

UPP (Exeter) Limited

Annual Report and Financial Statements

Year Ended

31 August 2023

Company Number 06885967

UPP (Exeter) Limited

Company Information

Directors	M C Bamford S A Boorne M J Burton
Registered number	06885967
Registered office	First Floor 12 Arthur Street London EC4R 9AB
Independent auditor	KPMG LLP Chartered Accountants and Statutory Auditor 15 Canada Square London E14 5GL

UPP (Exeter) Limited

Contents

	Page
Strategic Report	1 - 3
Directors' Report	4 - 6
Independent Auditor's Report	7 - 10
Profit and Loss Account	11
Statement of Comprehensive Income	12
Balance Sheet	13
Statement of Changes in Equity	14
Notes to the Financial Statements	15 - 28

UPP (Exeter) Limited

Strategic Report For the Year Ended 31 August 2023

Business review

The Company's principal activity is the development, funding, construction and operation of student accommodation under the University Property Partnerships (UPP), in partnership with the University of Exeter.

The project comprises the estate transfer of 621 rooms and the new build of a further 1,948 rooms on the University of Exeter main campus.

The principal activities of the Company during the year continued to be the operation of student accommodation.

The level of business, achieving budgeted occupancy, and the year-end financial position were in accordance with the directors' expectations. The directors anticipate that the future level of activity will be in accordance with their expectations and consider that the project will yield returns in line with current forecasts.

The UK Higher Education (HE) sector continues to maintain its reputation as a leading global destination for students. Applicant data published by UCAS following the 30 June 2023 main scheme deadline identifies that 667,650 applicants were seeking a university place for the academic year 2023/24. This was a decrease of 16,000 applicants year on year but is 29,620 applicants higher than the pre-pandemic year of 2019/20. In terms of the key demand cohort for the Company's accommodation (i.e. first year undergraduates), the overall application rate for UK 18-year-olds reached 42.1% which is lower than last year but 3.2% higher than the pre-pandemic level of 38.9% in 2019/20.

Whilst applications from EU students continue to fall with a 3% decline, demand from outside the EU has more than compensated for this, increasing by 4% or the equivalent of 3,930 extra applicants with just over 138,050 international students having applied by the main scheme deadline. The UCAS figures do not include postgraduate students and this cohort has seen a considerable rise with a 15% rise in 2021/22 alone to 538,375 which is nearly 70,000 additional postgraduate students and there has been a 66% rise since 2016/17 which is an increase of over 210,000 postgraduate students.

There continues to be an existing structural under-supply of purpose built student accommodation as developers fail to keep pace with rising student enrolment. CBRE, the world's largest commercial real estate services business, has stated that unmet demand for student accommodation is set to increase by more than 350,000 by 2035 due to the projected increase in students, the slowdown in Purpose Built Student Accommodation (PBSA) development, and a reduction in the number of rooms supplied in House in Multiple Occupation (HMOs), with Zoopla having identified a 20-40% reduction in the availability of homes to rent in most UK regions compared to the year prior to the pandemic. On this basis, the overall demand outlook appears positive especially given that the Office for National Statistics is projecting an increase of 180,000 18 year olds in the population between 2020 and 2030.

As detailed in the Principal risks and uncertainties section, the Board continues to closely monitor demand and inflation risk and its impact on the Company.

UPP (Exeter) Limited

Strategic Report (continued) For the Year Ended 31 August 2023

Principal risks and uncertainties

Financial risk management objectives and policies

The Company uses various financial instruments including loans, RPI swaps, cash and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the Company's operations. All of the Company's financial instruments are of Sterling denomination and the group does not trade in financial instruments or derivatives.

The existence of these financial instruments exposes the Company to a number of financial risks, which are described in more detail below. The directors review and agree policies for managing each of these risks and they are summarised below.

Inflation risk

The Company funds its financing activities through the provision of student accommodation and rental income received on this accommodation. Growth in rental income is linked to the movement in RPI and the Company manages the exposure to this index through inflation-linked debt. The Company is monitoring the current inflationary environment very closely, especially the impact on its cost base. The contractual mechanisms relating to rental income increases and the controllable nature of most costs provide means of managing this risk.

Interest rate risk

The Company finances its operations through a mixture of retained profits and related party borrowings.

