Registration No: 8206654

# **CP Co 7 Limited**

# ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 30 June 2017



# CP CO 7 LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017

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# CP CO 7 LIMITED OFFICERS AND PROFESSIONAL ADVISERS FOR THE YEAR ENDED 30 JUNE 2017

Company number

8206654

Directors

Susan Lawrence (appointed 15 December 2016) Hugh Sayer (appointed 15 December 2016) Nita Savjani (appointed 1 July 2017) David Langer (15 December 2016)

Company secretary

TMF Corporate Administration Services Limited

Registered office

400 Capability Green

Luton Bedfordshire LU1 3AE United Kingdom

Banker

Santander UK plc

2 Triton Square, Regent's Place, London,

NW1 3AN, United Kingdom

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# CP CO 7 LIMITED STRATEGIC REPORT FOR THE YEAR ENDED 30 JUNE 2017

CP Co 7 Limited ("the Company") is a private company limited by shares registered in England and Wales. The Company is domiciled in England and is a wholly-owned subsidiary of CP Co Borrower Ltd, a company incorporated in England.

On 15 December 2016. CP Co Topco Limited, the Company's ultimate shareholder, sold 100% of its interests in CP Co Midco Limited ("Midco"), the indirect owner of the Company, to Chariot Lux Bidco S.à.r.l. ("Bidco").

Following the sale, the intercompany obligations were restructured and the amount owing to RBS repaid in full. CP CO Borrower's obligations following the restructure consisted of an interest bearing loan of GBP 504,799.893 payable to Midco ("the Borrower Loan").

On 31 March 2017, Midco forgave GBP 10,449,910.18 of the Borrower Loan. On the same day, Midco sold all of its interest in the Company to Bidco. Bidco accepted the reduced Borrower Loan to offset against obligations of Midco, and as a result the outstanding balance of the Borrower Loan will be payable when due to Bidco, which is now the Company's sole shareholder.

As at 30 June 2017, the Company is part of the Chariot Lux Bidco S.à.r.l. group ("the Group") which was established to manage a portfolio of car parks purchased on 8 November 2012.

## PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The principal activity of the Company is that of property ownership and management with the aim of deriving a profit through the continued use or through an orderly sale of the investment properties.

The Company was incorporated on 7 September 2012 and commenced business on 8 November 2012.

## STRATEGY, OBJECTIVES AND FUTURE DEVELOPMENTS

The strategies and objectives are considered at a group level.

The primary objective of the Group is to ensure the maximisation of cash inflows through the operation, management or potential disposal of investment properties and to generate any additional profits through rent collections, control of overhead costs and asset management initiatives. It is expected that the objectives of the Group will continue in this manner.

The Group's main key performance indicators (KPIs) are therefore the amount of cash it generates from operations and disposals, the increase in the value of its investment properties and the amount of debt that has been repaid.

# **EVENTS AFTER THE REPORTING PERIOD**

There are no subsequent events to be disclosed.

# **REVIEW OF PERFORMANCE**

CP Co 7 Limited had a net loss for the year of £15,417,096 (2016: -£14,635,239) after tax of -£168,589 (2016: -£4,142,400) and has a net asset value as at the reporting date of £26,588,589 (2016: £42,005,685). The property valuation movement for the period amounted to £4,070,757 (2016: -£16,739,666).

# CP CO 7 LIMITED STRATEGIC REPORT (continued) FOR THE YEAR ENDED 30 JUNE 2017

## FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The principal financial risks and uncertainties that the Group faces are interest rate risk, liquidity risk and credit risk. These risks, and how the Group manages these risks are discussed below.

The use of financial derivatives is limited to those derivatives undertaken in the original financing. These derivatives are interest rate swaps and inflation swaps used to hedge against interest rate fluctuations and inflation. The Group does not use derivative financial instruments for speculative purposes.

#### Interest rate risk

The Group's activities expose it primarily to the financial risks of changes in interest rates. The Group uses interest rate swap contracts to hedge these exposures.

Interest bearing liabilities are effectively held at fixed rates, through the use of interest rate swaps, to ensure certainty of cash flows.

#### Credit risk

The Group is exposed to credit risk arising from its financial assets, which are comprised of debtors and cash and cash equivalents.

The Group leases all of its properties to two tenants. The financial stability of the tenants are monitored through consistent review of their financial performance and position, ensuring the stability of future cash flows.

The Group's credit risk, attributable to its trade receivables, is managed through requiring prepayment or rental demands in advance from trade receivables. This risk is therefore minimised by the Group's credit policy.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The carrying amount of financial assets recorded in the consolidated financial statements represents the Group's maximum exposure to credit risk without taking into account the value of any collateral obtained.

