799)	(321,885)
Fair value movements		(1,140,000)	13,920,000
Operating profit		<u>537,814</u>	<u>14,875,644</u>
Interest payable and similar expenses	7	(3,383,792)	(2,329,231)
(Loss)/profit before taxation		<u>(2,845,978)</u>	<u>12,546,413</u>
Tax on (loss)/profit	8	282,720	(3,996,771)
(Loss)/profit for the financial year		<u>(2,563,258)</u>	<u>8,549,642</u>
(Loss)/profit for the year attributable to:			
Owners of the parent Company		<u>(2,563,258)</u>	<u>8,549,642</u>
Total comprehensive income for the year attributable to:			
Owners of the parent Company		<u>(2,563,258)</u>	<u>8,549,642</u>

There were no recognised gains and losses for 2022 or 2021 other than those included in the consolidated statement of comprehensive income.

There was no other comprehensive income for 2022 (2021:£NIL).

The notes on pages 16 to 28 form part of these financial statements.

CONSOLIDATED BALANCE SHEET

AS AT 30 JUNE 2022

	Note	2022 £	2021 £
Fixed assets			
Investment property	11	76,280,000	77,420,000
Current assets			
Debtors: amounts falling due within one year	12	217,686	113,200
Cash at bank and in hand	13	1,943,454	933,138
		<u>2,161,140</u>	<u>1,046,338</u>
Creditors: amounts falling due within one year	14	(3,284,537)	(2,712,738)
Net current liabilities		<u>(1,123,397)</u>	<u>(1,666,400)</u>
Total assets less current liabilities		<u>75,156,603</u>	<u>75,753,600</u>
Creditors: amounts falling due after more than one year	15	(50,950,421)	(48,699,160)
Deferred taxation	18	(5,348,212)	(5,633,212)
Net assets		<u><u>18,857,970</u></u>	<u><u>21,421,228</u></u>
Capital and reserves			
Called up share capital	19	50,000	50,000
Revaluation reserve	20	25,281,306	26,136,306
Profit and loss account	20	(6,473,336)	(4,765,078)
Equity attributable to owners of the parent Company		<u><u>18,857,970</u></u>	<u><u>21,421,228</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Sean McKeown

S McKeown

Director

Date: 23 December 2022

The notes on pages 16 to 28 form part of these financial statements.

COMPANY BALANCE SHEET

AS AT 30 JUNE 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	10	50,001	50,001
Current assets			
Debtors: amounts falling due after more than one year	12	19,774,010	17,622,793
Debtors: amounts falling due within one year	12	26,109	27,699
Creditors: amounts falling due within one year	14	(1,825,579)	(1,591,246)
Net current assets		17,974,540	16,059,246
Creditors: amounts falling due after more than one year	15	(17,594,886)	(15,776,369)
Net assets		429,655	332,878
Capital and reserves			
Called up share capital	19	50,000	50,000
Profit and loss account brought forward		282,878	205,001
Profit for the year		96,777	77,877
Profit and loss account carried forward		379,655	282,878
		429,655	332,878

The financial statements were approved and authorised for issue by board and were signed on its behalf by:

Sean McKeown
S McKeown
 Director

Date: 23 December 2022

The notes on pages 16 to 28 form part of these financial statements.

DASHWOOD LONDON HOLDING (2016) PLC
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2022

	Called up share capital	Revaluation reserve	Profit and loss account	Equity attributable to owners of parent Company	Total equity
	£	£	£	£	£
At 1 July 2020	50,000	16,213,077	(3,391,491)	12,871,586	12,871,586
Comprehensive income for the year					
Profit for the year	-	-	8,549,642	8,549,642	8,549,642
Transfer to/from profit and loss account	-	9,923,229	(9,923,229)	-	-
At 1 July 2021	50,000	26,136,306	(4,765,078)	21,421,228	21,421,228
Comprehensive income for the year					
Loss for the year	-	-	(2,563,258)	(2,563,258)	(2,563,258)
Transfer to/from profit and loss account	-	(855,000)	855,000	-	-
At 30 June 2022	50,000	25,281,306	(6,473,336)	18,857,970	18,857,970

The notes on pages 16 to 28 form part of these financial statements.

DASHWOOD LONDON HOLDING (2016) PLC
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2022

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 July 2020	50,000	205,001	255,001
Comprehensive income for the year			
Profit for the year	-	77,877	77,877
At 1 July 2021	50,000	282,878	332,878
Comprehensive income for the year			
Profit for the year	-	96,777	96,777
At 30 June 2022	50,000	379,655	429,655

The notes on pages 16 to 28 form part of these financial statements.

