UPP (Nottingham) Ltd

Annual Report and Consolidated Financial Statements

Year Ended

31 August 2023

Company Number 04288837

UPP (Nottingham) Ltd

Company Information

Directors	M C Bamford S A Boorne M J Burton
Registered number	04288837
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 (Nottingham) Ltd

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Strategic Report
For the Year Ended 31 August 2023

Business review

The Group and the Company's principal activity is the operation of university accommodation and the provision of related facilities management under the University Property Partnerships (UPP), in partnership with Nottingham Trent University.

The project comprises new build and estate transfer of 2,770 student residential accommodation bedrooms for Nottingham Trent University both within the city centre and at out of town locations.

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 Group.

Principal risks and uncertainties

Financial risk management objectives and policies

The Company and the Group use various financial instruments including loans, inflation 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 and Group's operations. All of the Company's and Group's financial instruments are of sterling denomination and the Company and the Group do not trade in financial instruments or derivatives.

The existence of these financial instruments exposes the Company and the Group 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. These policies have remained unchanged from the previous year.

Principal risks and uncertainties (continued)

Interest rate risk

The Company and the Group finances its operations through a mixture of retained profits, related party borrowings and fixed rate and inflation linked on-loans from a fellow group undertaking.

Through the use of the fixed rate tranche of the on-loan the Company and the Group have mitigated their 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 (see below).

Inflation risk

The Company and Group fund 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 Group manages the exposure to this index through a mix of inflation-linked debt and the use of RPI swaps to hedge a portion of rental income. The Company and Group are 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.

Liquidity risk

The Company and Group seek 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 Group’s facility agreements require adequately funded reserve accounts which provide further mitigation against liquidity risk.

The maturity of borrowings is set out in note 17 to the financial statements.

Demand risk

The Company and the Group are 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 and the Group operate 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 focussed on price, quality and location.

Portfolio risk

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

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 Group 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
Applications : Acceptance ratio	5.7:1	7.1:1
Core demand pool (no. of students)	27,245	25,100

The indicators above are directly related to performance of the university partner of the Group 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	99.8%	100.0%

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

The Group 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

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 Group and the Parent Company 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 Group and the Parent Company 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 Group and parent Company and of the Group’s profit or loss for that period. In preparing each of the Group and parent Company 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 Group and the Parent 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 Group or the Parent 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 Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent 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 Group 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 Group 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 Group 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 Group'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 Group has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Group'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 Group'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.

Going concern (continued)

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 Group 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 £738k (2022 - £90k).

The directors did not declare any dividends for the year (2022 - £Nil).

Directors

The directors who served during the year were:

M C Bamford (appointed 3 October 2022)
S A Boorne
M J Burton

Future developments

Occupancy for the 2023/24 financial year has been secured at 95.3% which is in line with the directors' expectations.

Qualifying third party indemnity provisions

During the year and up to the date of this report, the Group and Company maintained liability insurance and third-party indemnification provisions for its directors, under which the Group and Company have 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 Group and Company.

Financial risk management objectives and policies

The Group'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.

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 and the Group'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 and the Group's auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Group and 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.

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M C Bamford
Director

Date: 12 December 2023

Independent Auditor's Report to the Members of UPP (Nottingham) Ltd

Opinion

We have audited the financial statements of UPP (Nottingham) Ltd ("the Company") for the year ended 31 August 2023 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheet, the Consolidated and Company Statements of Changes in Equity, the Consolidated Statement of Cash Flows 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 Group’s and of the Parent Company’s affairs as at 31 August 2023 and of the Group’s 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 Group 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 Group or the Company or to cease their operations, and as they have concluded that the Group and 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 their 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 Group's business model and analysed how those risks might affect the Group and 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;
- 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 Group or 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 Group or the Company will continue in operation.

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 Group's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Group'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 Group 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 and valuation of derivative financial instruments.

On this audit we do not believe there is a fraud risk related to revenue recognition because the Group's and 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 Group'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 Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation, taxation legislation and pensions legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

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 Group 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 Group'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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company 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.