Cash and bank balances as at 30 June 2017 amounted to GBP 31,088,057. Funds were placed with financial institutions whose ratings are as follows:

Rating Agency	Financial Institution	Rating	2017
			GBP
S&P	ING Bank	A-	27,404,917
S&P	Santander Bank	A-	13,683,140
			31,088,05

At 30 June 2017, the largest combined credit exposure to single counterparty was GBP 27,404,917 which represents the total of cash accounts held with ING Bank. This represents 4.7% of total assets and 47.8% of the current assets. The Group does not have any other significant credit risk exposure to single counterparty.

# Liquidity risk

At year end, the Group's responsibility of liquidity risk management rested with the directors of Bidco, who formulated liquidity management tools to service this requirement. The principal policy objective in relation to liquidity is to ensure that the Group is able to access sufficient liquidity to meet its obligations as they become due, primarily servicing the repayment terms of the long term loans held at group level.

Management of liquidity risk is achieved by monitoring actual and forecasted cash flows. Recent forecasts have indicated that the liquidity in the current structure is sufficient to meet its obligations as they become due.

Approved by the Board and signed on its behalf by:

Susan Lawrence

Director

29 March 2018

# CP CO 7 LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017

The directors have pleasure in presenting their report and the financial statements for CP Co 7 Limited for the year ended 30 June 2017.

### DIRECTORS

The directors who served the Company during the period and to the date of approval of these financial statements were as follows:

- Susan Lawrence (appointed 15 December 2016)
- Hugh Sayer (appointed 15 December 2016)
- Nita Savjani (appointed 1 July 2017)
- David Langer (15 December 2016)

## RESULTS AND DIVIDENDS

The change in reporting year date from 31 December to 30 June results in a comparison of a full year's operations for 2017, and only 6 months for the year ended 30 June 2016.

The results for the year are set out in the statement of comprehensive income on page 9. No dividend is recommended for the year (2016: £Nil).

## Going Concern

CP Co 7 Limited has a net asset value as at the year end of £26,588,589. Due to the nature of the New Group financing structure, the net asset value and liquidity position of the New Group is considered when assessing the going concern of each entity in the New Group.

The Group has sufficient unrestricted cash resources to cover its liquidity requirements. The ability of the Group to repay its borrowings is dependent on the cash inflows it receives from its investment properties. These cash inflows include rental and disposal receipts. The Group's borrowings are long-term and are repayable to the extent that disposals are made and excess rental income after expenses are collected. Furthermore, the Group holds sufficient unrestricted cash reserves to cover short-term creditors.

At year end, the Group has a net asset value of £53,981,692. An analysis of future expected cash flows confirms that the Group is expected to generate positive net cash flows and will be able to meet its commitments as and when they fall due.

After making enquiries, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly the Company continues to adopt the going concern basis in preparing the financial statements.

# **Audit Exemption**

For the year ended 30 June 2017 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

# CP CO 7 LIMITED DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 30 JUNE 2017

# **DIRECTORS' INDEMNITY PROVISION**

Qualifying third party indemnity insurance for the benefit of each director was in place as at the reporting date and as at the date of signing of the financial statements.

# INFORMATION DISCLOSED IN THE STRATEGIC REPORT

The following information is not shown in the Directors' Report because it is shown in the Strategic Report as required by S414C(11) of the Companies Act 2006:

- Principal activities and review of the business
- · Strategy, objectives and future developments
- Review of performance
- Financial risk management objectives and policies

Approved by the Board and signed by:

Susan Lawrence

Director

29 March 2018

# CP CO 7 LIMITED STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 30 JUNE 2017

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice - including the Financial Reporting Standard 102 (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies 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; 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.

# CP CO 7 LIMITED STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2017

	Notes	Year ended 30 June 2017 GBP	6 Months ended 30 June 2016 GBP
Revenue	2	11,082,604	6,832,454
Property expenses	3	(1,102,996)	(1,296,264)
GROSS PROFIT		9,979,608	5,536,190
OPERATING EXPENSES			
Administrative expenses	4	(164,534)	(5,702)
OPERATING PROFIT		9,815,074	5,530,488
Fair value movements in investment property	5	6,534,473	(16,287,228)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE FINANCE CHARGES		16,349,547	(10,756,740)
Net finance charges	6	(31,935,232)	(8,020,899)
(LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(15,585,685)	(18,777,639)
Tax on (loss) / profit on ordinary activities	7	168,589	4,142,400
(LOSS) / PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(15,417,096)	(14,635,239)
(LOSS) / PROFIT FOR THE FINANCIAL YEAR / PERIOD		(15,417,096)	(14,635,239)
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE FINANCIAL YEAR / PERIOD		(15,417,096)	(14,635,239)
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE FINANCIAL YEAR		(11,346,339)	52,246,191

The notes on pages 12 are an integral part of these financial statements.

