

Registered number: 10745504

TRITAX SYMMETRY (DARLINGTON) LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

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TRITAX SYMMETRY (DARLINGTON) LTD

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TRITAX SYMMETRY (DARLINGTON) LTD

COMPANY INFORMATION

Directors	Andrew Dickman Mark Shaw (resigned 7 January 2020) Bjorn Hobart Colin Godfrey Henry Franklin James Dunlop Petrina Austin Frankie Whitehead (appointed 4 January 2021)
Registered number	10745504
Registered office	Grange Park Court Roman Way Northampton NN4 5EA
Independent auditors	BDO LLP 55 Baker Street London W1U 7EU
Bankers	HSBC Bank Plc 130 New Street Birmingham West Midlands B2 4JU

TRITAX SYMMETRY (DARLINGTON) LTD

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

The directors present their report and the financial statements for the year ended 31 December 2020.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' 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 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 of the profit or loss of the company for that period.

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

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The principal activity of the company for the year was commercial property investment and development.

Results and dividends

The loss for the year, after taxation, amounted to £609,319 (2019 - profit £5,707,196).

Directors

The directors who served during the year, and to the date of approval of the financial statements, were:

Andrew Dickman
Mark Shaw (resigned 7 January 2020)
Bjorn Hobart
Colin Godfrey
Henry Franklin
James Dunlop
Petrina Austin
Frankie Whitehead (appointed 4 January 2021)

TRITAX SYMMETRY (DARLINGTON) LTD

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

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'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's auditors are aware of that information.

Auditors

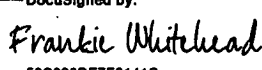
The auditors, BDO LLP will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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

29/9/21.

DocuSigned by:

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Frankie Whitehead
Director

TRITAX SYMMETRY (DARLINGTON) LTD

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRITAX SYMMETRY (DARLINGTON) LTD

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its 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.

We have audited the financial statements of Tritax Symmetry (Darlington) Ltd ("the Company") for the year ended 31 December 2020 which comprise the statement of income and retained earnings, the balance sheet, and notes to the financial statements, 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).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the company 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period 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 directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. 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.

TRITAX SYMMETRY (DARLINGTON) LTD

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRITAX SYMMETRY (DARLINGTON) LTD
(CONTINUED)**

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.

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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

TRITAX SYMMETRY (DARLINGTON) LTD

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRITAX SYMMETRY (DARLINGTON) LTD (CONTINUED)

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 financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience through discussion with the directors and other management (as required by auditing standards).
- We had regard to laws and regulations in areas that directly affect the financial statements including financial reporting (including related company legislation) and taxation legislation. We considered that extent of compliance with those laws and regulations as part of our procedures on the related financial statement items.
- With the exception of any known or possible non-compliance, and as required by auditing standards, our work in respect of these was limited to enquiry of the directors.
- We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.
- We addressed the risk of fraud through management override of controls, by 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 business rationale of any significant transactions that are unusual or outside the normal course of business.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

TRITAX SYMMETRY (DARLINGTON) LTD

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRITAX SYMMETRY (DARLINGTON) LTD
(CONTINUED)**

DocuSigned by:



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Christopher Young (Senior Statutory Auditor)

for and on behalf of

BDO LLP, Statutory Auditor

London, UK

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

29 September 2021

TRITAX SYMMETRY (DARLINGTON) LTD

**STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Note	Year ended 31 December 2020 £	Period from 1 February 2019 to 31 December 2019 £
Turnover		-	62,746,909
Cost of sales		(467,109)	(55,361,856)
Gross (loss)/profit		(467,109)	7,385,053
Administrative expenses		(40)	(78)
Operating (loss)/profit		(467,149)	7,384,975
Interest payable and expenses		(142,170)	(24,532)
(Loss)/profit before tax		(609,319)	7,360,443
Tax on (loss)/profit	5	-	(1,653,247)
(Loss)/profit after tax		(609,319)	5,707,196
Retained earnings at the beginning of the year		8,494,488	2,787,292
(Loss)/profit for the year		(609,319)	5,707,196
Retained earnings at the end of the year		7,885,169	8,494,488

All amounts included in the statement of income and retained earning relate to ongoing activities.