DASHWOOD LONDON HOLDING (2016) PLC
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2022

	2022 £	2021 £
Cash flows from operating activities		
(Loss)/profit for the financial year	(2,563,258)	8,549,642
Adjustments for:		
Amortisation of loan costs	27,760	-
Interest paid	3,383,792	2,329,232
Taxation charge	(282,720)	3,996,771
(Increase)/decrease in debtors	(104,486)	27,855
Increase/(decrease) in creditors	333,831	(648,223)
Net fair value losses/(gains) recognised in P&L	1,140,000	(13,920,000)
Net cash generated from operating activities	<u>1,934,919</u>	<u>335,277</u>
Cash flows from financing activities		
Loan drawdown	175,000	1,761,400
Loan principal repayments	(625,650)	(1,400,349)
Interest paid	(473,953)	(857,980)
Net cash used in financing activities	<u>(924,603)</u>	<u>(496,929)</u>
Net increase/(decrease) in cash and cash equivalents	1,010,316	(161,652)
Cash and cash equivalents at beginning of year	<u>933,138</u>	<u>1,094,790</u>
Cash and cash equivalents at the end of year	<u><u>1,943,454</u></u>	<u><u>933,138</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	<u><u>1,943,454</u></u>	<u><u>933,138</u></u>

The notes on pages 16 to 28 form part of these financial statements.

DASHWOOD LONDON HOLDING (2016) PLC
CONSOLIDATED ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 30 JUNE 2022

	At 1 July 2021 £	Cash flows £	Other non- cash changes £	At 30 June 2022 £
Cash at bank and in hand	933,138	1,010,316	-	1,943,454
Debt due after 1 year	(48,699,160)	(2,616,750)	365,492	(50,950,418)
Debt due within 1 year	(2,124,216)	(235,688)	-	(2,359,904)
	<u>(49,890,238)</u>	<u>(1,842,122)</u>	<u>365,492</u>	<u>(51,366,868)</u>

The notes on pages 16 to 28 form part of these financial statements.

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

1. GENERAL INFORMATION

Dashwood London Holding (2016) Plc is a public company limited by shares and incorporated in England and Wales with registered number 10324184. The registered office address is 3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB. The principal place of business is 66 St James's Street, London, SW1A 1NE.

The Group's functional and presentational currency is GBP.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

2. ACCOUNTING POLICIES (continued)

2.3 Going concern

Management monitor the Company's and the Group's working capital requirements and regularly updates the Group's cashflow forecasts and operating model which reviews the operations of the Group for the foreseeable future including the 12 months from the date of signing the financial statements. The operating model and forecasts are also subject to the extent of the impact of the COVID-19 outbreak on the ongoing financial performance of the Company and the Group and this will continue to depend on future outbreaks and related restrictions and the impact of COVID-19 on the financial markets and the overall economy, all of which are uncertain and cannot be reliably predicted.

However, based on the current information available, the Group's operating model and management's cashflow forecasts indicate that there will be no covenant breaches and that the *Group will continue to have sufficient headroom to pay its lenders and suppliers as payments become due.*

Given the significant increase in bookings, continued easing of COVID-19 restrictions and support for the student accommodation sector, the Directors consider it is appropriate to prepare the financial statements on a going concern basis. This assumes that the Group will continue in operational existence for the foreseeable future and for at least 12 months after the signing of the financial statements.

2.4 Revenue

Turnover represents rental income receivable and sale of services from property lettings. All properties are situated in the United Kingdom. Rental income is recognised on a straight line basis over the term of the lease. Any rental incentive or rent free period given is spread over the period of the lease. Sale of services is recognised at the point the service is provided and it is probable the Group will receive the previously agreed upon payment.

2.5 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.6 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.7 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2. ACCOUNTING POLICIES (continued)

2.8 Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.9 Investment property

Investment property is carried at fair value determined annually by the Directors and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

The unrealised profits on revaluations are held in their own non-distributable reserve (revaluation reserve).

2.10 Valuation of investment

Investments in subsidiaries are measured at cost less accumulated impairment.

2.11 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

2. ACCOUNTING POLICIES (continued)

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.13 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.14 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an 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.

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In applying the Group's accounting policies set out above Group management is required to make certain estimates and judgements concerning the future. These judgements are regularly reviewed and updated as necessary. The estimates and judgements that have the most significant effect on the amounts included in these financial statements are as follows:

Property valuation

The fair value of the investment property is determined by the Directors based on external valuations from a review of comparable real estate, adjusted if necessary for any differences in the nature, location or condition of the specific asset.