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 Group and the Parent 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 Group or the Parent 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 (Nottingham) Ltd

Consolidated Profit and Loss Account
For the Year Ended 31 August 2023

	Note	2023 £000	2022 £000
Turnover	4	**16,343**	16,106
Cost of sales		**(6,221)**	(5,359)
Gross profit		**10,122**	10,747
Administrative expenses		**(4,100)**	(3,766)
Operating profit	5	**6,022**	6,981
Interest receivable and similar income	8	**417**	205
Interest payable and similar expenses	9	**(7,112)**	(7,242)
Other finance expenses		**(65)**	(34)
Loss before tax		**(738)**	(90)
Tax on loss	10	**-**	-
Loss for the financial year		**(738)**	(90)
Loss for the year attributable to:			
Owners of the Parent Company		**(738)**	(90)
		(738)	(90)

The notes on pages 19 to 41 form part of these financial statements.

The above results all relate to continuing operations.

UPP (Nottingham) Ltd

Consolidated Statement of Comprehensive Income
For the Year Ended 31 August 2023

	Note	2023 £000	2022 £000
Loss for the financial year		**(738)**	(90)
Other comprehensive income, net of related tax effects			
Unrealised surplus on revaluation of tangible fixed assets	12	**1,644**	12,376
Fair value movement on swaps	18	**1,025**	(7,019)
Actuarial gain on defined benefit schemes	21	**371**	1,908
Other comprehensive income for the year		**3,040**	7,265
Total comprehensive income for the year		**2,302**	7,175
Total comprehensive income for the year attributable to:			
Owners of the Parent Company		**2,302**	7,175
		2,302	7,175

The notes on pages 19 to 41 form part of these financial statements.

UPP (Nottingham) Ltd

Registered number: 04288837

Consolidated Balance Sheet
As at 31 August 2023

	Note		2023 £000		2022 £000
Fixed assets					
Intangible assets	11		**212**		221
Tangible fixed assets	12		**118,500**		118,500
			118,712		118,721
Current assets					
Debtors	14	**20,395**		19,401	
Cash at bank and in hand		**362**		273	
		20,757		19,674	
Creditors: amounts falling due within one year	15	**(8,459)**		(9,076)	
Net current assets			**12,298**		10,598
Total assets less current liabilities			**131,010**		129,319
Creditors: amounts falling due after more than one year	16		**(104,926)**		(105,166)
Net assets excluding pension liability/asset			**26,084**		24,153
Pension asset/(liability)	21		**178**		(193)
Net assets			**26,262**		23,960
Capital and reserves					
Called up share capital	19		**5,597**		5,597
Revaluation reserve	20		**34,534**		33,361
Cash flow hedge reserve	20		**(12,519)**		(13,544)
Profit and loss account	20		**(1,350)**		(1,454)
Total equity			**26,262**		23,960

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 19 to 41 form part of these financial statements.

UPP (Nottingham) Ltd
Registered number: 04288837

Company Balance Sheet
As at 31 August 2023

	Note		2023 £000		2022 £000
Fixed assets					
Intangible assets	11		**347**		356
Tangible fixed assets	12		**118,500**		118,500
			118,847		118,856
Current assets					
Debtors	14	**20,395**		19,401	
Cash at bank and in hand		**362**		273	
		20,757		19,674	
Creditors: amounts falling due within one year	15	**(8,595)**		(9,212)	
Net current assets			**12,162**		10,462
Total assets less current liabilities			**131,009**		129,318
Creditors: amounts falling due after more than one year	16		**(104,926)**		(105,166)
Net assets excluding pension asset/liability			**26,083**		24,152
Pension asset/liability	21		**178**		(193)
Net assets			**26,261**		23,959
Capital and reserves					
Called up share capital	19		**5,597**		5,597
Revaluation reserve	20		**34,534**		33,361
Cash flow hedge reserve	20		**(12,519)**		(13,544)
Profit and loss account	20		**(1,351)**		(1,455)
Total equity			**26,261**		23,959

Company Balance Sheet (continued)
As at 31 August 2023

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 Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Profit and Loss Account in these financial statements. The loss after tax of the Parent Company for the year was £738k (2022 - loss of £90k).

The notes on pages 19 to 41 form part of these financial statements.