There are no items of comprehensive income other than the loss for the financial period.

The notes on pages 10 to 15 form part of these financial statements.

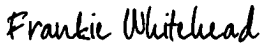
TRITAX SYMMETRY (DARLINGTON) LTD
REGISTERED NUMBER: 10745504

BALANCE SHEET
AS AT 31 DECEMBER 2020

	Note	2020 £	2019 £
Fixed assets			
Tangible assets	6	1,492,648	968,209
		<u>1,492,648</u>	<u>968,209</u>
Current assets			
Debtors: amounts falling due within one year	7	10,925,224	11,324,142
Cash at bank and in hand	8	11,384	403,554
		<u>10,936,608</u>	<u>11,727,696</u>
Creditors: amounts falling due within one year	9	(4,544,086)	(4,201,416)
Net current assets		<u>6,392,522</u>	<u>7,526,280</u>
Total assets less current liabilities		<u>7,885,170</u>	<u>8,494,489</u>
Net assets		<u><u>7,885,170</u></u>	<u><u>8,494,489</u></u>
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account		7,885,169	8,494,488
		<u><u>7,885,170</u></u>	<u><u>8,494,489</u></u>

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

DocuSigned by:

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Frankie Whitehead
 Director

Date: 29/9/2021

The notes on pages 10 to 15 form part of these financial statements.

TRITAX SYMMETRY (DARLINGTON) LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. General information

Tritax Symmetry (Darlington) Ltd is a private company limited by share capital, incorporated in England and Wales, registration number 10745504. The address of the registered office is Grange Park Court, Roman Way, Northampton, NN4 5EA.

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 financial statements are prepared in Sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1.

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

The following principal accounting policies have been applied:

2.2 Going concern

The directors recognise the economic and trading uncertainties resulting from the evolving coronavirus pandemic. Accordingly, the directors have considered a range of potential scenarios of escalating impact and duration and have prepared a series of cash flow forecasts over this period taking into account any expected delay in planning permission and construction over the coming months which could have a knock on impact at the company level. The availability of additional financing from their ultimate parent company, Tritax Big Box REIT, together with monthly cashflow forecasting, lead the directors to believe that they can continue to meet their obligations.

The company has received an undertaking from its parent that no intra-group amounts owed by the company will be called for repayment for a period of at least 12 months from the date of approval of these financial statements unless the company is in a position to make payments without adversely affecting its ability to continue to trade and settle any future obligations.

2.3 Turnover

Turnover comprises revenue recognised by the company in respect of sales of owned projects, development management fees and forward funding contracts exclusive of Value Added Tax and trade discounts.

Sale of owned projects at recognised upon the signing of an unconditional sales agreement.

Development management fees are recognised as services are provided, over the term of the project by reference to stage of completion.

Turnover from forward funding contracts is recognised as services are provided over the term of the contract, with a corresponding cost recognised within cost of sales.

TRITAX SYMMETRY (DARLINGTON) LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.4 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.

2.5 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current year or past reporting years using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.6 Land options

Land options are initially capitalised at cost and considered for any impairment indication annually. The impairment review includes consideration of the resale value of the option, likelihood of achieving planning consent and current recoverable value as determined by an independent valuer.

2.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Other financial assets including amounts due from group undertakings 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.

2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including amounts due to group undertakings, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9 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.

2.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments issues' of FRS 102 to all of its financial instruments.

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade creditors, amounts due to and from group undertakings and other debtors.

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 Statement of Income and Retained Earnings.

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

TRITAX SYMMETRY (DARLINGTON) LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.10 Financial Instruments (continued)

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 company 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.

Other financial liabilities:

Loan notes are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensure that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the company Balance Sheet.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

Subsequent costs associated with such secured development contracts to the extent that, at the time of expenditure, it is considered sufficiently probable that capitalised costs will be recovered through a successful conclusion to the contracts.

