

Financial Statements continued

Notes to the financial statements

for the year ended 31 March 2021

1. Corporate information

The Company is a public limited company incorporated and domiciled in England and Wales, whose shares are publicly traded on the London Stock Exchange plc's main market for listed securities. The consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of investment property, and are presented in pounds sterling with all values rounded to the nearest thousand pounds (£000), except when otherwise indicated. The consolidated financial statements were authorised for issue in accordance with a resolution of the Directors on 15 June 2021.

2. Basis of preparation and accounting policies

2.1. Basis of preparation

The consolidated financial statements and the separate financial statements of the parent company have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union. The financial statements have also been prepared in accordance with International Financial Reporting Standards as issued by the IASB.

Certain statements in this report are forward looking statements. By their nature, forward looking statements involve a number of risks, uncertainties or assumptions that could cause actual results or events to differ materially from those expressed or implied by those statements. Forward looking statements regarding past trends or activities should not be taken as representation that such trends or activities will continue in the future. Accordingly, undue reliance should not be placed on forward looking statements.

2.2. Basis of consolidation

The consolidated financial statements consolidate those of the parent company and its subsidiaries. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. Custodian Real Estate Limited has a reporting date in line with the Company. Other subsidiaries have December accounting reference dates which have not been amended since their acquisition as those companies are expected to be liquidated during the next financial year. All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of the subsidiary are adjusted where necessary to ensure consistency with the accounting policies adopted by the Group. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

2.3. Application of new and revised International Financial Reporting Standards

During the year the Company adopted the following new standards with no impact on reported financial performance or position:

- COVID-19-related rent concessions amendment to IFRS 16
- Amendments to References to the Conceptual Framework in IFRS Standards
- Amendments to IAS 1 and IAS 8 Definition of material
- Amendments to IAS 1 Classification of Liabilities as Current or Non-current

At the date of authorisation of these financial statements, the following new and revised IFRSs which have not been applied in these financial statements were in issue but not yet effective:

- **IFRS 17 – 'Insurance Contracts'**

IFRS 17 was published in May 2017 and is effective for periods commencing on or after 1 January 2021. IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 'Insurance Contracts'.

- **Annual Improvements to IFRS Standards 2018-2020**

The Company has not completed its review of the impact of these new standards but does not anticipate them having a significant impact.

2.4. Significant accounting policies

The principal accounting policies adopted by the Group and Company and applied to these financial statements are set out below.

Going concern

The Directors believe the Company is well placed to manage its business risks successfully despite the impact of the COVID-19 pandemic on rent deferrals and tenant default. The Company's projections show that the Company should be able to operate within the level of its current financing arrangements for at least the next 12 months, set out in more detail in the Directors' report and Principal risks and uncertainties section of the Strategic report. Accordingly, the Directors continue to adopt the going concern basis for the preparation of the financial statements.

Income recognition

Contractual revenues are allocated to each performance obligation of a contract and revenue is recognised on a basis consistent with the transfer of control of goods or services. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duties.

Rental income from operating leases on properties owned by the Company is accounted for on a straight-line basis over the term of the lease. Rental income excludes service charges and other costs directly recoverable from tenants.

Lease incentives are recognised on a straight-line basis over the lease term.

Revenue and profits on the sale of properties are recognised on the completion of contracts. The amount of profit recognised is the difference between the sale proceeds and the carrying amount.

Finance income relates to bank interest receivable and amounts receivable on ongoing development funding contracts.

Taxation

The Group operates as a REIT and hence profits and gains from the property rental business are normally expected to be exempt from corporation tax. The tax expense represents the sum of the tax currently payable and deferred tax relating to the residual (non-property rental) business. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Investment property

Investment property is held to earn rentals and/or for capital appreciation and is initially recognised at cost including direct transaction costs. Investment property is subsequently valued externally on a market basis at the reporting date and recorded at valuation. Any surplus or deficit arising on revaluing investment property is recognised in profit or loss in the year in which it arises. Dilapidations receipts are held in the statement of financial position and offset against subsequent associated expenditure. Any ultimate gains or shortfalls are measured by reference to previously published valuations and recognised in profit or loss, offset against any directly corresponding movement in fair value of the investment properties to which they relate.

Group undertakings

Investments are included in the Company only statement of financial position at cost less any provision for impairment.

Non-listed equity investments

Non-listed equity investments are classified at fair value through profit and loss and are subsequently measured using level 3 inputs, meaning valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets

The Company's financial assets include cash and cash equivalents and trade and other receivables. Interest resulting from holding financial assets is recognised in profit or loss on an accruals basis.

Loans and receivables are measured subsequent to initial recognition at amortised cost using the effective interest method, less provision for impairment. Provision for impairment of trade and other receivables is made when objective evidence is received that the Company will not be able to collect all amounts due to it in accordance with the original terms of the receivable. The amount of the impairment is determined as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective rate computed at initial recognition. Any change in value through impairment or reversal of impairment is recognised in profit or loss.

