

Company No. 11499124

HE2 N1 SWINDON LIMITED

Unaudited Directors' Report and Financial Statements

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

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HE2 N1 SWINDON LIMITED

Directors' Report and Financial Statements

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

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HE2 N1 SWINDON LIMITED**Directors and other information****For the period from 3 August 2018 (date of incorporation) to 31 December 2018**

Directors	Paul Cooper	Appointed on 3 August 2018
	David Rudge	3 August 2018
	Eugenia Schroeder	3 August 2018
	Robert Thomas Vicente	3 August 2018

Secretary Accomplish Secretaries Limited
3rd Floor,
11-12, St. James's Square,
London,
SW1Y 4LB

Registered office 3rd Floor,
11-12, St. James's Square,
London,
SW1Y 4LB

Corporate Administrator Vistra (UK) Limited
3rd Floor,
11-12, St. James's Square,
London,
SW1Y 4LB

HE2 N1 SWINDON LIMITED

Directors' report

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

Directors' report

The directors present their report and the unaudited financial statements of HE2 N1 SWINDON LIMITED, (the "Company") for the period from 3 August 2018 (date of incorporation) to 31 December 2018.

Incorporation and principal activity

The Company was incorporated in the United Kingdom on 3 August 2018 as a private limited company and GBP 1 ordinary share was issued at par on that date.

The principal activity of the Company is to acquire property on behalf of HE2 SWINDON LIMITED PARTNERSHIP ("the Partnership"). The Company acts as nominee to the Partnership and has transferred the beneficial ownership of the property to the Partnership. The Company has legal ownership of the property but the beneficial ownership is held by the Partnership.

Results and dividends

The Company was entitled to exemption to present income statement under section 480 of the Companies Act 2006.

The directors do not recommend the payment of dividend for the period under review.

Going concern

The financial statements of the Company are prepared on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future.

At reporting date, the Company is dormant. The ultimate parent company has confirmed its intention to provide financial support to the Company to meet any future financial obligations as and when they fall due.

Strategic report

As the Company qualifies as a small company under the Companies Act 2006, the Company is exempt from the requirement to prepare the strategic report as permitted by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Subsequent events

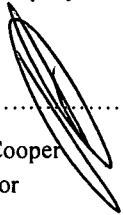
As at 31 December 2018, the ultimate parent of the Company was Perot Investment Trust I. Subsequent to year end, there has been a change in ownership at the ultimate parent level whereby the shares of the Company's immediate parent has been acquired by EU Industrial Club II UK AIV SCSp ("the SCSp"). The majority interest of the SCSp is held by The First State Superannuation Scheme (43.5%) and Future Fund Board of Guardians (49%).

Directors and their interests

The directors did not have any interest in the shares or options of the Company at any time during the period ended 31 December 2018.

Political contributions

The Company did not make any political donations during the period.

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Paul Cooper
Director

Date: 23 September 2019

HE2 N1 SWINDON LIMITED

Statement of directors' responsibilities

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

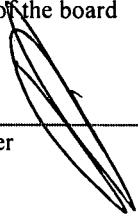
Company law requires the directors to prepare financial statements for each financial year period. Under that law they have elected to prepare the financial statements in accordance with IFRS as adopted by the European Union ("EU") and applicable law.

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of the board



Paul Cooper
Director

Date: 23 September 2019

HE2 N1 SWINDON LIMITED
Statement of financial position
As at 31 December 2018

	Note	31 December 2018 GBP
ASSETS		
Current assets		
Other receivables	3	<u>1</u>
Total assets		<u><u>1</u></u>
EQUITY		
Equity		
Share capital		<u>1</u>
Total equity		<u><u>1</u></u>

For the period ended 31 December 2018, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements on pages 4 to 12 were approved by the Board of Directors on 23 September 2019 and were signed on its behalf by:

.....
Paul Cooper
Director

Date: 23 September 2019

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

HE2 N1 SWINDON LIMITED**Statement of changes in shareholder's equity****For the period from 3 August 2018 (date of incorporation) to 31 December 2018**

	Share capital GBP	Total equity GBP
At 3 August 2018	-	-
Issuance of ordinary shares	1	1
At 31 December 2018	1	1

All equity is attributable to the holder of the ordinary shares in the Company.

