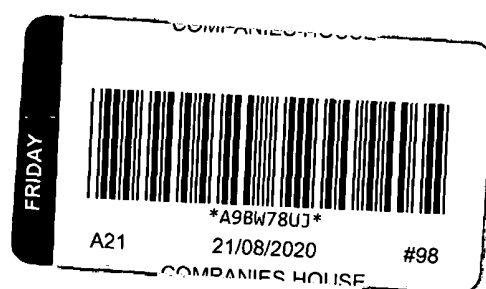


TH PROPCO NI LIMITED
DIRECTORS' REPORT AND
UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
31 DECEMBER 2019



TH PROPCO NI LIMITED

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TH PROPCO NI LIMITED

COMPANY INFORMATION

Directors T B Goodall
 M B Lightbound
 D J G Partridge
 K Wong

Company secretary D Scudder

Registered number 11645004

Registered office 4 Stable Street
 London
 N1C 4AB

TH PROPCO NI LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2019

The directors present their report and the unaudited financial statements of TH Propco NI Limited ('the company') for the period ended 31 December 2019. The current period represents the long period of account from incorporation on 26 October 2018 to 31 December 2019.

Principal activity

The company is a wholly owned subsidiary of TH Holdco NI Limited. The company's principal activity is to develop the North Island site at Tottenham Hale.

Results and dividends

The results for the period are set out on page 3.

No ordinary dividends were paid in the current period. The directors do not recommend payment of a final dividend.

Directors

The directors who were appointed on incorporation and served during the period were:

T B Goodall
M B Lightbound
D J G Partridge
K Wong

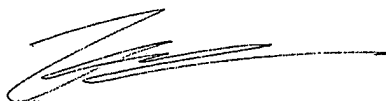
Audit

For the financial period ended 31 December 2019, the company was entitled to exemption from audit under section 477 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.

On behalf of the board:



T B Goodall
Director

Date: 1 July 2020

TH PROPCO NI LIMITED

**STATEMENT OF COMPREHENSIVE INCOME (INCLUDING THE PROFIT AND LOSS ACCOUNT)
FOR THE PERIOD ENDED 31 DECEMBER 2019**

		Period from 26 October 2018 to 31 December 2019 £
	Note	
Administrative expenses		(7,622)
Loss before tax		(7,622)
Tax on loss	3	-
Loss and total comprehensive income for the financial period		(7,622)

The statement of comprehensive income (including the profit and loss account) has been prepared on the basis that all operations are continuing operations.

The notes on pages 6 to 12 form part of these financial statements.

TH PROPCO NI LIMITED

BALANCE SHEET
AS AT 31 DECEMBER 2019

	Note	2019 £
Current assets		
Inventory	5	5,014,077
Debtors	6	44,297
		<u>5,058,374</u>
Creditors: amounts falling due within one year	7	(5,065,995)
		<u>(7,621)</u>
Net liabilities		<u>(7,621)</u>
Capital and reserves		
Called up share capital	8	1
Profit and loss account		(7,622)
		<u>(7,621)</u>

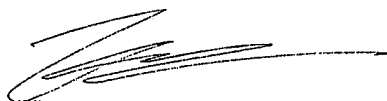
The members have not required the company to obtain an audit for the period in question in accordance with section 476 of the Companies Act 2006.

The company was entitled to exemption from audit under section 477 of the 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 preparation of financial statements.

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

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



T B Goodall
Director

Date: 1 July 2020

The notes on pages 6 to 12 form part of these financial statements.

TH PROPCO NI LIMITED

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

	Share capital	Profit and loss account	Total
	£	£	£
Shares issued during the period	1	-	1
Loss and total comprehensive income for the financial period	-	(7,622)	(7,622)
Balance at 31 December 2019	1	(7,622)	(7,621)

The notes on pages 6 to 12 form part of these financial statements.

TH PROPCO NI LIMITED

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

1. Company information

TH Propco NI Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4 Stable Street, London, N1C 4AB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost basis, in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') and in accordance with applicable accounting standards.

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 £.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share Based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details of indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;

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

2. Accounting policies (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions (continued)

- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to share based payments, financial instruments, capital management, presentation of a cash flow statement, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, business combinations, discontinued operations and related party transactions.

Where required, equivalent disclosures are given in the group financial statements of Argent Related Limited Partnership. The group financial statements of Argent Related Limited Partnership are not publicly available but can be obtained as set out in note 10.

2.3 Exemption from preparing consolidated statements

The company and the group headed by it qualify as small as set out in Section 383 of the Companies Act 2006 and therefore are exempt from the requirement to prepare consolidated financial statements. These financial statements present information about the company as a single entity.