UPP (Nottingham) Ltd

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

	Called up share capital	Revaluation reserve	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 September 2022	5,597	33,361	(13,544)	(1,454)	23,960
Comprehensive loss for the year					
Loss for the year	-	-	-	(738)	(738)
Actuarial gains on pension scheme	-	-	-	371	371
Transfer from revaluation reserve	-	-	-	471	471
Surplus on revaluation of leasehold property	-	1,644	-	-	1,644
Fair value movements on swaps	-	-	1,025	-	1,025
Transfer to profit and loss account	-	(471)	-	-	(471)
At 31 August 2023	5,597	34,534	(12,519)	(1,350)	26,262

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the Profit and Loss account as a movement on reserves. The transfer for 2023 was £471k.

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

	Called up share capital	Revaluation reserve	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 September 2021	5,597	21,263	(6,525)	(3,550)	16,785
Comprehensive loss for the year					
Loss for the year	-	-	-	(90)	(90)
Actuarial gains on pension scheme	-	-	-	1,908	1,908
Transfer from revaluation reserve	-	-	-	278	278
Surplus on revaluation of tangible fixed assets	-	12,376	-	-	12,376
Fair value movements on swaps	-	-	(7,019)	-	(7,019)
Transfer to profit and loss account	-	(278)	-	-	(278)
At 31 August 2022	5,597	33,361	(13,544)	(1,454)	23,960

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the Profit and Loss account as a movement on reserves. The transfer for 2022 was £278k.

The notes on pages 19 to 41 form part of these financial statements.

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

	Called up share capital	Revaluation reserve	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 September 2022	5,597	33,361	(13,544)	(1,455)	23,959
Comprehensive loss for the year					
Loss for the year	-	-	-	(738)	(738)
Actuarial gains on pension scheme	-	-	-	371	371
Transfer from revaluation reserve	-	-	-	471	471
Surplus on revaluation of tangible fixed assets	-	1,644	-	-	1,644
Fair value movements on swaps	-	-	1,025	-	1,025
Transfer to profit and loss account	-	(471)	-	-	(471)
At 31 August 2023	5,597	34,534	(12,519)	(1,351)	26,261

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the Profit and Loss account as a movement on reserves. The transfer for 2023 was £471k.

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

	Called up share capital	Revaluation reserve	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 September 2021	5,597	21,263	(6,525)	(3,551)	16,784
Comprehensive loss for the year					
Loss for the year	-	-	-	(90)	(90)
Actuarial gains on pension scheme	-	-	-	1,908	1,908
Transfer from revaluation reserve	-	-	-	278	278
Surplus on revaluation of tangible fixed assets	-	12,376	-	-	12,376
Fair value movements on swaps	-	-	(7,019)	-	(7,019)
Transfer to profit and loss account	-	(278)	-	-	(278)
At 31 August 2022	5,597	33,361	(13,544)	(1,455)	23,959

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the Profit and Loss account as a movement on reserves. The transfer for 2022 was £278k.

The notes on pages 19 to 41 form part of these financial statements.

UPP (Nottingham) Ltd

Consolidated Statement of Cash Flows
For the Year Ended 31 August 2023

	2023 £000	2022 £000
Cash flows from operating activities		
Loss for the financial year	**(738)**	(90)
Adjustments for:		
Amortisation of intangible assets	**9**	9
Depreciation of tangible assets	**1,644**	1,372
Interest payable	**7,112**	7,242
Interest receivable	**(417)**	(205)
Decrease/(increase) in debtors	**116**	(77)
Increase in amounts owed by group undertakings	**(1,110)**	(2,973)
(Decrease)/increase in creditors	**(1,388)**	207
Increase in amounts owed to group undertakings	**525**	154
Net cash generated from operating activities	**5,753**	5,639
Cash flows from investing activities		
Interest received	**417**	205
Net cash generated from investing activities	**417**	205
Cash flows from financing activities		
Repayment of loans	**(2,009)**	(1,979)
Interest paid	**(4,072)**	(4,366)
Net cash used in financing activities	**(6,081)**	(6,345)
Net increase/(decrease) in cash and cash equivalents	**89**	(501)
Cash and cash equivalents at beginning of year	**273**	774
Cash and cash equivalents at the end of year	**362**	273
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	**362**	273

The notes on pages 19 to 41 form part of these financial statements.