On behalf of the board

.....
Paul Cooper
Director

Date: 23 September 2019

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

HE2 N1 SWINDON LIMITED

Notes to the financial statements

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

1. Reporting entity

The financial statements of the Company for the period ended 31 December 2018 were authorised for issue by the directors on 23 September..... 2019.

The Company was incorporated on 3 August 2018 in the United Kingdom (UK) with registered number 11499124. The registered office of the Company is 3rd Floor 11-12, St James's Square, London, United Kingdom, SW1Y 4LB.

The principal activity of the Company is to acquire property on behalf of HE2 SWINDON LIMITED PARTNERSHIP ("the Partnership"). The Company acts as nominee to the Partnership and has transferred the beneficial ownership of the property to the Partnership. The Company has legal ownership of the property but the beneficial ownership is held by the Partnership.

The Company has no direct employees.

2. Significant accounting policies

(a) Basis of preparation

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretation Committee (IFRIC) as adopted by the European Union ("EU") and as applied in accordance with the Companies Act 2006, IFRSs applied by the Company in the preparation of these financial statements and those that were effective at 31 December 2018. The principal accounting policies adopted by the Company are set out below.

Except as otherwise indicated, all financial information presented in GBP has been rounded to the nearest GBP.

(b) Accounting developments

New and amended standards issued, not yet effective and not early adopted

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective and in some cases have not been adopted by the EU.

- IFRS 16 Leases (effective 01/01/2019)
- Amendments to IFRS 9 - Prepayment features with negative Compensation (effective 01/01/2019)
- Amendments to IAS 28 - Long-term interest in associates and joint ventures (deferred)
- Annual Amendments to IFRS - Annual improvements to IFRS 2015 - 2017 cycle (effective 01/01/2019)
- Amendments to IAS 1 Financial statements presentation and IAS 8 accounting policies changes in accounting estimates and errors - Definition of materiality (effective 01/01/2020)
- IFRS 10 Consolidated Financial Statements and IAS 28 (amendments) - Sales or contribution of assets between an investor and its associate or joint venture (deferred)
- IFRIC 23 Uncertainty over Income Tax Treatments - Establishes the accounting treatment in relation with uncertain tax positions

The Company is still in the process of reviewing the impact of the upcoming standards to determine their impact but do not anticipate that the application of these amendments will have a significant impact on the Company's financial statements.

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities and expenses. The estimates and associated assumptions are based on various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

HE2 N1 SWINDON LIMITED

Notes to the financial statements (continued)

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

2. Significant accounting policies (continued)

(c) Use of estimates and judgements (continued)

Going concern

The financial statements of the Company are prepared on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future.

At reporting date, the Company is dormant. The ultimate parent company has confirmed its intention to provide financial support to the Company to meet any future financial obligations as and when they fall due.

(d) Functional and presentation currency

The financial statements are presented in Pound Sterling (GBP), which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which the entity operates. The Company's main transactions are denominated in GBP. The directors of the Company believe that GBP most faithfully represents the economic effects of the underlying transactions, events and conditions.

(e) Financial instruments

The Company has applied IFRS 9 throughout its financial statements from date of inception.

i. Classification

In accordance with IFRS 9, the Company classifies its financial assets and financial liabilities at initial recognition into the categories of financial assets and financial liabilities discussed below.

In applying that classification, a financial asset or financial liability is considered to be held for trading if:

- ☐ It is acquired or incurred principally for the purpose of selling or repurchasing it in the near term; or
- ☐ On initial recognition, it is part of a portfolio of identified financial instruments that are managed together and for which, there is evidence of a recent actual pattern of short-term profit-taking; or
- ☐ It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

- Financial assets

The Company classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss on the basis of both:

- ☐ The entity's business model for managing the financial assets.
- ☐ The contractual cash flow characteristics of the financial asset.

a. Financial assets measured at amortised cost

A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company includes in this category short-term non-financing receivables including other receivables.

b. Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset is measured at fair value through profit or loss if:

- ☐ Its contractual terms do not give rise to cash flows on specified dates that are solely payments of principal and interest ("SPPI") on the principal amount outstanding; or

HE2 N1 SWINDON LIMITED

Notes to the financial statements (continued)

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

2. Significant accounting policies (continued)

(e) Financial instruments (continued)

b. Financial assets measured at fair value through profit or loss ("FVTPL") (continued)

☐ It is not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell; or

☐ At initial recognition, it is irrevocably designated as measured at FVTPL when doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

As at 31 December 2018, there are no financial assets measured at fair value through profit or loss.