2.4 Going concern

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate. Given the available sources of external financing now secured (see note 9 of these financial statements), combined with the ongoing equity support provided by Argent Related Limited Partnership, the ultimate controlling party, the directors consider that the company has adequate resources to continue in existence for the foreseeable future and finance all current committed liabilities and future operating expenditure. The directors therefore consider it is appropriate to prepare these financial statements on a going concern basis.

2.5 Government grants

The company has received grants from the government to fund infrastructure costs comprising station realignments works and site enabling works.

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the company will comply with all attached conditions in accordance with IAS 20.

Government grants are not recognised until there is reasonable assurance that the company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the company should purchase, construct or otherwise acquire assets are presented in the balance sheet by deducting the grant in arriving at the carrying amount of the asset.

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

2. Accounting policies (continued)

2.6 Finance costs

All finance costs incurred in relation to the construction of properties which meet the criteria of a 'qualifying asset' per IAS 23 'Borrowing Costs' are capitalised as part of the cost of the property within inventory or investment property.

2.7 Fixed asset investments

The company has recognised its investments in subsidiary undertakings in accordance with IAS 27 Separate Financial Statements, at cost.

2.8 Inventory

Inventory is shown at the lower of cost and net realisable value in accordance with IAS 2. Costs include interest and other finance costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and those necessary to make the sale.

2.9 Financial assets

Financial assets are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are initially measured at fair value plus transaction costs, other than those classified as fair value through profit and loss ('FVTPL'), which are measured at fair value.

Loans and receivables

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each year end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

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

2. Accounting policies (continued)

2.10 Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

2.11 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2.12 Taxation

Current tax

The tax currently payable is based on the taxable profit for the period. Taxable profit differs from the net profit reported in the statement of comprehensive income (including the profit and loss account) because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the period end date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each period end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged and credited in the statement of comprehensive income (including the profit and loss account), except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to tax levied by the same tax authority.

TH PROPCO NI LIMITED

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

3. Tax on loss

Factors affecting tax charge for the period

The tax assessed for the period is based on the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Period from 26 October 2018 to 31 December 2019 £
Loss before tax	(7,622)
Loss multiplied by standard rate of corporation tax in the UK of 19%	(1,448)
Effects of:	
Unutilised tax losses carried forward	1,448
Total tax charge for the period	-

Factors that may affect future tax charges

At the period end, the company has a deferred tax asset amounting to £1,296 in respect of tax losses carried forward amounting to £7,622 which has not been recognised due to uncertainty regarding the timing of recoverability of those losses.

4. Fixed asset investments

The company has a wholly owned subsidiary, TH NI Manco Limited, which is a company limited by guarantee. TH NI Manco Limited is incorporated in the United Kingdom, its registered address is: 4 Stable Street, London N1C 4AB and it provides property management services on the North Island development.

TH PROPCO NI LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2019****5. Inventory**

	2019 £
At beginning of period	-
Additions	6,425,794
Government grants	(1,411,717)
At end of period	5,014,077

Inventory comprises costs capitalised in respect of the North Island development at Tottenham Hale.

Inventory is held at the lower of cost and net realisable value.

6. Debtors

	2019 £
VAT recoverable	44,297

7. Creditors: amounts falling due within one year

	2019 £
Trade creditors	16,168
Amounts due to AR TH Subco Limited	4,229,882
Amounts owed to TH DM North Island Limited	70,422
Accruals and deferred income	749,523
	5,065,995

The amounts owed to AR TH Subco Limited and TH DM North Island Limited are payable on demand and non-interest bearing.

8. Share capital

	2019 £
Allotted, called up and fully paid	
1 ordinary share of £1.00	1

TH PROPCO NI LIMITED

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

9. Subsequent events

On 31 December 2019, TH Propco NI Limited and two fellow wholly owned subsidiaries of Argent Related Limited Partnership, TH Propco ARE Limited and TH Propco ARW Limited, entered into a funding agreement for a £100,000,000 facility to finance the development of residential units for sale at Tottenham Hale. The loan facility was undrawn on 31 December 2019, and the first draw has been received post year end.

There have been no other significant subsequent events following the reporting date up to the date of signing these financial statements.

10. Controlling party

The company is a wholly owned subsidiary of TH Holdco NI Limited. Argent Related Limited Partnership (acting by its general partner, Argent Related (General Partner) LLP, is the ultimate parent undertaking and ultimate controlling party of TH Propco NI Limited.

The largest group in which the results of the company are consolidated is that headed by Argent Related Limited Partnership, registered office 4 Stable Street, London, N1C 4AB. The consolidated financial statements of this group may be obtained from 4 Stable Street, London, N1C 4AB.