A financial asset is de-recognised only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred and that transfer qualifies for de-recognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Company retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for de-recognition if the Company transfers substantially all the risks and rewards of ownership of the asset.

Financial Statements continued

Notes to the financial statements continued

for the year ended 31 March 2021

2. Basis of preparation and accounting policies continued

2.4. Significant accounting policies continued

Cash and cash equivalents

Cash and cash equivalents include cash in hand and on-demand deposits, and other short-term highly liquid investments that are readily convertible into a known amount of cash and are subject to an insignificant risk of changes in value.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Share capital represents the nominal value of equity shares issued. Share premium represents the excess over nominal value of the fair value of the consideration received for equity shares, net of direct issue costs.

Retained earnings include all current and prior year results as disclosed in profit or loss. Retained earnings include realised and unrealised profits. Profits are considered unrealised where they arise from movements in the fair value of investment properties that are considered to be temporary rather than permanent.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the fair value of proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlements or redemption and direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

Leases

Where an investment property is held under a leasehold interest, the headlease is initially recognised as an asset at cost plus the present value of minimum ground rent payments. The corresponding rental liability to the head leaseholder is included in the balance sheet as a liability. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability so as to produce a constant periodic rate of interest on the remaining lease liability.

Segmental reporting

An operating segment is a distinguishable component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker (the Board) to make decisions about the allocation of resources and assessment of performance and about which discrete financial information is available. As the chief operating decision maker reviews financial information for, and makes decisions about the Company's investment properties as a portfolio, the Directors have identified a single operating segment, that of investment in commercial properties.

2.5. Key sources of judgements and estimation uncertainty

The preparation of the financial statements requires the Company to make estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. If in the future such estimates and assumptions, which are based on the Directors' best judgement at the date of preparation of the financial statements, deviate from actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change.

Judgements

The areas where a higher degree of judgement or complexity arises are discussed below:

- **Valuation of investment property** – Investment property is valued at the reporting date at fair value. Where an investment property is being redeveloped the property continues to be treated as an investment property. Surpluses and deficits attributable to the Company arising from revaluation are recognised in profit or loss. Valuation surpluses reflected in retained earnings are not distributable until realised on sale. In making its judgement over the valuation of properties, the Company considers valuations performed by the independent valuers in determining the fair value of its investment properties. The valuers make reference to market evidence of transaction prices for similar properties. The valuations are based upon assumptions including future rental income, anticipated maintenance costs and appropriate discount rates. In response to the COVID-19 pandemic, 31 March 2020 valuations were subject to a 'material uncertainty' clause in line with RICS guidance. Valuation assumptions also include, for certain assets occupied by tenants currently not trading or with trade significantly curtailed at the year end, a three-month rental void and a yield increase of 10-75bps.

Estimates

Areas where accounting estimates are significant to the financial statements are:

- **Doubtful debt provisioning** – the approach to providing for 'expected credit losses' is detailed in Note 12 and uses estimates within a matrix of how much the credit risk of trade receivables has increased since initial recognition based on the number of days overdue, taking into account qualitative and quantitative supportable information. Due to the impact of the COVID-19 pandemic on collection rates, there has been a significant increase in assessed credit risk during the year. Each individual property rental receivable is reviewed to assess whether there is a probability of default and expected credit loss given the Investment Manager's knowledge of the specific tenant over and above the provision calculated from the matrix.

3. Earnings per ordinary share

Basic EPS amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the net profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There are no dilutive instruments in issue. Shares issued after the year end are disclosed in Note 20.

The Company is a FTSE EPRA/NAREIT index series constituent and EPRA performance measures have been disclosed to facilitate comparability with the Company's peers through consistent reporting of key performance measures. EPRA has issued recommended bases for the calculation of EPS which the Directors consider are better indicators of performance.

	Year ended 31 March 2021	Year ended 31 March 2020
Net profit and diluted net profit attributable to equity holders of the Company (£000)	3,749	2,123
Net loss on investment property (£000)	19,925	26,550
EPRA net profit attributable to equity holders of the Company (£000)	23,674	28,673
Weighted average number of ordinary shares:		
Issued ordinary shares at start of the year (thousands)	420,053	398,203
Effect of shares issued during the year (thousands)	–	11,508
Basic and diluted weighted average number of shares (thousands)	420,053	409,711
Basic and diluted EPS (p)	0.9	0.5
EPRA EPS (p)	5.6	7.0

4. Revenue

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Gross rental income from investment property	38,664	40,022
Income from recharges to tenants	914	881
	39,578	40,903

Financial Statements continued

Notes to the financial statements continued for the year ended 31 March 2021

5. Operating profit

Operating profit is stated after (crediting)/charging:

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
(Profit)/loss on disposal of investment property	(393)	101
Investment property valuation decrease	20,318	26,449
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	106	96
Fees payable to the Company's auditor and its associates for other services	20	26
Administrative fee payable to the Investment Manager	416	434
Directly incurred operating expenses of vacant rental property	822	910
Directly incurred operating expenses of let rental property	1,142	600
Increase in doubtful debt provision, write offs due to tenant business failure and rent concessions	3,591	336
Amortisation of right-of-use asset	7	7

Fees payable to the Company's auditor, Deloitte LLP, are further detailed in the Audit and Risk Committee report.

