

Registered No: 08255705

UPP Bond 1 Limited
Unaudited financial statements

For the six months ended 29 February 2024

UPP Bond 1 Limited

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UPP Bond 1 Limited
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Principal activity

UPP Bond 1 Limited ("the Company") commenced trading on 5 March 2013 by acquiring six subsidiary companies from an ultimate parent company, UPP Group Limited. The Company acquired an additional subsidiary, UPP (Exeter) Limited, on 9 December 2014.

The principal activity of the Company is to provide treasury services to these seven subsidiary undertakings and subordinated debt financing.

UPP Bond 1 Limited
Statement of comprehensive income
For the six months ended 29 February 2024

		Unaudited Six months ended 29 February 2024	Unaudited Six months ended 28 February 2023
	Notes	£'000	£'000
Operating expenses		(35)	(43)
Operating loss		(35)	(43)
Interest receivable & similar income		1,406	733
Interest payable & similar charges	6	(24,099)	(23,340)
Loss on ordinary activities before taxation		(22,728)	(22,650)
Tax (charge) / credit on loss on ordinary activities	7	-	-
Loss for the financial period		(22,728)	(22,650)
Total comprehensive loss for the period attributable to owners of the parent		(22,728)	(22,650)

The above results all relate to continuing operations.

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

UPP Bond 1 Limited

Statement of financial position

As at 29 February 2024

		Unaudited 29 February 2024	31 August 2023
	Notes	£'000	£'000
Fixed assets			
Investments	8	237,282	237,282
		237,282	237,282
Current assets			
Debtors: amounts falling due within one year	9	10,598	22,649
Cash at bank and in hand		39,624	25,188
		50,222	47,837
Creditors: amounts falling due within one year	10	(81,811)	(80,797)
Net current liabilities		(31,589)	(32,960)
Total assets less current liabilities		205,693	204,322
Creditors: amounts falling due after more than one year	11	(373,649)	(349,550)
Net liabilities		(167,956)	(145,228)
Share capital and reserves			
Called up share capital	12	55,570	55,570
Profit and loss account		(223,526)	(200,798)
		(167,956)	(145,228)

Company registration number: 08255705

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

UPP Bond 1 Limited

Statement of changes in equity

for the six months ended 29 February 2024

Attributable to owners of the parent

	Share capital £'000	Profit & loss account £'000	Total equity £'000
At 1 September 2022	55,570	(179,555)	(123,985)
Loss for the financial period	-	(22,650)	(22,650)
Balance at 28 February 2023	55,570	(202,205)	(146,635)
At 1 March 2023	55,570	(202,205)	(146,635)
Profit for the financial period	-	1,407	1,407
Balance at 31 August 2023	55,570	(200,798)	(145,228)
At 1 September 2023	55,570	(200,798)	(145,228)
Loss for the financial period	-	(22,728)	(22,728)
Balance at 29 February 2024	55,570	(223,526)	(167,956)

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

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

1. Company information

UPP Bond 1 Limited is a private company limited by shares incorporated in England. The registered office is First Floor, 12 Arthur Street, London, EC4R 9AB.

2. Basis of preparation

These interim financial statements have been prepared in accordance with The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

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

For the purpose of these financial statements and the relevant notes provided the comparative period is for the six-months ended 28 February 2023 for the Statement of Comprehensive Income and 31 August 2023 for the Statement of Financial Position.

Going concern

Notwithstanding net liabilities of £167,956k (2023: £145,228k) and net current liabilities of £31,589k (2023: £32,960k) 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.

The Company's cash flows depend on other companies that operate within Bond I Holdings Limited group. A key feature of the contractual arrangements of those companies 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 Companies of the Bond 1 Holdings Group have 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, 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. The directors have received a letter of support and confirmation from UPP Group Limited that financial support will be provided to the Company, such that it is able to meet its liabilities as they fall due, in connection with the last statutory accounts and that letter of support continues in effect over the period covered by these interim financial statements and for the rest of the financial year.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

2. Basis of preparation (continued)

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.

Basis of consolidation

The Company is exempt from preparing consolidated financial statements under section 400 of the Companies Act 2006, as the Company forms part of a larger group for which UPP Bond 1 Holdings Limited produces consolidated financial statements. These accounts present information about the Company as an individual undertaking and not about its group.

Cash flow statement

The Company has taken advantage of the exemption available under FRS 102.9.3 and has not prepared a cash flow statement by virtue of being a small company.

3. Judgements 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:

Impairment of non-financial assets (note 8)

The Company assesses at each reporting date whether an asset may be impaired. If any such indication exists the Company estimates recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the Company estimates, the recoverable amount of the cash generating unit to which the asset belongs. The recoverable amount of an asset or cash generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through impairment in profit and loss unless the asset is carried at a re-valued amount where the impairment loss of a re-valued asset is a revaluation decrease.