Through the use of the fixed rate tranche of the on-loan, the Company has mitigated its negative exposure to interest rate fluctuations on that portion of its borrowings. The index-linked tranche of the on-loan has a nominal fixed rate that is linked to RPI.

Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and debt servicing and to invest cash assets safely and profitably. The Company's facility agreements require adequately funded reserve accounts which provide further mitigation against liquidity risk.

The maturity of borrowings is set out in note 15 to the financial statements.

Demand risk

The Company is subject to revenue risk arising from potential occupancy voids where no nomination is in place and counterparty credit risk where a nomination is in place from the university partner. While the Company operates with the benefit of various contractual rights that support high levels of occupancy, the supply of purpose built student accommodation is increasing providing increased competition focused on price, quality and location.

Portfolio risk

The assets of the Company are in the student market and reduced student numbers could impact upon financial performance. The Company seeks to mitigate this risk by building excellent long term relationships with its university partner and ensuring up to date in-depth market analysis is completed each year to enable the Company to review its strategic position.

UPP (Exeter) Limited

Strategic Report (continued) For the Year Ended 31 August 2023

Key performance indicators

The following are considered by the directors to be indicators of performance of the Company that are not necessarily evident from the financial statements but provide insight into the quality of underlying cash flows for the borrowers.

	2022/23	2021/22
Average applications : Acceptance ratio	7.3:1	5.3:1
Average core demand pool (no. of students)	23,985	22,270

The indicators above are directly related to performance of the university partner of the Company and any changes in these statistics may potentially affect the performance of the Company and in turn, the economic viability of this Company.

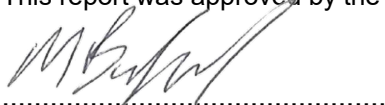
The directors also monitor the occupancy levels of the student accommodation facilities.

	2022/23	2021/22
Average occupancy across the facilities	100.0%	100.0%

The target occupancy level is 98-99%, as such the directors are satisfied that occupancy levels are within tolerable limits for the recovery of credit extended to the Company. In addition, the Company met its on-loan obligations in the period.

The Company has to adhere to financial covenants on the associated senior debt financial instruments, such as debt service cover ratio. All of the financial covenants have been met during the financial year.

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



.....
M C Bamford
Director

Date: 12 December 2023

UPP (Exeter) Limited

Directors' Report For the Year Ended 31 August 2023

The directors present their report and the financial statements for the year ended 31 August 2023.

Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Strategic Report, 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, they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 and then apply them consistently;
- make judgements 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- 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.

Going concern

The financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons.

In preparing these financial statements, the directors have considered the impact of the current inflationary environment on the ability of the Company to continue as a going concern by preparing a cash flow forecast through to 31 August 2025, modelling a severe but plausible downside scenario that demonstrates that the Company is expected to have sufficient funds to meet its obligations as they fall due over the period of at least 12 months from the date of approval of the financial statements.

A key feature of the Company's contractual arrangements with the universities, is that university counterparty bears the risk of in-year rental income collection once students have been contracted for the rooms. In addition, there are contractual mechanisms in place that allow for rental uplifts as a result of inflation.

UPP (Exeter) Limited

Directors' Report (continued) For the Year Ended 31 August 2023

Going concern (continued)

For the 2023/24 academic year, the Company has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Company's university counterparties will meet their payment obligations as they fall due, even in the severe but plausible downside scenario and, as a result, the risk around revenues leading to non-compliance with financial covenants for the 2023/24 year remains low. The directors consider the Company's costs to be reasonably controllable and, whilst there are likely to be increased costs arising from inflationary pressures and geopolitical issues, these are likely to be offset by cost savings elsewhere and are not sufficient to threaten the viability of the business.

The directors believe that the fundamentals of the student accommodation market remain supportive of the long-term success of the business.

On this basis, the directors are confident that the Company will have sufficient funds to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

Results and dividends

The loss for the year, after taxation, amounted to £11,003k (2022 - £3,355k).

The directors do not propose the payment of a dividend (2022 - £Nil).

Directors

The directors who served during the year were:

M C Bamford (appointed 3 October 2022)
S A Boorne
M J Burton
J J Wakeford (resigned 1 March 2023)

Future developments

Occupancy for the 2023/24 financial year has been secured at 100% which has exceeded the directors' expectations.

Financial risk management objectives and policies

The Company's financial risk management objectives and policies are considered to be of strategic significance and are therefore detailed in the Strategic Report on page 1.