# CP CO 7 LIMITED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017

		30 June	30 June
	Notes	2017	2016
		GBP	GBF
FIXED ASSETS			
Investment property	9	81,197,689	151,610,191
CURRENT ASSETS			
Debtors	10	57,944,559	79,358,081
Other receivables		8,129,125	1,325,000
TOTAL CURRENT ASSETS		66,073,684	80,683,081
TOTAL ASSETS		147,271,373	232,293,272
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Creditors	11	110,585,095	48,949,502
Short term portion of long term debt	12	•	21,897,694
Short term portion of derivative instruments	13	-	2,009,900
Short term portion of amounts payable under finance leases	14	40,237	269,883
TOTAL CURRENT LIABILITIES		110,625,332	73,126,979
NET CURRENT LIABILITIES		(44,551,648)	7,556,102
TOTAL ASSETS LESS CURRENT LIABILITIES		36,646,041	159,166,293
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR			
Long term debt	12	-	69,120,855
Derivatives at fair value	13	-	8,205,856
Amounts payable under finance leases	14	10,057,452	39,665,308
Deferred Tax	8	<u>-</u> _	168,589
NET ASSETS		26,588,589	42,005,685
CAPITAL AND RESERVES			
Called-up share capital	15	1	1
Profit and loss account		26,588,588	42,005,684
SHAREHOLDER'S FUNDS		26,588,589	42,005,685

For the year ended 30 June 2017 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

We certify that these financial statements fairly represent the financial condition of the Company as at 30 June 2017

Susan Lawrence

Director

29 March 2018

The notes on pages 12 are an integral part of these financial statements.

# CP CO 7 LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2017

	Called-up share capital GBP	Profit and loss account GBP	Total GBP
At I January 2015	1	56,640,923	56,640,924
(Loss) for the financial period	-	(14,635,239)	(14,635,239)
At 30 June 2016	1	42,005,684	42,005,685
Total comprehensive loss for the financial period	-	(15,417,096)	(15,417,096)
At 30 June 2017	1	26,588,588	26,588,589

The notes on pages 12 are an integral part of these financial statements.

## 1 GENERAL INFORMATION AND ACCOUNTING POLICIES

#### Introduction

CP Co 7 Limited is a private company limited by shares, incorporated in the United Kingdom and registered in England and Wales and having its registered address at 400 Capability Green, Luton, Bedfordshire, United Kingdom, LU1 3AE. The Company is domiciled in England and is a wholly-owned subsidiary of CP Co Borrower Ltd, a company incorporated in England.

#### Accounting policies

The principal accounting policies are summarised below. These policies have been applied consistently to the current year and prior period.

### Basis of preparation

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investment property and financial instruments, and in accordance with applicable United Kingdom Generally Accepted Accounting Practice - including the Financial Reporting Standard 102 as issued by the Financial Reporting Council. The functional currency of the Company is Pound Sterling (GBP). As the Company is a wholly owned subsidiary it meets the definition of a qualifying entity and has taken the exemption under the terms of FRS102 from preparing a statement of cash flows. Under the new group, the ultimate holding company Chariot Lux Bidco Sarl prepare the consolidated financial statements under International Financial Reporting Standards, which publishes a statement of cash flows. A copy of the Group accounts can be obtained at the address on page 3.

# Financial Reporting standard 102 - reduced disclosure exemption

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland".

· the requirements of Section 7 of Statement of Cash Flows

## Going concern

CP Co 7 Limited has a net asset value as at the year end of £26,588,589. Due to the nature of the New Group financing structure, the net asset value and liquidity position of the New Group is considered when assessing the going concern of each entity in the New Group

The Group has sufficient unrestricted cash resources to cover its liquidity requirements. The ability of the Group to repay its borrowings is dependent on the cash inflows it receives from its investment properties. These cash inflows include rental and disposal receipts. The Group's borrowings are long-term and are repayable to the extent that disposals are made and excess rental income after expenses are collected. Furthermore, the Group holds sufficient unrestricted cash reserves to cover short-term creditors.

At year end, the Group has a net asset value of £53,981,692. An analysis of future expected cash flows confirms that the Group is expected to generate positive net cash flows and will be able to meet its commitments as and when they fall due.

After making enquiries, the directors have a reasonable expectation that the Group has adequate resources to continue it operational existence for the foreseeable future. Accordingly the Company continues to adopt the going concern basis in preparing the financial statements.

## Tangible fixed assets

Investment properties for which fair value can be measured reliably without undue cost or effort on an ongoing basis are measured at fair value annually with any change recognised in the statement of comprehensive income.

#### Revenue

Revenue is mainly comprised of rental income from tenants and is stated net of VAT. Base rent represents principal rental income from contracts and is recorded at the contractual value after taking into account the effects of rental smoothing over the lease term. Base rent is received on a quarterly basis.

Where payments are received from customers in advance of the period to which they relate, the amounts are recorded as deferred income and included as part of creditors due within one year.

Rental smoothing adjustments are recognised on a straight line basis over the period of the lease contract

Turnover rent represents carpark revenue carned by the tenant on behalf of CP CO on a pre-agreed basis. The turnover rent is recognised in the period it is earned and is received annually in arrears.