An impairment loss recognised for all assets and is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

4. Principal accounting policies

(a) Interest receivable

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

(b) 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.

(c) 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 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.

(d) Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

(e) 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.

(f) 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.

(g) 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.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

4. Principal accounting policies (continued)

(h) 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.

(i) Related party transactions

The Company 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.

5. Directors' remuneration

The Company paid fees of £1,893 (2023: £2,235) to Intertrust Management Limited in respect of services performed in connection with the management of the affairs of the Company for the period up to 29 February 2024.

Other than the directors there are no other key management personnel in this Company.

No directors or other key management personnel of the Company received payment for services performed in relation to the management of the company other than already mentioned above.

6. Interest payable and similar charges

	Unaudited six months ended 29 February 2024 £'000	Unaudited six months ended 28 February 2023 £'000
<i>Financial liabilities measured at amortised cost</i>		
Loan note interest payable	24,099	23,340

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

7. Tax on loss on ordinary activities

UPP REIT Holdings Limited is a Real Estate Investment Trust ('REIT'). As a result, the deferred tax accrued to the date of conversion in respect of assets and liabilities of the qualifying property rental business has been released due to the relevant temporary differences no longer being taxable on reversal.

As a result of converting to a REIT, the Company and Group 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.

8. Fixed asset investment

**Unaudited
Investments
in subsidiary
undertakings
£'000**

At 31 August 2023 and 29 February 2024

237,282

The Company owns 100% of the issued ordinary share capital in the companies listed below. All of these companies are registered in England and Wales

Subsidiary undertaking	Nature of business
UPP (Alcuin) Limited	Provision of student accommodation
UPP (Broadgate Park) Holdings Limited	Provision of student accommodation
UPP (Kent Student Accommodation) Limited	Provision of student accommodation
UPP (Nottingham) Limited	Provision of student accommodation
UPP (Oxford Brookes) Limited	Provision of student accommodation
UPP (Plymouth Three) Limited	Provision of student accommodation
UPP (Exeter) Limited	Provision of student accommodation

The fixed asset investment value above represents the carrying value of the company's investment in its subsidiary undertakings. The Company has not identified any indicators of impairment during the period.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

9. Debtors: amounts falling due within one year

	Unaudited 29 February 2024 £'000	31 August 2023 £'000
Amounts owed by group undertakings	10,311	22,649
Prepayments and accrued income	287	-
	<u>10,598</u>	<u>22,649</u>

The amounts owed by group undertakings are interest free and repayable on demand.

10. Creditors: amounts falling due within one year

	Unaudited 29 February 2024 £'000	31 August 2023 £'000
Trade creditors	61	-
Amounts owed to subsidiary undertakings	81,706	80,731
Accruals and deferred income	44	66
	<u>81,811</u>	<u>80,797</u>

The amounts owed by group undertakings are interest free and repayable on demand.

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

	Unaudited 29 February 2024 £'000	31 August 2023 £'000
Unsecured loan notes	<u>373,649</u>	<u>349,550</u>
Maturity of debt		
Repayable in more than five years	<u>373,649</u>	<u>349,550</u>

The Company issued £125,361k of loan notes on 5 March 2013 to its parent company, UPP Bond 1 Holdings Limited.

The loan notes are scheduled to be repaid by August 2057, with repayments commencing in August 2030, and bear an interest rate of 13.75%.

Additional loan notes of £21,308,582 were issued on 9 December 2014.

The additional loan notes are scheduled to be repaid by August 2051, with repayments commencing in August 2032, and bear an interest rate of 14.00%.

UPP Bond 1 Limited

Notes to the unaudited financial statements for the six months ended 29 February 2024

12. Called up share capital

	Unaudited 29 February 2024 £'000	31 August 2023 £'000
Issued, allotted, called up and fully paid		
55,570,409 Ordinary shares of £1 each	<u>55,570</u>	<u>55,570</u>

13. Financial instruments

The carrying amounts of financial instruments by categories shown in the statement of financial position are as follows:

	Unaudited 29 February 2024 £'000	31 August 2023 £'000
Financial assets		
<i>Total financial assets measured at amortised cost:</i>	<u>50,222</u>	<u>47,837</u>
Financial liabilities		
<i>Total financial liabilities measured at amortised cost:</i>	<u>(455,416)</u>	<u>(430,347)</u>

Financial assets measured at amortised cost comprise cash at bank and in hand, other debtors and amounts owed by group undertakings.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings, accruals and subordinated loan notes.

14. Controlling party

UPP Bond 1 Limited is a wholly owned subsidiary of 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.