Qualifying third party indemnity provisions

During the year and up to the date of this report, the Company maintained liability insurance and third-party indemnification provisions for its directors, under which the Company has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities of the Company.

UPP (Exeter) Limited

Directors' Report (continued) For the Year Ended 31 August 2023

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditor

The auditor, KPMG LLP, will be proposed for reappointment as auditor of the Company in accordance with section 487 of the Companies Act 2006.

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


.....

M C Bamford
Director

Date: 12 December 2023

UPP (Exeter) Limited

Independent Auditor's Report to the Members of UPP (Exeter) Limited

Opinion

We have audited the financial statements of UPP (Exeter) Limited ("the Company") for the year ended 31 August 2023 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

UPP (Exeter) Limited

Independent Auditor's Report to the Members of UPP (Exeter) Limited (continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of the directors and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud;
- Reading Board minutes;
- Considering remuneration incentive schemes and performance targets for management; and
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as valuation of service concession arrangements.

On this audit we do not believe there is a fraud risk related to revenue recognition because the Company's income primarily arises from contracts with universities with fixed periodic payments, and revenue is recognised over time but which is non-judgemental, straight forward and limited opportunity for manipulation.

We did not identify any additional fraud risks.

We performed procedures including:

- identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management and journal entries made to unrelated accounts; and
- assessing significant accounting estimates for bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards) and from inspection of the Company's regulatory and legal correspondence and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits and taxation legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

UPP (Exeter) Limited

Independent Auditor's Report to the Members of UPP (Exeter) Limited (continued)

Fraud and breaches of laws and regulations – ability to detect (continued)

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations (continued)

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: property laws and building legislation, health and safety, employment laws, anti-bribery, other worker laws, recognising the nature of the Company's activities.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws or regulation.

Strategic Report and Directors' Report

The directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

UPP (Exeter) Limited

Independent Auditor's Report to the Members of UPP (Exeter) Limited (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Craig Steven-Jennings (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

Date: 12 December 2023

UPP (Exeter) Limited

Profit and Loss Account For the Year Ended 31 August 2023

	Note	2023 £000	2022 £000
Turnover	4	16,875	15,919
Cost of sales		(5,165)	(4,256)
Gross profit		11,710	11,663
Administrative expenses		(2,528)	(3,320)
Operating profit	5	9,182	8,343
Interest receivable and similar income	8	357	57
Interest payable and similar expenses	9	(20,542)	(11,755)
Loss before tax		(11,003)	(3,355)
Tax on loss	10	-	-
Loss for the financial year		(11,003)	(3,355)

The notes on pages 15 to 28 form part of these financial statements.

The above results all relate to continuing operations.

UPP (Exeter) Limited

Statement of Comprehensive Income For the Year Ended 31 August 2023

	Note	2023 £000	2022 £000
Loss for the financial year		(11,003)	(3,355)
Other comprehensive income, net of related tax effects			
Revaluation of tangible fixed assets	11	1,067	14,881
Other comprehensive income for the year		1,067	14,881
Total comprehensive (loss)/income for the year		(9,936)	11,526

The notes on pages 15 to 28 form part of these financial statements.

UPP (Exeter) Limited

Registered number: 06885967

Balance Sheet As at 31 August 2023

	Note	2023 £000	2022 £000
Fixed assets			
Tangible fixed assets	11	150,200	150,200
Current assets			
Debtors	12	23,255	20,407
Creditors: amounts falling due within one year	13	(8,146)	(8,053)
Net current assets		<u>15,109</u>	<u>12,354</u>
Total assets less current liabilities		<u>165,309</u>	<u>162,554</u>
Creditors: amounts falling due after more than one year	14	(143,704)	(131,013)
Net assets		<u><u>21,605</u></u>	<u><u>31,541</u></u>
Capital and reserves			
Called up share capital	17	650	650
Revaluation reserve	18	42,530	41,763
Profit and loss account	18	(21,575)	(10,872)
		<u><u>21,605</u></u>	<u><u>31,541</u></u>

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



.....
M C Bamford
Director

Date: 12 December 2023

The notes on pages 15 to 28 form part of these financial statements.