- Financial liabilities

Financial liabilities measured at amortised cost

This category includes all financial liabilities, other than those measured at fair value through profit or loss.

ii. Recognition

The Company recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument.

Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

iii. Initial measurement

Financial assets and financial liabilities at FVTPL are recorded in the statement of financial position at fair value. All transaction costs for such instruments are recognised directly in profit or loss.

Financial assets and liabilities (other than those classified as at FVTPL) are measured initially at their fair value plus any directly attributable incremental costs of acquisition or issue.

iv. Subsequent measurement

After initial measurement, financial instruments which are classified as at FVTPL are measured at fair value. Subsequent changes in the fair value of those financial instruments are recorded in net gain or loss on financial assets and liabilities at FVTPL in the statement of profit or loss and other comprehensive income. Interest and dividends earned or paid on these instruments are recorded separately in investment income or interest expense and dividend income or expense in the statement of profit or loss and other comprehensive income.

Financial liabilities, other than those classified as at FVTPL, are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, as well as through the amortisation process.

v. Derecognition

A financial asset (or, where applicable, a part of a financial asset or a part of a group of similar financial assets) is derecognised where the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement and the Company has:

(a) Transferred substantially all of the risks and rewards of the asset; or

(b) Neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

HE2 N1 SWINDON LIMITED**Notes to the financial statements (continued)****For the period from 3 August 2018 (date of incorporation) to 31 December 2018**

2. Significant accounting policies (continued)**(e) Financial instruments (continued)***v. Derecognition (continued)*

When the Company has transferred its right to receive cash flows from an asset (or has entered into a pass-through arrangement), and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

The Company has derecognised the property acquired as it has transferred all the risks and rewards of the property as well as the control of the property.

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

vi. Hedge accounting

The Company has not applied hedge accounting under IFRS 9.

(f) Impairment of financial assets

The Company holds only other receivables with no financing component and which have maturities of less than 12 months at amortised cost and, as such, has chosen to apply an approach similar to the simplified approach for expected credit losses ("ECL") under IFRS 9 to all its other receivables. Therefore, the Company does not track changes in credit risk, but instead, recognises a loss allowance based on lifetime ECLs at each reporting date. No loss allowance was recognised at the reporting date as the balance of receivable is considered to be insignificant.

(g) Other receivables

Other receivables are recognised on an accruals basis.

(h) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

(i) Income statement and cash flow statement

The Company has not presented any income statement and cash flow statement as there were no transactions to report.

Administrative expenses incurred in the period have been paid on behalf of the company by HE2 SWINDON GP LIMITED, and have not been recognised in these financial statements.

3. Other receivables

**31 December
2018
GBP**

Amount due from related party

1

1

The amount due from related party is interest free, unsecured and receivable on demand. The carrying value of other receivables represents the maximum exposure to credit risk from these and therefore no separate disclosure is presented.

HE2 N1 SWINDON LIMITED

Notes to the financial statements (continued)

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

4. Directors' remuneration

The directors did not receive any remuneration in respect of their services to the Company.

5. Financial risk management

Risk management framework

The Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company does not have any externally imposed capital requirements.

The Company has exposure to the following risks from its use of financial instruments:

- (i) Credit risk;
- (ii) Liquidity risk;
- (iii) Market risks; and
- (iv) Operational risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and the Company's management of capital. Further quantitative disclosures are provided below.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from other receivables.

The balance exposed to credit risk is the amount due from related party, which is primarily the shareholder. The Company also assesses the counterparty before entering into transactions with them.