1. General information

UPP (Nottingham) Ltd is a private limited company incorporated in England, with company number 04288837. 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 Group 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 Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Consolidated Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Profit and Loss Account from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the Group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 September 2014.

2. Accounting policies (continued)

2.3 Parent company disclosure exemptions

In preparing the separate financial statements of the Parent Company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- Only one reconciliation of the number of shares outstanding at the beginning and end of the period has been presented as the reconciliation for the Company and the Parent Company would be identical;
- No Statement of Cash Flows has been presented for the Parent Company;
- Disclosures in respect of the Parent Company's income, expense, net gains and net losses on financial instruments measured at amortised cost have not been presented as equivalent disclosures have been provided in respect of the Group as a whole; and
- No disclosures have been given for the aggregate remuneration of the key management personnel of the Parent Company as their remuneration is included in the totals for the Group as a whole.

2.4 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 Group 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 Group 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 Group’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 Group has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Group’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 Group’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 Group 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.

2.5 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. Accounting policies (continued)

2.6 Interest receivable

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

2.7 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.

2.8 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.

2.9 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group 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 Group in independently administered funds.

Defined benefit pension plan

The Group operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including but not limited to age, length of service and remuneration.

The liability recognised in the Balance Sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the Balance Sheet date less the fair value of plan assets at the Balance Sheet date (if any) out of which the obligations are to be settled.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating to the estimated period of the future payments ('discount rate').

2. Accounting policies (continued)

2.9 Pensions (continued)

Defined benefit pension plan (continued)

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Group's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

a) the increase in net pension benefit liability arising from employee service during the year; and

b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as an 'other finance expense'.

2.10 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 and the Group operate and generate 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.

2.11 Intangible fixed assets

Goodwill arose on the acquisition of a subsidiary undertaking during the year ended 31 August 2008.

Goodwill arising on acquisition of subsidiary undertakings is the difference between the fair value of consideration paid and the fair value of the net assets acquired from the date that control passes.

Goodwill attributed to the subsidiary undertaking is amortised on a straight line basis over the remaining lease period on the principal asset held by the Group. This period of amortisation is greater than 20 years but represents the period over which the subsidiary undertaking acquired will continue to generate operating cash flows.

Goodwill is measured at cost less accumulated amortisation and impairment losses.

2. Accounting policies (continued)

2.12 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 Group 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 profit or loss 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 the Profit and Loss Account as a movement on reserves.

At each reporting date the Company and the Group assess 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.

2.13 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.14 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.

2.15 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. Accounting policies (continued)

2.16 Creditors

Trade and other 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.

2.17 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.

2.18 Derivative financial instruments

Derivatives, include inflation swaps, and are not basic financial instruments.

To mitigate the impact of inflation movements on future rental income and the Group's ability to service the fixed rate senior loan notes, the Group has entered into inflation linked swaps ('RPI swaps') with UPP Bond 1 Issuer Plc, a fellow group undertaking. All derivative financial instruments are initially measured at fair value on the date the contract is entered into and subsequently re-measured to fair value at each reporting date. The gain or loss on re-measurement is taken to profit or loss in finance cost or finance income as appropriate, unless they are included in a hedging arrangement.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair values of inflation swap contracts are determined by calculating the present value of the estimated future cash flows using observable yield curves.

2.19 Hedge accounting

The Group applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. The Group designates all its derivative financial instruments, which meet the qualifying conditions for hedge accounting, as cash flow hedges.

Inflation linked swaps are held to manage the Group's exposure to changes in RPI. The Group's rental income from student accommodation is linked to RPI and the swap contracts manage the exposure to RPI by swapping RPI annual rate changes with a fixed rate.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised in other comprehensive income directly in the cash flow hedge reserve. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in profit or loss.

The gain or loss recognised in Other Comprehensive Income is reclassified to the Profit and Loss Account when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

The Group has elected to adopt hedge accounting for all its swaps which meet the qualifying criteria for hedge accounting under Section 12 of FRS 102. It is considered that the criteria to apply hedge accounting have been met.