UPP (Exeter) Limited

Statement of Changes in Equity For the Year Ended 31 August 2023

	Called up share capital	Revaluation reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 September 2022	650	41,763	(10,872)	31,541
Loss for the year	-	-	(11,003)	(11,003)
Transfer from revaluation reserve	-	-	300	300
Surplus on revaluation of tangible fixed assets	-	1,067	-	1,067
Transfer to profit and loss account	-	(300)	-	(300)
At 31 August 2023	650	42,530	(21,575)	21,605

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to profit or loss as a movement on reserves. The transfer for 2023 was £300k.

Statement of Changes in Equity For the Year Ended 31 August 2022

	Called up share capital	Revaluation reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 September 2021	650	27,059	(7,694)	20,015
Loss for the year	-	-	(3,355)	(3,355)
Transfer from revaluation reserve	-	-	177	177
Surplus on revaluation of tangible fixed assets	-	14,881	-	14,881
Transfer to profit and loss account	-	(177)	-	(177)
At 31 August 2022	650	41,763	(10,872)	31,541

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to profit or loss as a movement on reserves. The transfer for 2022 was £177k.

The notes on pages 15 to 28 form part of these financial statements.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

1. General information

UPP (Exeter) Limited is a private company limited by shares incorporated in England. The Company number is 06885967. The registered office is First Floor, 12 Arthur Street, London, EC4R 9AB.

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 Company has chosen to apply transitional relief under Section 35.10 (i) Service concession arrangements – Accounting By Operators, and as a result its tangible fixed assets which meet the definition of service concession arrangements under Section 34 but where the contract was entered into before the date of transition, will continue to be accounted for using the same accounting policies being applied at the date of transition to FRS 102.

The financial statements are presented in Sterling (£), which is the Company's functional currency, rounded to the nearest thousand.

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 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of UPP Bond 1 Holdings Limited as at 31 August 2023 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

2. Accounting policies (continued)

2.3 Going concern

The financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons.

In preparing these financial statements, the directors have considered the impact of the current inflationary environment on the ability of the Company to continue as a going concern by preparing a cash flow forecast through to 31 August 2025, modelling a severe but plausible downside scenario that demonstrates that the Company is expected to have sufficient funds to meet its obligations as they fall due over the period of at least 12 months from the date of approval of the financial statements.

A key feature of the Company's contractual arrangements with the universities, is that university counterparty bears the risk of in-year rental income collection once students have been contracted for the rooms. In addition, there are contractual mechanisms in place that allow for rental uplifts as a result of inflation.

For the 2023/24 academic year, the Company has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Company's university counterparties will meet their payment obligations as they fall due, even in the severe but plausible downside scenario and, as a result, the risk around revenues leading to non-compliance with financial covenants for the 2023/24 year remains low. The directors consider the Company's costs to be reasonably controllable and, whilst there are likely to be increased costs arising from inflationary pressures and geopolitical issues, these are likely to be offset by cost savings elsewhere and are not sufficient to threaten the viability of the business.

The directors believe that the fundamentals of the student accommodation market remain supportive of the long-term success of the business.

On this basis, the directors are confident that the Company will have sufficient funds to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

2.4 Turnover

Rent receivable is recognised on a straight line basis of the amount receivable in respect of the rental period. Amounts received in advance are included within deferred income.

2.5 Interest receivable

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

2.6 Interest payable

Interest payable is 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.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

2. Accounting policies (continued)

2.7 Borrowing costs

Borrowing costs directly attributable to the acquisition and construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.8 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.9 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax is calculated on a non-discounted basis using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference. Group relief is only accounted for to the extent that a formal policy is in place at the reporting period end. Where no policy is in place, current and deferred tax is measured before benefits which may arise from a formal group relief policy.

2.10 Related party transactions

The Company is a wholly owned subsidiary of UPP Group Holdings Limited and as such the Company has taken advantage of the terms of FRS 102.33.1A not to disclose related party transactions which are eliminated on consolidation.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

2. Accounting policies (continued)

2.11 Tangible fixed assets

Tangible fixed assets are stated at valuation, net of depreciation and any provision for impairment. Depreciation is calculated so as to write off the cost of the tangible fixed assets, less any residual value, over the expected useful economic lives of the assets concerned once construction is complete. The principal rates of depreciation used for this purpose are:

Assets for use in operating leases - annuity method over the term of the lease.