Head rent is the rental income for the leasehold properties which is recovered from the tenants. The head rent is recognised in the period it is earned and is received on a quarterly basis.

Turnover rent and head rent are paid on leasehold properties and a corresponding expense is raised simultaneously. Payments of head rent occur on a quarterly basis to the landlord. Turnover rent is paid on an annual basis to the landlord.

### Taxation

Current UK corporation tax 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 year/period end.

Deferred tax is recognised in respect of all timing differences that have originated but now reversed at the year end 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 year end. 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.

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.

Deferred tax relating to investment property is measured using the tax rates and allowances that apply to sale of the asset.

## Financial Assets, Financial Liabilities and Equity

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to offset the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Company has applied the principles of sections 11 and 12 of FRS102 in the measurement and presentation of financial assets and liabilities. Financial liabilities are recognised when the Group becomes 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 entity after deducting all of its liabilities.

A financial liability is measured initially at the transaction price, which equals the fair value of the goods or services acquired in exchange for incurring the liability and include initial costs incurred in originating the finance liabilities.

Financial liabilities that meet the conditions in paragraph 11.8(b) are measured at amortised cost using the effective interest method

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires. At the time of settlement of any or all of the financial liabilities of the Company, any remaining unwound difference between the carrying value and the gross capital (discount), related to the gross settled capital portion of the financial liabilities, will be unwound as the liability is deemed to have matured (deemed to have become repayable) at that date. The amount of discount unwound is calculated as the proportion of the capital portion of the financial liabilities, settled to the total initial capital of the loan, multiplied by the unwound discount remaining in the entity at the time of settlement.

This treatment ensures that the entity matches the benefits derived from the sale of an asset, with the cost of unwinding the discount component of debt. Any remaining discount will continue to be unwound over the original discounting period, determined by the nature of the underlying financial liability.

Non-basic financial liabilities (derivative instruments) are subsequently measured at fair value and movements recognised within interest, in accordance with the provisions of section 12 of FRS102. The policy is to recognise movements in fair value in net finance charges, in profit or loss.

## Finance costs

Finance costs of financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount, unless the substance of the financial instrument dictates otherwise.

Interest on basic financial liabilities held at amortised cost is recognised at the initial effective rate calculated at inception of the financial instrument based on the expectation of interest charged on the instrument and re-payment patterns to maturity. The effective rate is a compound rate which is comprised of the actual interest charged by the lender and the amortisation of any discount element of the financial liability. Any differences in the carrying value resulting from changes in LIBOR or re-payment patterns are reflected in finance costs as a "true-up" adjustment at the end of each reporting period; these adjustments are included in finance costs.

The unwinding of the discount on intercompany loan instruments, including any immediate unwinding occurring when the underlying loan is settled, is classified as a finance charge and is recognised in profit and loss in the period in which it has accrued to the entity. The systematic unwinding of the discount is included as part of the initial effective interest rate described above.

#### Derivative financial instruments

The Group used derivative financial instruments to reduce exposure to interest rates. The Company does not hold or issue derivative financial instruments for speculative purposes.

On 13 December 2016, the Group entered into a pay fixed and receive floating interest rate swap arrangement with the Commonwealth Bank of Australia in order to mitigate the risk of the variable rate borrowing of Bideo. The Group discharged its obligation by prepaying the fixed leg of the swap transaction on the date of transaction amounting to GBP 5,820,000 with reserving a right to receive the floating rate.

## Finance lease asset and liability

The entity accounts for finance lease liabilities in respect of the leasehold investment properties at amortised cost and unwinds these over the lifetime of the lease. The entity only accounts for long term leases, those with periods remaining that are greater than 50 years as at 8 November 2012, as finance leases as this period is sufficiently long enough to allow us to assume that the head rent paid for the rent on long leasehold properties, present valued, would arrive at the market value of the property. This is because any individual looking to assign a fair value to the freehold portion of the property would look at the terms of the current leases on the property and would therefore factor this head rental yield into their calculation of fair market value.

The liabilities and assets are initially recognised at the present value of the minimum lease payments. The payments are discounted using the weighted average cost of capital of the Group; because the Group financing structure flows to the property entities and finances their purchase, this is deemed an appropriate imputed rate.

Head rent payments are treated as payments in respect of the finance lease. Any difference between the payments and the unwinding of interest (amortisation of the liability) is treated as a revaluation of the asset in order to maintain an asset value equal to the liability value. This revaluation is recognised through profit and loss in the period in which it occurs

# Operating leases

Operating leases which are subject to, or partially subject to, fixed and determinable periodic increases are treated in accordance with paragraph 25 of section 20 of FRS102 whereby the rental income is recognised on a straight line basis over the period of the lease. This gives rise to a rental smoothing adjustment which is a component of revenue as detailed in note 2. The resulting balance forms a part of the fair value of the investment property in note 9.

