Registered number: 10487236

FREOF IV (GP) LIMITED (FORMERLY KNOWN AS PCDF IV (GP) LIMITED)

UNAUDITED

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2019

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COMPANY INFORMATION

Directors

R J S Palmer A D W Price R C T Sheldon C J Button

Registered number

10487236

Registered office

Third Floor Queensberry House

3 Old Burlington Street

London W1S 3AE

Accountants

Simmons Gainsford LLP Chartered Accountants 7-10 Chandos Street

London W1G 9DQ

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DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2019

The directors present their report and the financial statements for the period ended 31 December 2019.

Principal activity

The principal activity of the Company was that of being a member of FREOF IV (General Partner) LLP, a general partner for Fiera Real Estate Opportunity Fund IV (UK) Limited Partnership.

On 6 January 2020, the Company changed its name to FREOF IV (GP) Limited from PCDF IV (GP) Limited.

Directors

The directors who served during the period were:

R J S Palmer A D W Price R C T Sheldon C J Button

Financial instruments

Information regarding the financial risk management policies of the Company are included in note 16 in the notes to the financial statements.

Post year end events

Subsequent to the balance sheet date, the World Health Organisation declared the COVID-19 virus to be a global pandemic and the UK Government introduced restrictions on certain activities and behaviours in an effort to prevent the virus's spread and limit its longer term impact.

Whilst these restrictions have caused the Company to assess and adapt its working practices to continue to operate without interruption, the directors do not consider that the circumstances have caused any material change to the Company's ability to trade, nor affect its status as a Going Concern.

Directors' responsibilities statement

The directors are responsible for preparing the directors' report and the financial statements, in accordance with applicable law.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the EU, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2019

• use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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

A D W Price Director

Date: 18th December 2020

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF FREOF IV (GP) LIMITED FOR THE PERIOD ENDED 31 DECEMBER 2019

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of FREOF IV (GP) Limited for the period ended 31 December 2019 which comprise the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes from the Company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at http://www.icaew.com/en/members/regulations-standards-and-guidance/.

This report is made solely to the Board of Directors of FREOF IV (GP) Limited, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of FREOF IV (GP) Limited and state those matters that we have agreed to state to the Board of Directors of FREOF IV (GP) Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than FREOF IV (GP) Limited and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that FREOF IV (GP) Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of FREOF IV (GP) Limited. You consider that FREOF IV (GP) Limited is exempt from the statutory audit requirement for the period.

We have not been instructed to carry out an audit or review of the financial statements of FREOF IV (GP) Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Simmons Gainsford LLP

Summons faroful LLP

Chartered Accountants 7-10 Chandos Street London

W1G 9DQ

Date: 18th December 2020

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2019

	Note	Period ended 31 December 2019 £	Year ended 31 March 2019 £
Revenue	9	277,363	180,895
Gross profit		277,363	180,895
Administrative expenses		(2,451)	(1,886)
Profit from operations		274,912	179,009
Finance income		29	63
Profit before tax		274,941	179,072
Tax expense	1 1	(52,239)	(33,320)
Profit for the period		222,702	145,752
Total comprehensive income		222,702	145,752

There was no other comprehensive income for the period ended 31 December 2019 (March 2019: £nil).

FREOF IV (GP) LIMITED REGISTERED NUMBER: 10487236

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	restated 31 March 2019 £
Assets	
Non-current assets	
Investment in joint venture 13 110,304	52,941
110,304	52,941
Current assets	
Trade and other receivables 13 100	100
Cash and cash equivalents 58,298	45,039
58,398	45,139
Total assets 168,702	98,080
Liabilities Current liabilities	
Trade and other liabilities 14 36,831	38,911
36,831	38,911
Total liabilities 36,831	38,911
404.074	
Net assets 131,871	59,169
Issued capital and reserves	
Share capital 16 100	100
Retained earnings 18 131,771	59,069
TOTAL EQUITY 131,871	59,169

FREOF IV (GP) LIMITED REGISTERED NUMBER: 10487236

STATEMENT OF FINANCIAL POSITION (CONTINUED) AS AT 31 DECEMBER 2019

For the period ending 31 December 2019 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 period in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the financial statements.