The economic benefit of the principal assets for use in operating leases is the return on assets invested into the financing arrangement with the relevant university. The annuity method takes into account the cost of capital notionally invested in the principal asset. Notional interest calculated using the relevant group's actual weighted cost of capital and depreciation combined will give an approximately constant charge to revenue.

The Company has adopted a policy to revalue the principal asset every five years with an interim valuation performed in year three of the cycle and in other years if there is evidence that the value has changed significantly. The movement in fair value is recognised in other comprehensive income and accumulated in equity in a revaluation reserve, except that a deficit which is in excess of any previously recognised surplus over depreciated cost relating to the same property, or the reversal of such a deficit, is charged to profit or loss. A deficit which represents a clear consumption of economic benefits is charged to the Profit and Loss Account regardless of any such previous surplus.

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to Profit and Loss Account as a movement on reserves.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

2.12 Debtors

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

Impairment is determined by making an estimate of the likely recoverable value of debtors by considering factors such as the credit rating, the aging profile and the historic experience of the respective debtor.

2.13 Interest bearing borrowings

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

2. Accounting policies (continued)

2.14 Creditors

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

2.15 Debt issue costs

The debt issue costs incurred have been offset against the related debt and will be charged to finance costs at a constant rate on the carrying value of the debt. If it becomes clear that the related debt will be redeemed early then the charge to finance costs will be accelerated. Where there is an early repayment clause within the debt instrument, costs incurred are amortised to profit or loss to the earliest opportunity the debt could be repaid.

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

The preparation of financial statements requires management to exercise judgement in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses. However, the nature of estimation means that actual outcomes could differ from those estimates.

Estimates and assumptions are reviewed on an on-going basis with revisions recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving the most sensitive estimates and assumptions that are significant to the financial statements are set out below:

Revaluation of the principal assets (note 11)

The Company has adopted a policy to revalue the principal assets every five years with an interim valuation performed in year three of the cycle and in other years if there is evidence that the value has changed significantly. The Company engages independent valuation specialists to determine the fair value of the assets every five years, with a directors' valuation performed at any other interim period. The valuation technique employed by both the independent valuers and directors is based on a discounted cash flow model as there is a lack of comparable market data due to the specific nature of the property assets. The determined fair value of the principal assets is most sensitive to the estimated rental growth, discount rate, as well as the long term occupancy rates. The key assumptions used to determine the principal assets are further explained in note 11.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

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

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Presentation of the principal asset (note 11)

Rent receivable is generated from the Company's interests in university accommodation. These interests fall within the scope of Section 34 of FRS 102, however, due to the transitional relief adopted in relation to service concession arrangements, the Company continues to account for all its principal assets applying the policies under the extant UK GAAP, FRS 5 (Application Note F).

Each year the Company applies judgement in assessing the status of these interests, in accordance with the provisions of FRS 5 (Application Note F), assessing the balance of the significant risks and rewards of ownership of the asset. The appropriate balance sheet treatment of these interests is to treat the asset as a finance receivable asset where the Company does not have the majority of significant risks and rewards. Where it does, the asset is treated as a tangible fixed asset.

The directors consider the balance of the risks and rewards lies with the Company due to the Company taking the key demand risk and therefore the assets are treated as tangible fixed asset.

Classification of index-linked financial instruments (note 15)

The Company's index-linked senior secured notes are fully amortising with both principal repayments and real interest adjusted semi-annually by the change in the RPI index. Management have concluded that despite both principal and interest being linked to RPI, these links are not leveraged and because both principal and interest repayment obligations change in the same proportion and therefore the conditions in paragraphs 11.9(a) and (aA) of FRS 102 are met and the Company's index linked financial instruments are classified as basic and carried at amortised cost.

4. Turnover

Turnover represents income, on the basis of accounting policy 2.4, excluding VAT, attributed to the provision of student accommodation.

	2023 £000	2022 £000
Provision of student accommodation	16,875	15,919

All turnover arose within the United Kingdom.

5. Operating profit

The operating profit is stated after charging:

	2023 £000	2022 £000
Depreciation of tangible fixed assets	1,067	881

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

6. Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditor:

	2023 £000	2022 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	18	17

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the consolidated accounts of the parent Company.