### Impairment

Assets not excluded under the provisions of paragraph 1 of FRS102 section 27 are assessed annually for impairment. Assets are tested by considering the recoverable amount and comparing this to the carrying amount. Any impairments or impairment reversals arising during the year/period are recognised directly in the statement of comprehensive income in the period in which they occur.

#### Fair value measurement

For assets that are subject to fair valuation, the best evidence of fair value is a quoted price for an identical asset in an active marked; this is the case with quoted investments or derivative financial instruments where the fair value is quoted by the issuer. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique

## Critical accounting judgements and key sources of estimation

The net initial yield used to discount the future cash flows of the property to a present fair value is considered by management to be the only key accounting judgement affecting the financial statements. Management obtains comfort over the accuracy of this judgement through the assistance provided by external professional valuers and internally by members of the Company that have sufficient knowledge and expertise and are sufficiently involved in and aware of current market conditions that may influence the discount factor.

Management does not make any other estimates relating to any balances or classes of transaction that are reflected in the financial statements. There are no provisions raised in the financial statements and all accruals raised are determinable by reference to contractual agreements or quotes and therefore require no estimation on the part of management.

Voor anded 30 6 Months anded

2 REVENUE Year ended 30	
2 REVENUE June 2017	30 June 2016
All revenue is from a UK source GBP	GBP
Base rent 7,194,107	3,889,335
Rental smoothing adjustment 529,951	334,560
Turnover rent 43,722	559,489
Head rent 3,022,062	1,782,988
Insurance 182,121	199,694
Service charge 110,197	66,388
Other revenue 444	-
Total revenue 11,082,604	6,832,454

# CP CO 7 LIMITED NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2017

3	PROPERTY EXPENSES	Year ended 30 June 2017	6 Months ended 30 June 2016
		GBP	GBP
	Turnover rent payable	43,722	559,489
	Head rent payable	766,512	470,693
	Insurance payable	182,121	199,694
	Service charge payable	110,197	66,388
	Other cost of sales	444	-
	Total property expenses	1,102,996	1.296,264
4	ADMINISTRATIVE EXPENSES	Year ended 30 June 2017 GBP	6 Months ended 30 June 2016 GBP
	Audit fees		3,884
	Professional fees	164,534	1.818
	Total administrative expenses	164,534	5,702
	The Company had no employees during the current year and prior period.		
5	FAIR VALUE MOVEMENTS IN INVESTMENT PROPERTY		
		Year ended 30 June 2017	6 Months ended
		June 2017 GBP	30 June 2016 GBP
	Fair coloration of incontrast managers	3,540,807	(17,074,226)
	Fair valuation of investment property Profit / (loss) on sale of asset	2,993,666	786,998
	Total other income	6,534,473	(16,287,228)
6	NET FINANCE CHARGES	_	
		Year ended 30	6 Months ended
		June 2017	30 June 2016
		GBP	GBP
	Interest on intercompany loan	6,149,048	3,029,915
	Interest on intercompany LPI swaps	1,627,351	283,882
	Unwinding of loan discounts	21,872,286	3,382,845
	Finance costs on finance leases	2,286,547	1,324,257
	Total finance charges	31,935,232	8,020,899
7	TAX ON (LOSS) / PROFIT ON ORDINARY ACTIVITIES		
		Year ended 30	6 Months ended
		June 2017	30 June 2016
		GBP	GBP
	UK corporation tax		
	Current tax on (loss) / profits for the year/period	-	
	Total current tax		

# 7 TAX ON (LOSS) / PROFIT ON ORDINARY ACTIVITIES (continued)

	Year ended 30 June 2017 GBP	6 Months ended 30 June 2016 GBP
Deferred tax		
Origination and reversal of timing differences	168,589	3,468,144
Adjustment in respect of prior periods	-	1.032,274
Effect of tax rate change on opening liability	-	(358,018)
Total deferred tax	168,589	4,142,400
Taxation on (loss) / profit on ordinary activities	168,589	4,142,400
Factors affecting tax charge for the year/period The tax charge is made up as follows:		
(Loss) / Profit before income tax	(15,585,685)	(18,777,639)
Current tax raised at the standard rate of corporation tax in the UK of 19.75% (2016: 20.00%)	(3,078,173)	3,755,528
Disposal of fixed assets and capital gains	(3,070,173)	(257,849)
Adjustment from previous period	-	1,032,273
Non-taxable profits	(1,472,692)	66,912
Non-deductible expenses	828,139	(96,446)
Group relief being claimed for nil consideration	2,305,654	-
Utilisation of assessed losses brought forward	(266,690)	-
Deferred tax not raised on assessed losses	1,683,761	_
Effects of changes in the tax rate		(358,018)
Deferred tax movements	168,589	-
Total tax charge for the year/period	168,589	4,142,400

# Factors that may affect future tax charges

The standard rate of tax applied to reported profit on ordinary activities is 19.75% (2016: 20.00%). The applicable tax rate has changed following the substantive enactment of the Finance Act (No. 2) 2015 from 20% to 19% (effective from 1 April 2017) and from 19% to 18% (effective from 1 April 2020).