2. Accounting policies (continued)

2.20 Related party transactions

The Group is a wholly owned subsidiary of UPP Bond 1 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.

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 Group'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 12)

The Group 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 Group 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 12.

Goodwill (note 11)

The Group establishes a reliable estimate of the useful economic life of goodwill arising on business combinations. Goodwill attributed to subsidiary undertakings is amortised on a straight line basis over the remaining lease period on the principal asset held by each subsidiary. This period of amortisation represents the period over which each subsidiary undertaking acquired will continue to generate operating cash flows. For further details refer to note 11.

Valuation of RPI swaps (note 18)

In estimating the fair value of the RPI swaps, the Group incorporates debit and credit valuation adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements, which are subjective in nature and require significant judgement. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Group has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees'.

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

Pension liability (note 21)

The cost of defined benefit pension plans and other post-employment medical benefits are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and the long term nature of these plans, such estimates are subject to significant uncertainty. In determining the appropriate discount rate, management considers the interest rates of high quality corporate bonds in the respective currency, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables. Future salary increases and pension increases are based on expected future inflation rates. Please refer to note 21 for further details.

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 12)

Rent receivable is generated from the Group’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 Group continues to account for all its principal assets applying the policies under the extant UK GAAP, FRS 5 (Application Note F).

Each year the Group 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 Group 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 Group taking the key demand risk and therefore the assets are treated as tangible fixed asset.

Classification of index-linked financial instruments (note 18)

The Group’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 Group’s index linked financial instruments are classified as basic and carried at amortised cost.

Hedge accounting for inflation swaps (note 18)

The Group has chosen to apply hedge accounting for all hedging instruments which are in a qualifying hedging relationship under FRS 102 Section 12. Significant judgement is exercised in concluding that future inflationary increases or decreases in rent receivable from university partners are separately identifiable and reliably measurable components of the rental income which ensures the inflation component of rental income and the related RPI swaps are in a hedging relationship which meets the qualifying criteria for hedge accounting under Section 12. It is considered that the criteria to apply hedge accounting have been met.

4. Turnover

Turnover represents income, on the basis of accounting policy 2.5, excluding VAT, attributed to the provision of student accommodation.

	2023 £000	2022 £000
Provision of student accommodation	**16,343**	16,106

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	**1,644**	1,372
Amortisation of intangible assets, including goodwill	**9**	9

6. Auditor's remuneration

	2023 £000	2022 £000
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	**19**	22

7. Employees

Staff costs were as follows:

	2023 £000	2022 £000
Wages and salaries	**2,443**	2,416
Social security costs	**207**	190
Cost of defined contribution scheme	**141**	123
	2,791	2,729

7. Employees (continued)

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

	2023 No.	2022 No.
Site managers	**15**	11
Administration, maintenance and cleaning	**83**	96
	98	107

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.

8. Interest receivable and similar income

	2023 £000	2022 £000
Interest receivable from group companies	**38**	23
Bank interest receivable	**379**	182
	417	205

9. Interest payable and similar expenses

	2023 £000	2022 £000
Interest payable on fixed rate on loans	**3,423**	3,648
Interest payable on index-linked on loans	**3,689**	3,594
	7,112	7,242

10. Taxation

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

10. Taxation (continued)

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%). The differences are explained below:

	2023 £000	2022 £000
Loss on ordinary activities before tax	**(738)**	(90)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.50% (2022 - 19%)	**(159)**	(17)
Effects of:		
Non-taxable income	**(8)**	(4)
Brought forward losses utilised in the year	**(81)**	(35)
Exempt property rental profits in the year	**248**	56
Total tax charge for the year	**-**	-

Factors that may affect future tax charges

UPP REIT Holdings Limited is a Real Estate Investment Trust ("REIT"). As a result, the Company and its subsidiaries no longer pay UK corporation tax on profits and gains from qualifying property rental business providing they meet 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 £3,861k. A deferred tax asset of £11,466k (2022 - £11,561k) in respect of available tax losses has not been recognised at 31 August 2023.