4. TURNOVER

The whole of the turnover is attributable to the principal activity of the Group.

All turnover arose within the United Kingdom.

5. AUDITORS' REMUNERATION

	2022 £	2021 £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	11,000	14,750
Fees payable to the Group's auditor and its associates in respect of:		
Taxation compliance services	6,250	6,250
Audit of subsidiary undertakings	40,750	30,750

6. EMPLOYEES

The Group and Company have no employees other than the directors, who did not receive any remuneration (2021 - £NIL).

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	2022 £	2021 £
Loans note interest payable	473,956	471,459
Sub debt interest payable	1,837,398	1,632,461
Indexation	1,072,438	225,311
	3,383,792	2,329,231

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

8. TAXATION

	2022 £	2021 £
Corporation tax		
Current tax on profits for the year	2,280	-
Deferred tax		
Origination and reversal of timing differences	(285,000)	2,644,800
Changes to tax rates	-	1,351,971
Total deferred tax	(285,000)	3,996,771

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £	2021 £
(Loss)/profit on ordinary activities before tax	(2,845,978)	12,546,412
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	(540,736)	2,383,818
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	952,027	159,160
Capital allowances for year in excess of depreciation	(6,756)	(7,724)
Utilisation of tax losses	-	(6,151)
Other tax adjustments	1,900	-
Non-taxable income/losses on fair value movements	(552,737)	(2,644,800)
Unrelieved tax losses carried forward	148,582	115,697
Deferred Tax	(285,000)	3,996,771
Total tax charge for the year	(282,720)	3,996,771

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

8. TAXATION (CONTINUED)

Factors that may affect future tax charges

The UK main corporation tax rate will be increased to 25% applying to profits over £250,000 (effective from 1 April 2023) following the Chancellor's Budget on 3 March 2021. A small profits rate will also be introduced for companies with profit of £50,000 or less so that they will continue to pay corporation tax at 19%. Companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective corporation tax rate.

9. PARENT COMPANY PROFIT FOR THE YEAR

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The profit after tax of the parent Company for the year was £96,777 (2021 - £77,877).

10. FIXED ASSET INVESTMENTS

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 July 2021	50,001
At 30 June 2022	50,001
Net book value	
At 30 June 2022	50,001
At 30 June 2021	50,001

DIRECT SUBSIDIARY UNDERTAKINGS

The following were direct subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Dashwood London Ltd	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	Ordinary	100%
Dashwood Bond Issuer Plc	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	Ordinary	100%

DASHWOOD LONDON HOLDING (2016) PLC**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 30 JUNE 2022**

10. FIXED ASSET INVESTMENTS (CONTINUED)**INDIRECT SUBSIDIARY UNDERTAKINGS**

The following were indirect subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
European Property (Walworth Road) Property GP1 Ltd #	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	Ordinary	100%
European Property (Walworth Road) Property GP2 Ltd #	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	Ordinary	100%
European Property (Walworth Road) Property LP	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	*	100%
European Property (Walworth Road) Lettings GP1 Ltd #	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	Ordinary	100%
European Property (Walworth Road) Lettings GP2 Ltd #	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	Ordinary	100%
European Property (Walworth Road) Lettings LP	3rd Floor Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB	*	100%
European Property (Walworth Road) Unit Trust	11 Bath Street, St. Helier, Jersey, JE4 8UT	^	100%

* Dashwood London Holding (2016) Plc and its subsidiaries are the only partners in the Limited partnerships and therefore controls 100% of the Limited Partnerships.

^ European Property (Walworth Road) Unit Trust is a Trust in which Dashwood London Holding (2016) Plc and its subsidiaries hold 100% of the units.

Subsidiaries marked # above are exempt from the requirements of the Companies Act relating to the audit of its individual financial statements by virtue of section 479A

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

11. INVESTMENT PROPERTY

Group

	Investment property £
Valuation	
At 1 July 2021	77,420,000
Deficit on revaluation	(1,140,000)
At 30 June 2022	76,280,000

The 2021 and 2022 valuations were made by the Directors based on external valuations. The valuations were in accordance with the requirements of FRS 102 and the Royal Institute of Chartered Surveyors (RICS) Valuation Standards. The valuers' opinions are primarily derived from comparable recent market transactions on an arm's length basis.