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements.

# 8 DEFERRED TAX

The Company's deferred tax is detailed as below;

	Year ended 30	6 Months ended
	June 2017	30 June 2016
	GBP	GBP
Deferred tax asset / (liability) is comprised as follows:		
Provision at start of period	(168,589)	(477,520)
Adjustment in respect of prior years	-	62,922
Deferred tax charged to income statement for the period	168,589	246,009
		(168,589)

# 8 PROVISION FOR LIABILITIES (continued)

	Deferred tax on property revaluations GBP	Deferred tax on other differences GBP	Losses	Total GBP
Balance at start of year/period Effects of changes in tax rates	(168,589)	- -	<u>-</u>	(168,589)
Temporary differences raised or realised	168,589	-	-	168,589
Balance at period end/year end			-	-

The Company has recognised deferred tax at the rate at which the timing differences are expected to reverse. Deferred tax liabilities have been raised at a range of rates between 19% and 20% in the current year (2016: 19% - 20%).

# 9 INVESTMENT PROPERTY

2017	Long leasehold land and buildings	Short leasehold land and buildings	Total
	GBP	GBP	GBP
Net book value			
At 30 June 2016	77,550,000	34,125,000	111,675,000
Disposals	(38,272,836)	(6,311,845)	(44,584,681)
Fair valuation and rental			
smoothing adjustment	3,522,836	547,921	4,070,757
At 30 June 2017	42,800,000	28,361,076	71,161,076
Finance lease asset	10,036,613		10,036,613
Total investment property at 30			
June 2017	52,836,613	28,361,076	81,197,689
2016			
Net book value			
At 1 January 2016	85,267,000	45,005,000	130,272,000
Disposals	(1,355,835)	(501,499)	(1,857,334)
Re-classifications	(2,660,000)	2,660,000	-
Fair valuation and rental			
smoothing adjustment	(3,701,165)	(13,038,501)	(16,739,666)
At 30 June 2016	77,550,000	34,125,000	111,675,000
Finance lease asset	39,935,191	-	39,935,191
Total investment property at 30			
June 2016	117,485,191	34.125,000	151,610,191

## 9 INVESTMENT PROPERTY (continued)

The carrying value of properties at year end comprises the following:

	Long Leasehold Land and buildings	Short Leasehold Land and buildings	Total
	GBP	GBP	GBP
Cost	26,101,673	12,122,945	38,224,618
Fair valuations	16,698,328	16,238,131	32,936,458
	42,800,000	28,361,076	71,161,076
The carrying value of properties at period e	nd comprises the following:  Long Leasehold Land and buildings	Short Leasehold Land and buildings	Total
Cost	54,727,280	16,627,146	71,354,426
Fair valuations	22,822,720	17,497,854	40,320,574
	77 550 000	74 125 000	111 475 000

The Group's policy is to fair value the investment property portfolio at each reporting date. The independent valuers engaged to perform the valuation are qualified members of the Royal Institute of Chartered Surveyors. The valuation performed by the independent valuers was at 30 June 2017.

Investment properties are valued by adopting the 'investment method' of valuation. This approach involves applying market-derived yields to current and market-derived future income streams with appropriate adjustments for income voids arising from vacancies or rent-free periods. These capitalisation yields and future income streams are derived from comparable property and leasing transactions and are considered to be the key inputs in the valuation. Other factors that are taken into account in the valuations include the tenure of the property, tenancy details and ground and structural conditions. Management obtains comfort over the accuracy of this judgement through the assistance provided by external professional valuers and internally by members of the Company that have sufficient knowledge and expertise and are sufficiently involved in and aware of current market conditions that may influence the discount factor.

At the year end the company expects to receive a minimum of £4,358,404 (2016: £7,167,657) in rental receipts in the next year, £23,154,171 (2016: £38,012,701) between one and five years and £82,034,798 (2016: £144,660,405) between five years and the end of the lease. The properties owned at the reporting date are subject to non-cancellable leases.

As at the date of signing of the financial statements, the entity had disposed of investment property with a carrying value of £15,275,000. The gross sales proceeds achieved were £15,356,321.

10	DEBTORS	Year ended 30	6 Months ended
		June 2017	30 June 2016
		GBP	GBP
	Prepayments	227,055	849,527
	Amount owing from holding company	57,717,504	78,508,554
	Total debtors	57,944,559	79,358,081

# CP CO 7 LIMITED NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2017

11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		_
11	CREDITORS, AMOUNTS FALLING DUE WITHIN ONE TEAR	Year ended 30	6 Months ended
		June 2017	30 June 2016
		GBP	GBP
	Accruals and deferred income	1,802,225	3,439,466
	Amount owing to holding company	52,385,972	45,508,641
	Amount owing to other subsidiaries	1,395	1,395
	New Loan Capital	99,961,770	-
	Accrued Interest on loans	3,454,408	-
	Loan Settled through sale	(47,020,675)	4
		110,585,095	48,949,502

The Company entered into a new 7.5% interest bearing loan agreement with CP CO Borrower as part of the restructuring on the 15 December 2016.