7. Employees

Staff costs were as follows:

	2023 £000	2022 £000
Wages and salaries	1,211	1,145
Social security costs	100	86
Cost of defined contribution scheme	65	50
	<u>1,376</u>	<u>1,281</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2023 No.	2022 No.
Site managers	7	7
Administration, maintenance and cleaning	46	51
	<u>53</u>	<u>58</u>

Key management personnel

The Company does not remunerate its directors directly. The directors provide services to a group of over 50 UK companies and therefore the amount of remuneration for the directors' qualifying services is inconsequential and so has not been disclosed.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

8. Interest receivable and similar income

	2023 £000	2022 £000
Interest receivable from group companies	357	57

9. Interest payable and similar expenses

	2023 £000	2022 £000
Index-linked interest due to group undertaking	20,542	11,755

Index-linked interest is payable to UPP Bond Issuer plc, included within this amount is £18,932k (2022 - £10,266k) that relates to the index-linked uplift on the outstanding loan.

10. Taxation

There is no current or deferred tax charge in the current or prior year.

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2022 - higher than) the standard rate of corporation tax in the UK of 21.50% (2022 - 19.00%). The differences are explained below:

	2023 £000	2022 £000
Loss on ordinary activities before tax	(11,003)	(3,355)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.50% (2022 - 19.00%)	(2,366)	(637)
Effects of:		
Non-taxable income	-	(7)
Brought forward losses utilised in the year	(77)	(4)
Exempt property rental profits in the year	2,443	648
Total tax charge for the year	-	-

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

10. Taxation (continued)

Factors that may affect future tax charges for the year

UPP REIT Holdings Limited is a Real Estate Investment Trust ("REIT"). As a result, the Company no longer pays UK corporation tax on profits and gains from qualifying property rental business providing it meets certain conditions. Non-qualifying profits and gains continue to be subject to UK corporation tax as normal.

On 3 March 2021, it was announced that the UK corporation tax rate increased to 25% from 1 April 2023, which was enacted in May 2021. The effect of this change in the rate of UK corporation tax increased the deferred tax asset not recognised by £2,089k. A deferred tax asset of £10,410k (2022 - £10,494k) in respect of available tax losses has not been recognised at 31 August 2023.

11. Tangible fixed assets

	Assets for use in operating leases £000
Valuation	
At 1 September 2022	150,200
At 31 August 2023	150,200
Depreciation	
Charge for the year	1,067
On revalued assets	(1,067)
At 31 August 2023	-
Net book value	
At 31 August 2023	150,200
At 31 August 2022	150,200

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

11. Tangible fixed assets (continued)

Fixed assets include borrowing costs up to the date of completion of £4,654k (2022 - £4,654k) which have been capitalised at 100%.

Under the terms of the debenture, the finance provider, UPP Bond 1 Issuer plc, has security by way of a first legal mortgage over all estates or interests in the leasehold properties and buildings and fixtures on those properties, as well as security over all other assets of the group by way of fixed and floating charges.

Assets used in operating leases were independently valued by Jones Lang LaSalle Limited ("JLL"), Chartered Surveyors, on an existing use basis at 31 August 2022. JLL have confirmed that the value as at that date was £150,200k.

A Directors' valuation has been undertaken during the year ended 31 August 2023. The fair value of the asset did not differ significantly from the previous valuation and therefore no changes were made.

The critical assumptions made in relation to the valuation are set out below:

	2023
Discount rates	7.9%
Occupancy rates	99%
Long term annual rental growth	3%

Book value or valuation at 31 August 2023 is as follows:

	Assets for use in operating leases £000
At cost	111,868
At valuation:	
Revaluation as at 31 August 2023	38,332
	150,200

If the assets used in operating leases had not been included at valuation they would have been included under the historical cost convention as follows:

	2023 £000	2022 £000
Cost	111,868	111,868
Accumulated depreciation	(6,701)	(5,634)
Net book value	105,167	106,234

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

12. Debtors

	2023 £000	2022 £000
Trade debtors	65	153
Amounts owed by group undertakings	23,178	20,229
Prepayments and accrued income	12	25
	<u>23,255</u>	<u>20,407</u>

Included within amounts owed by group undertaking is a balance owed from UPP Bond 1 Issuer plc of £2,913k (2022 - £2,556k) which is to fund a debt service reserve account that is sized to be adequate to cover the next six months of service costs of both tranches of the senior secured notes. This amount is reviewed every six months and increased or decreased accordingly. Interest receivable on these loans is calculated using the effective interest rate method which is different to the actual cash interest received at the rate the Company earns interest on the cash balances it holds.