Land options

Land options are initially capitalised at cost and considered for any impairment indication annually. The impairment test is based on valuations determined by professional external valuers using recognised valuation techniques.

4. Auditor's remuneration

The auditor's remuneration fees will be borne by the parent entity.

TRITAX SYMMETRY (DARLINGTON) LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

5. Taxation

	Year ended 31 December 2020 £	Period from 1 February 2019 to 31 December 2019 £
Corporation tax		
Current tax arising on appropriation of assets to REIT	-	1,653,247
Total current tax	-	1,653,247

Factors affecting tax charge for the year/period

The tax assessed for the year/period is the same as (2019 - the same as) the standard rate of corporation tax in the UK of 19% (2019 - 19%) as set out below:

	Year ended 31 December 2020 £	Period from 1 February 2019 to 31 December 2019 £
(Loss)/profit on ordinary activities before tax	(609,319)	7,360,443
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(115,771)	1,398,484
Effects of:		
Non-tax deductible group loan interest	-	4,661
Tax arising on appropriation of assets to REIT	-	1,653,247
Group relief surrendered/(claimed)	115,771	(1,403,145)
Total tax charge for the year/period	-	1,653,247

On 19th February 2019, Tritax Big Box REIT PLC announced that it had completed an acquisition of 87% of the equity of db symmetry (Group) Ltd, the company's intermediate parent. Following the acquisition the company's property assets were appropriated by the REIT giving rise to an appropriation tax charge in the prior period.

This created a timing difference which is considered a permanent difference based on no future tax being paid in the REIT regime and as such should not be recognised as a deferred tax asset.

TRITAX SYMMETRY (DARLINGTON) LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

5. Taxation (continued)**Factors that may affect future tax charges**

The Finance (No.2) Act 2015 was enacted on 18 November 2015, which introduced a reduction in the headline rate of corporation tax from 20% to 19% from 1 April 2017. The Finance Act 2020 set the main rate of Corporation Tax for all non-ring fence profits to 19% for financial years 2021 and 2022 and 25% for financial year 2023.

It is anticipated that future profits generated from the appropriated property assets will be exempt from UK corporation tax under UK REIT regulations. Current tax is expected on any profit not relating to the property rental business.

6. Land options

	Land options £
Cost or valuation	
At 1 January 2020	968,209
Additions	524,439
At 31 December 2020	<u>1,492,648</u>

7. Debtors

	2020 £	2019 £
Amounts owed by group undertakings	9,445,246	9,901,402
Other debtors	179,934	122,696
Prepayments and accrued income	1,300,044	1,300,044
	<u>10,925,224</u>	<u>11,324,142</u>

Amount owed by group undertakings are repayable on demand. All other debtor balances are due within one year of the reporting date.

8. Cash and cash equivalents

	2020 £	2019 £
Cash at bank and in hand	<u>11,384</u>	<u>403,554</u>

TRITAX SYMMETRY (DARLINGTON) LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

9. Creditors: amounts falling due within one year

	2020 £	2019 £
Trade creditors	16,363	16,664
Amounts owed to group undertakings	3,023,045	1,805,900
Corporation tax	-	694,355
Other creditors	1,226,418	1,300,293
Accruals and deferred income	278,260	384,204
	<u>4,544,086</u>	<u>4,201,416</u>

At 31 December 2020, included in amounts owed to group undertakings, was £1,946,218 (2019: £983,456) of shareholder loans accruing interest at 10% p.a. This balance was secured by way of a fixed and floating charge over the company's assets and is repayable on demand.

10. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
1 (2019 - 1) Ordinary share of £1.00	<u>1</u>	<u>1</u>

11. Capital commitments

The company had no capital commitments as at 31 December 2019 and 31 December 2020.

12. Controlling party

The company's immediate parent undertaking is db symmetry Limited, registered and incorporated in the United Kingdom.

db symmetry Limited is the parent of the smallest group of which the company is a member and for which group financial statements are prepared.

Tritax Big Box REIT Plc was the parent of the largest group of which the company was a member and for which group financial statements are prepared.