11. Intangible assets

Group

	Goodwill £000
Cost	
At 1 September 2022	**357**
At 31 August 2023	**357**
Amortisation	
At 1 September 2022	**136**
Charge for the year	**9**
At 31 August 2023	**145**
Net book value	
At 31 August 2023	**212**
At 31 August 2022	221

Goodwill arose on the acquisition of a UPP (Gill Street) Limited during the year ended 31 August 2008.

Goodwill is amortised on a straight line basis over the remaining lease period on the principal asset held which expires in 2048.

11. Intangible assets (continued)

Company

	Goodwill £000
Cost	
At 1 September 2022	**492**
At 31 August 2023	**492**
Amortisation	
At 1 September 2022	**136**
Charge for the year	**9**
At 31 August 2023	**145**
Net book value	
At 31 August 2023	**347**
At 31 August 2022	356

Goodwill arose on the acquisition of a UPP (Gill Street) Limited during the year ended 31 August 2008.

Goodwill is amortised on a straight line basis over the remaining lease period on the principal asset held which expires in 2048.

12. Tangible fixed assets

Group and Company

	Assets for use in operating leases £000
Valuation	
At 1 September 2022	**118,500**
At 31 August 2023	**118,500**
Depreciation	
At 1 September 2022	**-**
Charge for the year	**1,644**
On revalued assets	**(1,644)**
At 31 August 2023	**-**
Net book value	
At 31 August 2023	**118,500**
At 31 August 2022	118,500

12. Tangible fixed assets (continued)

Fixed assets include borrowing cost up to the date of completion of £991k (2022 - £991k) which have been capitalised at 100%.

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 ("JLL"), chartered Surveyors, on an existing use basis as at 31 August 2022. JLL confirmed that the value as at that date was £118,500k. 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	9%
Occupancy rates	99%
Long term annual rental growth	3%

Cost or valuation at 31 August 2023 is as follows:

	Assets for use in operating leases £000
At cost	**94,630**
At valuation:	
Revaluation as at 31 August 2023	**23,870**
	118,500

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	**94,630**	94,630
Accumulated depreciation	**(11,095)**	(9,451)
Net book value	**83,535**	85,179

13. Fixed asset investments

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Registered office	Class of shares	Holding
UPP (Gill Street) Limited	First Floor,12 Arthur Street, London, EC4R 9AB	Ordinary	100%

The aggregate of the share capital and reserves as at 31 August 2023 and the profit or loss for the year ended on that date for the subsidiary undertaking were as follows:

Name	Aggregate of share capital and reserves	Profit/(Loss)
UPP (Gill Street) Limited	**135,000**	**-**

14. Debtors

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Trade debtors	**2**	3	**2**	3
Amounts owed by group undertakings	**20,342**	19,232	**20,342**	19,232
Other debtors	**18**	-	**18**	-
Prepayments and accrued income	**33**	166	**33**	166
	20,395	19,401	**20,395**	19,401

Included within amounts owed by group undertakings is a balance owed from UPP Bond 1 Issuer Plc of £3,478k (2022 - £3,061k) which is to fund a debt service reserve account held by UPP Bond 1 Issuer Plc 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 method which is different to the actual cash interest received at the rate the Company earns interest of 4.9% on the cash balances it holds.

The remaining amounts owed by group undertakings is an amount owed by UPP Bond 1 Limited. These balances are subject to a nominal interest rate of 4.9023% and the facilities expire in 2047. These amounts are due after one year but presented as current as permitted under FRS102.

15. Creditors: amounts falling due within one year

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Fixed rate loans (see note 16)	**2,256**	2,010	**2,256**	2,010
Trade creditors	**53**	1,146	**53**	1,146
Amounts owed to group undertakings	**3,224**	2,699	**3,359**	2,834
Accruals	**2,926**	3,221	**2,927**	3,222
	8,459	9,076	**8,595**	9,212

Included within amounts owed to group undertakings is a balance owed to UPP Residential Services Limited of £754k (2022: £769k), UPP Broadgate Park Limited of £548k (2022: £Nil) and UPP Warehouse Limited of £2,066k (2022: £1,931k). All amounts are interest free and repayable on demand.