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

A D W Price Director

Date: 18th December 2020

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2019

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 April 2019	100	59,069	59,169
Comprehensive income for the period			
Profit for the period	-	222,702	222,702
Total comprehensive income for the period	-	222,702	222,702
Contributions by and distributions to owners			
Dividends	-	(150,000)	(150,000)
Total contributions by and distributions to owners	-	(150,000)	(150,000)
At 31 December 2019	100	131,771	131,871
	Share capital	Retained earnings	Total equity
	£	£	£
At 1 April 2018 Comprehensive income for the period	100	63,317	63,417
Profit for the year	-	145,752	145,752
Total comprehensive income for the period		145,752	145,752
Contributions by and distributions to owners			
Dividends	-	(150,000)	(150,000)
Total contributions by and distributions to owners	-	(150,000)	(150,000)
At 31 March 2019	100	59,069	59,169

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2019

	31 December 2019 £	31 March 2019 £
Cash flows from operating activities		
Profit for the period	222,702	145,752
	222,702	145,752
Adjustments for		
Finance income	(29)	(63)
Income tax expense	52,239	34,024
	274,912	179,713
Movements in working capital:		
(Increase)/decrease in trade and other receivables	(57,363)	13,377
Increase in trade and other payables	2,500	1,886
Cash generated from operations	220,049	194,976
Income taxes paid	(56,819)	-
Net cash from operating activities	163,230	194,976
Cash flows from investing activities		
Interest received	29	63
Net cash from investing activities	29	63
Cash flows from financing activities		
Dividends paid to the parent company	(150,000)	(150,000)
Net cash used in financing activities	(150,000)	(150,000)
Net cash increase in cash and cash equivalents	13,259	45,039
Cash and cash equivalents at the beginning of period	45,039	-
Cash and cash equivalents at the end of the period	58,298	45,039

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

1. Reporting entity

FREOF IV (GP) Limited, (the 'Company') is a private company limited by shares and is incorporated in England and Wales. The Company's registered office is at Third Floor Queensberry House, 3 Old Burlington Street, London, W1S 3AE. The Company's principal activity is being a member of FREOF IV (General Partner) LLP, a general partner for Fiera Real Estate Opportunity Fund IV (UK) Limited Partnership.

2. Basis of preparation

These financial statements have been prepared in accordance with EU adopted International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB).

Details of the Company's accounting policies, including changes during the period, are included in note 5.

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The areas where judgements and estimates have been made in preparing the financial statements and their effect are disclosed in note 7.

2.1 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items, which are measured on an alternative basis on each reporting date.

Items

Measurement basis

Financial instruments Fixed asset investment

Fair value through profit or loss Fair value through profit or loss

2.2 Changes in accounting policies

i) New standards, interpretations and amendments effective from 1 April 2019

A number of new standards listed below are effective from 1 April 2019 but they do not have a material effect on the Company's financial statements.

- IFRS 16 Leases
- IFRIC 23 Uncertainty over Income Tax Treatments
- Prepayment Features with Negative Compensation (Amendments to IFRS 9)
- Long-term Interests in Associates and Joint Ventures (Amendments to IAS 28)
- Plan Amendment, Curtailment or Settlement (Amendments to IAS 19)
- Annual Improvements to IFRS Standards 2015–2017 Cycle various standards

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

2. Basis of preparation (continued)

ii) New standards, interpretations and amendments not yet effective

A number of new standards are effective from 1 January 2020 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing financial statements.

The following amended standards and interpretations are not expected to have a significant impact on the Company's financial statements.

- · Amendments to References to Conceptual Framework in IFRS Standards.
- Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)
- IFRS 3 Business Combinations (Amendment Definition of Business)
- Definition of Material (Amendments to IAS 1 and IAS 8)
- IFRS 17 Insurance Contracts
- IFRS 10 and IAS 28 (amendments) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.

3. Reporting period

The Company changed its financial year end date from 31 March to 31 December to align it with its Parent's year end. The financial statements for the current period are made up from 1 April 2019 to 31 December 2019. Consequently, comparative amounts for the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and related notes are not entirely comparable.

4. Exemption from audit

Fiera Real Estate UK Limited, the immediate Parent Company, has given guarantee under section 479C of the Companies Act 2006 against all outstanding liabilities of the Company, as at the balance sheet date. The guarantee is enforceable against the immediate Parent Company, by any person to whom the Company is liable in respect of those liabilities, until they are satisfied in full.