The remaining amount owed by group undertakings is an amount owed by UPP Bond 1 Limited which is interest free and repayable on demand.

13. Creditors: amounts falling due within one year

	2023 £000	2022 £000
Secured index-linked on loan (see note 15)	6,288	6,239
Trade creditors	7	362
Amounts owed to group undertakings	953	700
Other taxation and social security	19	19
Accruals and deferred income	879	733
	<u>8,146</u>	<u>8,053</u>

The amount owed to group undertakings is an amount owed to UPP Residential Services Ltd which is interest free and repayable on demand.

14. Creditors: amounts falling due after more than one year

	2023 £000	2022 £000
Secured index-linked on loans (see note 15)	<u>143,704</u>	<u>131,013</u>

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

15. Loans

Senior debt

Secured index linked on loans

On 9 December 2014 a fellow subsidiary of the Company's immediate parent UPP Bond 1 Limited, UPP Bond 1 Issuer plc, launched a Multicurrency Programme for the issuance of £149.7 million index linked loan notes. The proceeds of this bond issuance were on lent to the Company to enable the Company to repay its existing senior bank debt funding.

These notes are listed on the Irish Stock Exchange. The 1.037% index linked loan notes are due to be fully repaid by August 2049 with repayments starting in February 2015.

The Company entered into on-loan arrangements with UPP Bond 1 Issuer plc the terms and conditions of which are laid out below:

	Amount	Interest rate	Maturity
Tranche A	£149,700,000	RPI Index-linked at 1.037%	31 August 2049

The on-loan facility above is secured under a debenture deed. Under the terms of the debenture, the finance provider, UPP Bond 1 Issuer plc, has security by way of a first legal mortgage over all estates or interests in the leasehold properties and buildings and fixtures on those properties, as well as security over all other assets of the group by way of fixed and floating charges.

Analysis of the maturity of loans is given below:

	2023 £000	2022 £000
Amounts falling due within one year		
Index-linked on loans	6,288	6,239
Amounts falling due 1-2 years		
Index-linked on loans	6,288	3,232
Amounts falling due 2-5 years		
Index-linked on loans	18,146	20,055
Amounts falling due after more than 5 years		
Index-linked on loans	119,270	107,726
	119,270	107,726
	149,992	137,252

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

16. Financial instruments

	2023 £000	2022 £000
Financial assets		
Financial assets that are debt instruments measured at amortised cost	<u>23,243</u>	<u>20,382</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(151,787)</u>	<u>(139,066)</u>

Financial assets measured at amortised cost comprise trade debtors and amounts owed by group undertakings which is repayable on demand.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed by group undertakings, accruals and index linked senior secured notes.

17. Share capital

	2023 £000	2022 £000
Authorised, allotted, called up and fully paid		
650,051 Ordinary shares of £1.00 each	<u>650</u>	<u>650</u>

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

18. Reserves

Revaluation reserve

The reserve is used to record the surplus or deficit arising on valuation of the principal asset of the Company.

Profit and loss account

The reserve consists of current and prior year profit and loss.

UPP (Exeter) Limited

Notes to the Financial Statements For the Year Ended 31 August 2023

19. Controlling party

The Company's immediate parent undertaking is UPP Bond 1 Limited, whose immediate parent company is UPP Bond 1 Holdings Limited. The parent company of UPP Bond 1 Holdings Limited is UPP Group Limited. UPP Group Limited is a wholly owned subsidiary of UPP Group Holdings Limited.

UPP Group Holdings Limited is a wholly owned subsidiary of UPP REIT Holdings Limited.

The parent undertaking of the largest group of which the Company is a member and of which group accounts are prepared is UPP REIT Holdings Limited.

UPP REIT Holdings Limited is controlled by a 60% stake held by Stichting Depository PGGM Infrastructure Funds ("PGGM"), incorporated in The Netherlands.

Copies of the UPP REIT Holdings Limited accounts can be obtained from www.upp-ltd.com, once they have been published.

The parent undertaking of the smallest group of which the Company is a member and for which Group accounts are prepared is UPP Bond 1 Holdings Limited.

Copies of the UPP Bond 1 Holdings Limited accounts can be obtained from Companies House, once they have been filed.