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

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Fixed rate loans	**62,812**	64,946	**62,812**	64,946
Index-linked on loans	**29,595**	26,676	**29,595**	26,676
Derivative financial instruments (see note 18)	**12,519**	13,544	**12,519**	13,544
	104,926	105,166	**104,926**	105,166

On 5 March 2013 a fellow subsidiary of the Group's immediate parent UPP Bond 1 Limited, UPP Bond 1 Issuer plc, launched a Multicurrency Programme for the issuance of £382.1 million Senior Secured Notes. The proceeds of this bond issuance were on lent to UPP (Nottingham) Limited and five other subsidiary undertakings of UPP Bond 1 Limited, to enable the companies to repay their existing senior bank debt funding.

These notes are listed on the Irish Exchange. The 4.9023% fixed rate loan notes are due to be fully repaid by 2040, with repayments having begun in August 2013. The 2.7291% index linked loan notes are due to be fully repaid by 2047, with repayments starting in August 2038.

17. Loans

Secured on loans

The Group 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	79,425,000	Fixed rate at 4.9023%	28 February 2040
Tranche B	19,565,000	Index-linked at 2.7291%	31 August 2047

The on-loan facilities above are 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.

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Amounts falling due within one year				
Secured fixed rate on loans	**2,256**	2,010	**2,256**	2,010
	2,256	2,010	**2,256**	2,010
Amounts falling due 1-2 years				
Secured fixed rate on loans	**2,549**	2,256	**2,549**	2,256
	2,549	2,256	**2,549**	2,256
Amounts falling due 2-5 years				
Secured fixed rate on loans	**9,418**	8,551	**9,418**	8,551
	9,418	8,551	**9,418**	8,551
Amounts falling due after more than 5 years				
Secured fixed rate on loans	**50,845**	54,139	**50,845**	54,139
Secured index linked on loans	**29,595**	26,676	**29,595**	26,676
	80,440	80,815	**80,440**	80,815
	94,663	93,632	**94,663**	93,632

18. Financial instruments

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Financial assets				
Financial assets measured at amortised cost	**20,741**	19,508	**20,741**	19,508
Financial liabilities				
Derivative financial instruments measured at fair value	**(12,519)**	(13,544)	**(12,519)**	(13,544)
Financial liabilities measured at amortised cost	**(100,866)**	(100,698)	**(101,002)**	(100,834)
	(113,385)	(114,242)	**(113,521)**	(114,378)

Financial assets measured at amortised cost comprise trade debtors, cash and cash equivalents, accrued income and amounts owed by group undertakings which are repayable on demand.

Financial liabilities measured at amortised cost comprise trade creditors, accruals, amounts owed to group undertakings, fixed rate senior on loans and index linked senior on loans.

Derivative financial instruments measured at fair value through the Statement of Comprehensive Income comprise an RPI swap.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of these swaps is determined using discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, spot and forward rates, as well as option volatility.

The Group incorporates debit and credit valuation adjustments and debt value adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

To mitigate the risks of inflation movements in the underlying income generation of the Group impacting on the Group and the Company's ability to service the fixed rate senior on loans, the Group has entered into an RPI swap with UPP Bond 1 Issuer plc, a fellow group company, which has entered into on–loan arrangements with the Group. The notional amounts swapped for each year has been determined with reference to a percentage of the fixed rate on loan servicing costs.

At the Balance Sheet date, the fair value of this swap was £12,519k liability (2022 - £13,544k liability).

The Group entered into the RPI swap on 5 March 2013, fixing a portion of the underlying rental income stream to 2.7%. The RPI swap is for a period of 26 years from February 2014 and finishing in February 2040.

The Group applies hedge accounting for its derivative instrument as the criteria are met under section 12 FRS 102. A net hedging gain of £1,025k arose during the year (2022 - £7,019k loss) and was recognised in the Statement of Comprehensive Income, reflecting the change in fair value of this RPI swap.

19. Share capital

	2023 £000	2022 £000
Authorised, allotted, called up and fully paid		
5,596,747 Ordinary shares of £1 each	**5,597**	5,597

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.