Financial assets subject to IFRS 9's impairment requirements

The Company's financial assets subject to the ECL model within IFRS 9 are only other receivables. At 31 December 2018, the total of other receivables was GBP 1. There is no concentration of credit risk within these assets and no loss allowance has been provided and no amounts have been written off during the period.

(ii) Liquidity risk

Liquidity risk is the risk that an entity may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. The Company reviews cash flow forecasts on a quarterly basis to monitor liquidity requirements. A prudent liquidity risk management approach is adopted to ensure sufficient cash is available for covering operational expenses.

At reporting date, the Company is dormant. The ultimate parent company has confirmed its intention to provide financial support to the Company to meet any future financial obligations as and when they fall due.

As at 31 December 2018, the Company does not have any financial liabilities and hence is not exposed to liquidity risk.

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's market risk arises from open positions in interest bearing assets and liabilities, to the extent that these are exposed to general and specific market movements.

IFRS 7 requires disclosure of sensitivity analysis for each type of market risk to which the entity is exposed at the report date showing how profit or loss and equity would have been affected by changing the relevant risk variables that were reasonably possible at that date.

As discussed below, the Company does not have significant exposure to price risk or cashflow and fair value interest rate risk and therefore no sensitivity analysis for those risks has been disclosed.

HE2 N1 SWINDON LIMITED

Notes to the financial statements (continued)

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

5. Financial risk management (continued)

(iii) Market risk (continued)

Currency risk

The Company is not exposed to foreign currency risk since all of its financial assets and liabilities are denominated in pound sterling, which is the functional and presentation currency of the Company.

Fair values

The term "financial instruments" includes financial assets and financial liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value of financial assets and liabilities is estimated using quoted market prices for similar instruments and adjusted for differences between the quoted instrument and the instrument being valued. In certain cases, including the loans advanced to borrowers, where there are no ready markets, various techniques have been used to estimate the fair value of the instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgement and therefore cannot be determined with precision. Readers of these financial statements are advised to use caution when using the data to evaluate the Company's financial position or to make comparisons with other companies.

At 31 December 2018, the carrying value of other receivables approximated fair value due to their short-term nature.

The following table gives details of the carrying amounts and fair values of financial instruments as at 31 December 2018:

	Assets at amortised cost GBP	Carrying amount GBP	Fair values GBP
<i>Financial asset at amortised cost</i>			
Other receivables	1	1	1
	<u>1</u>	<u>1</u>	<u>1</u>

(iv) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks are inherent in all business activity.

The Company was incorporated with the purpose of engaging in those activities outlined in the preceding paragraphs. All administration functions have been outsourced by the Company to Vistra (UK) Limited who has an operational risk management function that assist and advise line management on specific operational risks.

Capital management

The primary objective of the Company's management of capital is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the entity may requisite new shares, sell assets or return capital to shareholders.

HE2 N1 SWINDON LIMITED

Notes to the financial statements (continued)

For the period from 3 August 2018 (date of incorporation) to 31 December 2018

5. Financial risk management (continued)

Capital management (continued)

The Company considers that capital is composed of equity. The Company closely monitors the gearing ratio which involves any net debt and equity. As at 31 December 2018, the Company had no borrowings and consequently was not exposed to capital risk. The Company is not subject to externally imposed capital requirements.

6. Holding and ultimate parent company

One GBP 1 ordinary share issued is held by HE2 SWINDON GP LIMITED. The ultimate parent of the Company is Perot Investment Trust I.

7. Related party transactions

At 31 December 2018, the Company had amount receivable of GBP 1 from HE2 SWINDON GP LIMITED.

8. Commitments and contingent liabilities

There were no contingent liabilities that require disclosure in the financial statements.

9. Subsequent events

As at 31 December 2018, the ultimate parent of the Company was Perot Investment Trust I. Subsequent to year end, there has been a change in ownership at the ultimate parent level whereby the shares of the Company's immediate parent has been acquired by EU Industrial Club II UK AIV SCSp ("the SCSp"). The majority interest of the SCSp is held by The First State Superannuation Scheme (43.5%) and Future Fund Board of Guardians (49%).

10. Approval of financial statements

The financial statements were authorised and issued for approval by the Board on 23 September 2019.