If the Investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2022 £	2021 £
Historic cost	45,650,482	45,650,482
Accumulated depreciation	(10,358,408)	(9,446,048)
	35,292,074	36,204,434

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

12. DEBTORS

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Due after more than one year				
Amounts owed by group undertakings	-	-	19,774,010	17,622,793
	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Due within one year				
Trade debtors	147,809	1,232	-	-
Other debtors	1,000	27,405	-	-
Called up share capital not paid	22,500	25,000	22,500	25,000
Prepayments and accrued income	46,377	59,563	3,609	2,699
	217,686	113,200	26,109	27,699

13. CASH AND CASH EQUIVALENTS

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Cash at bank and in hand	1,943,454	933,138	-	-

The cash balance is held in reserve accounts which are restricted.

14. CREDITORS: Amounts falling due within one year

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Loan notes	2,359,904	2,124,216	1,692,449	1,498,566
Trade creditors	141,131	25,380	(900)	-
Amounts owed to group undertakings	-	-	117,410	67,480
Corporation tax	2,280	-	-	-
Other taxation and social security	10,996	14,985	-	-
Other creditors	80,808	97,977	-	-
Accruals and deferred income	689,418	450,180	16,620	25,200
	3,284,537	2,712,738	1,825,579	1,591,246

Refer to note 15 for details on security.

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

15. CREDITORS: Amounts falling due after more than one year

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Loan notes	50,950,421	48,699,160	17,594,886	15,776,369

The Company and Group holds fixed loan notes totalling £17,594,886 (2021: £15,776,369) incur interest at 10.8%. These loans are unsecured and are repayable in full on 30 June 2058.

In addition to the above, the Group holds fixed loan notes totalling £9,587,040 (2021: £9,587,040) incur interest at 3.775% and indexed loan notes totalling £25,435,308 (2021: £24,988,521) incur interest at 0.439% plus indexation. These loans are secured by way of fixed and floating charges over the assets of the Group and are repayable by 30 June 2058.

16. LOANS

Analysis of the maturity of loan notes is given below:

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Amounts falling due within one year	2,359,904	2,124,216	1,692,449	1,498,566
Amounts falling due 1-2 years	650,318	654,742	-	-
Amounts falling due 2-5 years	2,211,210	1,929,822	-	-
Amounts falling due after more than 5 years	48,088,893	47,141,715	17,594,886	15,776,369
	<u>53,310,325</u>	<u>51,850,495</u>	<u>19,287,335</u>	<u>17,274,935</u>

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

17. FINANCIAL INSTRUMENTS

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Financial assets				
Cash and cash equivalents	1,943,454	933,138	-	-
Financial assets that are debt instruments measured at amortised cost	171,309	53,637	19,766,510	17,647,793
	<u>2,114,763</u>	<u>986,775</u>	<u>19,766,510</u>	<u>17,647,793</u>
Financial liabilities				
Financial liabilities measured at amortised cost	53,647,937	51,174,531	19,420,464	17,367,615
	<u>53,647,937</u>	<u>51,174,531</u>	<u>19,420,464</u>	<u>17,367,615</u>

Financial assets that are debt instruments measured at amortised costs comprise trade debtors, other debtors and amounts owed by group undertakings.

Financial liabilities measured at amortised cost comprise loan notes, trade creditors, other creditors, accruals and amounts owed to group undertakings.

18. DEFERRED TAXATION

Group

	2022 £
At beginning of year	(5,633,212)
Charge to profit or loss	285,000
At end of year	<u>(5,348,212)</u>

The provision for deferred taxation is made up as follows:

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Realisable gains on revaluation of investment properties	<u>(5,348,212)</u>	<u>(5,633,212)</u>	<u>-</u>	<u>-</u>

DASHWOOD LONDON HOLDING (2016) PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

19. SHARE CAPITAL

	2022	2021
	£	£
Allotted and called up		
50,000 (2021 - 50,000) Ordinary shares of £1.00 each	50,000	50,000

All issued share capital is classified as equity. £22,500 (2021 - £25,000) of issued share capital was unpaid as at the balance sheet date.

20. RESERVES

Revaluation reserve

Relates to revaluation gains net of deferred taxation.

Profit and loss account

Includes all current retained profits and losses less dividends paid and amounts transferred to the revaluation reserve.

21. ULTIMATE PARENT UNDERTAKING

Until July 2021, the immediate and ultimate holding company was Arlington Student Holdings (No.5) Limited, a company incorporated in Jersey. From July 2021, the ultimate holding company became ASAF (No.1) Limited, a company incorporated in Jersey with registered address 11 Bath Street, St. Helier, Jersey, JE4 8UT.