20. Reserves

Revaluation reserve

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

Cash flow hedge reserve

The cash flow hedge reserve includes the fair value movements on the derivative financial instruments which hedge accounting is applied.

Profit and loss account

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

21. Pension commitments

The Group operates a defined benefit pension scheme.

Defined contribution scheme

The Group operates a defined contribution retirement benefit scheme for all qualifying employees. The total cost charged to the Profit and Loss Account of £62k (2022 - charge of £153k) represents a pre-determined amount of the employee's salary paid into the scheme. As at 31 August 2023 £Nil (2022 - £Nil) contributions remained outstanding.

Defined benefit scheme

Retirement benefits for 32 Group employees (2022 - 29) are provided by a defined benefit scheme which is funded by contributions by the employee and the Group. Payments are made to Nottinghamshire County Council Pension Fund ("NCCPF"). This is an independently administered scheme and contracted out of the State Earnings Related Pension Scheme.

Contributions are set every three years as a result of the actuarial valuation, the next being carried out at 31 March 2023 and will set contributions for the period from 1 April 2023 to 31 March 2026.

The material assumptions used by the Actuary at 31 August 2023 were:

	31 August 2023	31 August 2022
Rate of inflation	2.9%	3.0%
Rate of increase in salaries	3.9%	4.1%
Rate of increase in pensions	2.9%	3.1%
Discount rate for liabilities	5.35%	4.25%

Reconciliation of present value of plan liabilities:

	2023 £000	2022 £000
Reconciliation of present value of plan liabilities		
At the beginning of the year	**3,871**	5,774
Current service cost	**53**	81
Interest cost	**162**	94
Change in financial assumptions	**(830)**	(1,967)
Contributions	**10**	9
Estimated benefits paid net of transfers in	**(133)**	(130)
Change in demographic assumptions	**(278)**	-
Experience loss on defined benefit obligation	**608**	10
At the end of the year	**3,463**	3,871

21. Pension commitments (continued)

Reconciliation of present value of plan assets:

	2023 £000	2022 £000
At the beginning of the year	**3,678**	3,775
Returns on assets less interest income	**(151)**	(85)
Interest on assets	**155**	62
Other actuarial losses	**33**	-
Contributions	**61**	58
Estimated benefits paid net of transfers in	**(133)**	(130)
Administration expenses	**(2)**	(2)
At the end of the year	**3,641**	3,678

	2023 £000	2022 £000
Fair value of plan assets	**3,641**	3,678
Present value of plan liabilities	**(3,463)**	(3,871)
Net pension scheme asset/(liability)	**178**	(193)

	2023 £000	2022 £000
Current service cost	**53**	81
Interest on pension scheme liabilities	**9**	34
Total	**62**	115

Reconciliation of fair value of plan liabilities were as follows:

	2023 £000
Opening defined benefit obligation	**(193)**
Recognised in other comprehensive income	**371**
Closing defined benefit obligation	**178**

The Group expects to contribute £NIL to its defined benefit pension scheme in 2024.

21. Pension commitments (continued)

Principal actuarial assumptions at the Balance Sheet date (expressed as weighted averages):

	2023 %	2022 %
Discount rate	**5.35**	4.25
Future salary increases	**3.9**	4.1
Future pension increases	**2.9**	3.1
Mortality rates		
- for a male aged 65 now	**20.4**	21.7
- at 65 for a male aged 45 now	**21.7**	23.0
- for a female aged 65 now	**23.2**	24.4
- at 65 for a female member aged 45 now	**24.6**	25.8

The most recent triennial valuation of the Group's pension scheme for funding purposes has been performed as at 31 March 2022. The Group will monitor funding levels annually and the funding schedule will be reviewed between the Group and the directors every three years, based on actuarial valuations. The next triennial valuation is due to be completed at 31 March 2025 and will set contributions for the period from 1 April 2023 to 31 March 2026. The Group considers that the contribution rates agreed with the directors are sufficient to eliminate the current deficit over the agreed period.

22. 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 (Nottingham) Ltd.

Copies of the UPP (Nottingham) Ltd accounts can be obtained from Companies House, Crown House, Cardiff, CF14 3UZ, once they have been filed.