The new loan value owing to the parent company is £99,961,770 and £3,454,408 was interest payable for the year. During the year £47,020,675 was settled through the sale of underlying properties. The loan shall be repaid on the earlier of (i) written demand by lender at any time; and (ii) the falling 10 years after 15 December 2016.

2	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN	Year ended 30	6 Months ended
	ONE YEAR	June 2017	30 June 2016
	Intercompany loans with parent company	GBP	GBP
	Gross Loan originally allocated	130,301,685	130,301,685
	Gross discount originally allocated	(46,899,689)	(46,899,689)
	Discount unwound	39,115,165	17,242,880
	Accrued Interest on loans and swaps - old loans	29,846,126	27,151,568
	Loan settlements through sale	(564,842)	(36,777,895)
	Loan settlement through change in ownership	(151,798,445)	-
	Total long term loans	-	91,018,549
	Short term portion of long term loans	-	(21,897,694)
	Net long term loans		69,120,855
	Between one and two years	-	69,120,855
		-	69,120,855

During the financial year, following the restructuring the old intercompany loans were replaced by the new loan (see strategic report for more details).

3	DERIVATIVES	Year ended 30	6 Months ended
		June 2017	30 June 2016
		GBP	GBP
		Fair Value	Fair Value
	LPI Mirror swaps held with parent company		
	Gross loan originally allocated		11,455,099.00
	Fair valuation and Interest on swaps		(3.249.243)
	Accrued interest on loans and swaps		2,009,900.00
	LPI Mirror swaps held with parent company		10,215,756
	Short term portion of LPI swap with parent company	-	(2,009,900)
	Net long term portion of derivative instruments		8,205,856
	After five years	-	8,205,856

All the swaps agreements were revoked following the restructuring at 15 December 2016.

14	FINANCE LEASES PAYABLE	Year ended 30 June 2017 GBP	6 Months ended 30 June 2016 GBP
	Current finance lease payable	40,237	269,883
	Non - current finance lease payable	10,057,452	39.665,308
		10,097,689	39,935,191

The Company holds a leasehold interest in several properties in it's portfolio. Accordingly it accounts for the present value of the future payments associated with those leasehold interest here these are held over the long term. The Company defined long term as any leasehold interest that expires after 50 or more years and classifies such investment property as long leasehold investment property. There is no part of the leasing arrangement so unusual that it requires additional disclosure.

The Company has recognised a separate leasehold asset that forms part of the carrying value of investment property; please refer to note 9. The Group has used a pre-tax WACC of 5.52% (2016: 5.78%) to discount the future payments to the present value.

# Amounts payable under finance leases

	Minimum lease payments		Present value of minimum lease payments	
	30 June 2017	30 June 2016	30 June 2017	30 June 2016
	GBP	GBP	GBP	GBP
No later than one year	775,999	2,438,244	721,859	2,305,078
More than one year but no later than five years	3,104,000	9,752,980	2,417,746	8,028,281
More than five years	35,839,600	115,619,106	6,958,084	29,601,832
Less finance costs not yet incurred	(29,621,910)	(87,875,139)	n/a	n/a
Present value of minimum lease payments	10,097,689	39,935,191	10,097,689	39,935,191

# CP CO 7 LIMITED NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2017

15	CALLED-UP SHARE CAPITAL	Year ended 30 June 2017 GBP	6 Months ended 30 June 2016 GBP
	Allotted, called-up and fully-paid		
	l Ordinary share of £1	1	1
		1	

All issued share capital is classified as equity. One ordinary share was issued at par value on incorporation of the Company

## 16 FINANCIAL RISK MANAGEMENT

The financial risk management objectives and policies are considered at a group level.

The principal financial risks and uncertainties that the Group faces are interest rate risk, liquidity risk and credit risk. These risks, and how the Group manages these risks are discussed below.

The use of financial derivatives is limited to those derivatives undertaken in the original financing. These derivatives are interest rate swaps and inflation swaps used to hedge against interest rate fluctuations and inflation. The Group does not use derivative financial instruments for speculative purposes.

#### Interest rate risk

The Group's activities expose it primarily to the financial risks of changes in interest rates. The Group uses interest rate swap contracts to hedge these exposures.

Interest bearing liabilities are effectively held at fixed rates, through the use of interest rate swaps, to ensure certainty of cash flows.

### Credit risk

The Group is exposed to credit risk arising from its financial assets, which are comprised of debtors and cash and cash equivalents.