5. Significant Accounting policies

5.1 Revenue

Revenue represents the Company's share of profits from property development activities conducted in a limited partnership. This is recognised when the limited partnership generates such results.

5.2 Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

5. Significant Accounting policies (continued)

5.3 Investments in joint venture

The results, assets and liabilities of joint ventures are accounted for using the equity method. Investments in joint ventures are carried at the balance sheet date at cost as adjusted for post-acquisition changes in the LLP's share of the net assets of the joint venture, less any impairment. Losses in a joint venture in excess of the Company's interest in that entity are recognised only to the extent that the Company has incurred legal or constructive obligations on behalf of the joint venture.

5.4 Taxation

Income tax expense represents the sum of the tax currently payable.

Current tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit or Loss and Other Comprehensive Income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

5.5 Financial instruments

Financial instruments comprise trade and other receivables, cash and cash equivalents, and trade and other payables.

Trade and other receivables

Trade and other receivables are recorded initially at fair value, reflected by transaction price. Subsequently they are measured and carried at amortised cost using effective interest method, less any impairment.

Trade and other receivables are assessed for indicators of impairment at each balance sheet date. Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the trade receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Trade and other payables

Trade and other payables are recognised at fair value, less any directly related transaction costs.

Cash and cash equivalents

Cash and cash equivalents comprise only cash balances. The cash and cash equivalents are stated at their nominal value.

5.6 Dividends payable

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when declared by the Directors. In the case of final dividends, this is when approved by the shareholders at the AGM.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

6. Functional and presentation currency

These financial statements are presented in pound sterling, which is the Company's functional currency. All amounts have been rounded to the nearest pound, unless otherwise indicated.

7. Significant accounting estimates and judgements

In application of the Company's accounting policies, which are described in note 5, the directors are required to make judgements that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The nature of estimation and judgement means that actual result may differ and may result in a material adjustment to carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, directors have made the following judgements, which have most significant effect on the amounts recognised in the financial statements:

Impairment of investments in joint ventures

The Company's Statement of Financial Position includes an investment in a joint venture. In accordance with International Financial Reporting Standards, the investment needs to be assessed annually for impairment. Following an impairment assessment, the Directors are of the opinion that no impairment is required at the end of the reporting period.

8. Employees

The average monthly number of employees, including directors, during the period was 4 (March 2019: 4).

There was no directors' remuneration paid by the Company during the period (March 2019 - £nil).

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

9. Revenue

	Period ended 31 December 2019 £	31 March 2019 £
Share of partnership profit	277,363	180,895
Analysis of revenue by country of destination:		
	Period ended 31 December 2019 £	Year ended 31 March 2019 £
United Kingdom and Channel Islands	277,363	180,895

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

10. Tax expense

Income tax recognised in profit or loss

	Period ended 31 December 2019 £	Year ended 31 March 2019 £
Current tax		
Current tax on profits for the period	52,239	34,024
Adjustments in respect of prior years	<u> </u>	(704)
	52,239	33,320
Total tax expense		
Tax expense excluding tax on sale of discontinued operation and share of tax of equity accounted associates and joint ventures	52,239	33,320
	52,239	33,320

The actual tax charge for the period and the standard rate of corporation tax in the United Kingdom applied to profits for the period are as follows:

	Period ended 31 December 2019 £	Year ended 31 March 2019 £
Profit for the period	222,702	145,752
Income tax expense	52,239	33,320
Profit before income taxes	274,941	179,072
Tax using the Company's domestic tax rate of 19% (2019:19%)	52,239	34,024
Adjustments to tax charge in respect of prior periods	-	(704)
Total tax expense	52,239	33,320

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

11.	Dividends			
			31 December 2019 £	31 March 2019 £
	Dividend of £1,500 (March 2019: £1,500) per Ordinary share paid d the year	uring	150,000	150,000
12.	Fixed asset investments			
			31 December 2019 £	31 March 2019 £
	Brought forward		52,941	57,046
	Share of results		277,363	180,895
	Distributions		(220,000)	(185,000)
	Carried forward		110,304	52,941
		ature of usiness	Country of incorporation	Proportion of ownership interest and voting power held by the Company (%)
		Property elopment	England and Wales	

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

13. Trade and other receivables

	31 December 2019 £	31 March 2019 £
Other receivables	100	100
Total trade and other receivables	100	100
Less: current portion - other receivables	(100)	(100)
Total current portion	(100)	(100)
Total non-current portion	-	-

The carrying value of trade and other receivables classified as loans and receivables approximates fair value.

14. Trade and other payables

	31 December 2019 £	31 March 2019 £
Payables to related parties	1,886	1,886
Other payables	1	1
Accruals	5,500	3,000
Other payables - tax and social security payments	29,444	34,024
Total trade and other payables	36,831	38,911
Less: current portion - payables to related parties	(1,886)	(1,886)
Less: current portion - other payables	(29,445)	(34,025)
Less: current portion - accruals	(5,500)	(3,000)
Total current portion	(36,831)	(38,911)
Total non-current position		- <u>-</u>
	<u> </u>	

The carrying value of trade and other payables classified as financial liabilities measured at amortised cost approximates fair value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

15. Financial risk management

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and other financial activities. The Company has no history of recording bad debts in the past and the risk of default arising from the Company's activities is considered low.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The risk is limited because the counterparties are commercial banks or financial institutions with high credit ratings assigned by independent credit-rating agencies.

The Company's maximum exposure to credit risk by class of financial asset is as follows:

	31 December	31 March
Trade and other receivables due within one year	100	100
Bank and cash balances	58,298	45,039
	50,000	45.400
	58,398	45,139

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company's liquidity position is monitored and reviewed on an ongoing basis by the directors.

Note 14 shows the amounts payable by the Company at 31 December 2019.

(c) Market risk

The future results of the Company depend on the strength of the property markets in the UK. The directors believe that the projects selected for development have been done so with a view to minimising the impact of any global shock particularly as the UK property market remains buoyant from a global perspective.

(d) Capital management

The objective of managing capital is to safeguard the entity's ability to continue as a going concern and to provide a return on investment, together with a repayment of capital to its immediate parent.

The entity manages the capital structure and makes adjustments to it based upon the needs of the business by requesting additional capital injections from its immediate parent.

The entity has no externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

16. Share capital

Authorised

	31 December 2019 Number	31 December 2019 £	31 March 2019 Number	31 March 2019 £
Shares Ordinary shares of £1.00 each	100	100	100	100
	100	100	100	100
Issued and fully paid				
	31 December 2019 Number	31 December 2019 £	31 March 2019 Number	31 M arch 2019 £
Ordinary shares of £1.00 each				
At 31 March and 31 December	100	100	100	100

17. Reserves

Retained earnings

This reserve represents the accumulated profits and losses and is distributable.

18. Related party transactions

During the period, the Company received a share of profits of £277,363 (March 2019: £180,895) from an entity under joint control of this Company. At the period end, the balance due from the entity under joint control was £110,303 (March 2019: £52,940).

At the period end, the balance due from the Parent Company was £100 (March 2019: £100).

During the period, the Company paid a dividend of £150,000 (March 2019: £150,000) to the Parent Company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019

19. Controlling party

The Parent Company at the balance sheet date was Fiera Real Estate UK Limited. The accounts of this Company are consolidated within the accounts of Fiera Real Estate UK Limited and a copy of the consolidated accounts can be obtained from the Company's registered address Third Floor Queensberry House, 3 Old Burlington Street, London, United Kingdom, W1S 3AE.

The largest group in which results of the Company are consolidated is Fiera Capital Corporation, a company registered in Canada. A copy of the consolidated accounts of Fiera Capital Corporation are available from 1981 McGill College Avenue, Suite 1500 Montreal, Quebec, Canada H3A 0H5.

20. Effects of changes in accounting policy

During the year the Directors have reviewed the disclosure of the investment in the LLP and have determined that it is more appropriate to show it under investments rather than being shown as split between investments and amount due from LLP in debtors. As a result of this, the amount due from the LLP has been reclassified out of receivables and included within non-current assets. An adjustment has been made to the comparative figure in the Statement of Financial Position. The prior year adjustment has no impact on the net assets of the Company.