The Group leases all of its properties to two tenants. The financial stability of the tenants are monitored through consistent review of their financial performance and position, ensuring the stability of future cash flows.

The Group's credit risk, attributable to its trade receivables, is managed through requiring prepayment or rental demands in advance from trade receivables. This risk is therefore minimised by the Group's credit policy.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The carrying amount of financial assets recorded in the consolidated financial statements represents the Group's maximum exposure to credit risk without taking into account the value of any collateral obtained.

Cash and bank balances as at 30 June 2017 amounted to GBP 31,088,057. Funds were placed with financial institutions whose ratings are as follows:

Rating Agency	Financial Institution	Rating	2017 GBP
S&P	ING Bank	A-	27,404,917
S&P	Santander Bank	A-	13,683,140
			31 088 057

At 30 June 2017, the largest combined credit exposure to single counterparty was GBP 27.404.917 which represents the total of cash accounts held with ING Bank. This represents 4.7% of total assets and 47.8% of the current assets. The Group does not have any other significant credit risk exposure to single counterparty.

# Liquidity risk

At year end, the Group's responsibility of liquidity risk management rested with the directors of Bidco, who formulated liquidity management tools to service this requirement. The principal policy objective in relation to liquidity is to ensure that the Group is able to access sufficient liquidity to meet its obligations as they become due, primarily servicing the repayment terms of the long term loans held at group level.

Management of liquidity risk is achieved by monitoring actual and forecasted cash flows. Recent forecasts have indicated that the liquidity in the current structure is sufficient to meet its obligations as they become due.

17	FINANCIAL ASSETS AND LIABILITIES	Year ended 30	6 Months ended
		June 2017	30 June 2016
		GBP	GBP
	Finance lease asset held at amortised value	10,036,613	39,935,191
	Finance lease liability held at amortised value	(10,097,689)	(39,935,191)
	Long term loans measured at amortised cost	-	(91,018,549)
	Derivatives held at fair value through profit and loss	-	(10,215,756)
	Amount owing from holding company	57,717,504	78.508.554
	Amount owing to holding company	(52,385,972)	(45,508,641)
	Net financial liabilities	5,270,456	(68,234,392)
	Profit and (loss) impact of the financial assets and liabilities		
	Amortisation of finance lease asset held at amortised value	94,809	(71,407)
	Amortisation of finance lease liability held at amortised value	(2,381,356)	(1,252,850)
	Interest on long term loans	(6,149,048)	(3,029,915)
	Discount on long term loans	(21,872,286)	(3,382,845)
	Interest and fair valuation of derivatives	(1,627,351)	(283,882)
	Interest received on cash balances and deposits	=	-
		(31,935,232)	(8,020,899)

#### 18 EVENTS AFTER THE REPORTING PERIOD

There are no subsequent events to be disclosed.

The financial statements of CP Co 7 Limited were approved by the Board of Directors, and authorised for issue on 23 March 2018.

## 19 PARENT COMPANY AND ULTIMATE CONTROLLING ENTITY

As at 30 June 2017, the Company's immediate parent company is CP Co Borrower Limited which is incorporated and registered in England and Wales. The Company's results are consolidated into Chariot Lux Bidco S.a.r.l which produces consolidated financials. This is the smallest group which produces consolidated financial statement. Copies of the consolidated Group financial statements can be obtained from 400 Capability Green, Luton, LU1 3AE, United Kinedom

As at 30 June 2017, the ultimate holding company is Chariot Lux Bidco S.a.r.l which is incorporated and registered in Luxembourg and which is wholly owned by Chariot Lux Holdco S.a.r.l (registered in Luxembourg).

The directors are of the opinion that as at 15 December 2016, the ultimate controlling party is Beaumont Summit Finance DAC which owns 99% of Chariot Lux Bideo Sarl which own 100% of CP Co Borrower Limited. CP CO 1 Limited is a 100% held subsidiary of CP Co Borrower Limited.

## 20 RELATED PARTY TRANSACTIONS

During the year, the Group paid directors fees to Cedarhurst Advisors Limited, being a company managed by David Langer, a former director of the Group. The fees were paid for services rendered to the Group as a whole, including all subsidiary companies. David Langer resigned 15 December 2016.

The amount of directors fees incurred by CP Co Borrower during the period 01 July 16 to 15 December 2016 amounted to £723,542 (2016: £592,500) and the amount of directors fees owing by CP Co Borrower at 15 December 2016 amounted to Nil (2016: £93,750).

During the period, the Group paid directors fees to Hugh Sayer, who was appointed 15 December 2016. The fees of £1,000 per entity were paid for services rendered to each UK company in the group. The amount of Director fees incurred by CP Co Borrower during the period 16 December 2016 to 30 June 2017 for the Group amounted to £25,000

Susan Lawrence was appointed as a director on 15 December 2016. Susan Lawrence is a director of TMF Global Services (UK) Limited which provides corporate accounting and corporate secretarial services to the Company.