6. Finance income

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Bank interest	28	36
Finance income	33	-
	61	36

7. Finance costs

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Amortisation of arrangement fees on debt facilities	347	286
Other finance costs	287	200
Bank interest	4,269	4,235
	4,903	4,721

8. Income tax

The tax charge assessed for the year is lower than the standard rate of corporation tax in the UK during the year of 19.0%. The differences are explained below:

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Profit before income tax	3,749	2,123
Tax charge on profit at a standard rate of 19.0% (2020: 19.0%)	712	403
Effects of: REIT tax exempt rental profits and gains	(712)	(403)
Income tax expense	-	-
Effective income tax rate	0.0%	0.0%

The Company operates as a REIT and hence profits and gains from the property investment business are normally exempt from corporation tax.

9. Dividends

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Interim dividends paid on ordinary shares relating to the quarter ended:		
Prior year		
–31 March 2020: 1.6625p (2019: 1.6375p)	6,983	6,521
Current year		
–30 June 2020: 0.95p (2019: 1.6625p)	3,990	6,786
–30 September 2020: 1.05p (2019: 1.6625p)	4,411	6,828
–31 December 2020: 1.25p (2019: 1.6625p)	5,251	6,867
	20,635	27,002

The Company paid a fourth interim dividend relating to the quarter ended 31 March 2021 of 1.25p per ordinary share (totalling £5.3m) on 28 May 2021 to shareholders on the register at the close of business on 14 May 2021. The Company has approved a fifth interim dividend per share relating to the year of 0.5p totalling £2.1m payable on 30 June 2021 to shareholders on the register at the close of business on 21 May 2021. These dividends have not been included as liabilities in these financial statements.

10. Investment property

Group and Company	£000
At 31 March 2019	572,745
Impact of lease incentives	1,402
Additions	24,647
Amortisation of right-of-use asset	(7)
Capital expenditure and development	2,804
Disposals	(15,325)
Valuation decrease before acquisition costs	(25,850)
Acquisition costs	(599)
Valuation decrease including acquisition costs	(26,449)
At 31 March 2020	559,817
Impact of lease incentives	1,932
Additions	12,150
Amortisation of right-of-use asset	(7)
Capital expenditure and development	2,308
Disposals	(3,960)
Valuation decrease before acquisition costs	(19,611)
Acquisition costs	(707)
Valuation decrease including acquisition costs	(20,318)
At 31 March 2021	551,922

£391.9m (2020: £375.1m) of investment property has been charged as security against the Company's borrowings. £0.6m (2020: £0.6m) of investment property comprises right-of-use assets.

The carrying value of investment property at 31 March 2021 comprises £444.1m freehold (2020: £447.9m) and £107.8m leasehold property (2020: £111.9m).

Investment property is stated at the Directors' estimate of its 31 March 2021 fair value. Lambert Smith Hampton Group Limited and Knight Frank LLP, professionally qualified independent valuers, each valued approximately half of the property portfolio as at 31 March 2021 in accordance with the Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors ("RICS"). LSH and KF have recent experience in the relevant locations and categories of the property being valued. 31 March 2020 valuations were subject to a 'material uncertainty' clause in line with RICS guidance.

Financial Statements continued

Notes to the financial statements continued for the year ended 31 March 2021

10. Investment property continued

Investment property has been valued using the investment method which involves applying a yield to rental income streams. Inputs include yield, current rent and ERV. For the year end valuation, the equivalent yields used ranged from 4.3% to 12.3%. Valuation reports are based on both information provided by the Company e.g. current rents and lease terms, which are derived from the Company's financial and property management systems and are subject to the Company's overall control environment, and assumptions applied by the valuers e.g. ERVs and yields. These assumptions are based on market observation and the valuers' professional judgement. In estimating the fair value of each property, the highest and best use of the properties is their current use. In response to the COVID-19 pandemic, for all assets occupied by tenants currently not trading or with trade significantly curtailed at the year end, the Company's valuers assumed a three-month rental void and applied a yield increase of 25-75bps to valuations. It is not possible to estimate sensitivity to these assumptions.

All other factors being equal, a higher equivalent yield would lead to a decrease in the valuation of investment property, and an increase in the current or estimated future rental stream would have the effect of increasing capital value, and vice versa. However, there are interrelationships between unobservable inputs which are partially determined by market conditions, which could impact on these changes.

11. Investments

Shares in subsidiaries

Company		Country of registration and incorporation	Principal activity	Ordinary shares held	31 March 2021 £000	31 March 2020 £000
Name	Company number					
Custodian Real Estate Limited	08882372	England and Wales	Non-trading	100%	–	–
Custodian Real Estate BL Limited	09270501	England and Wales	Non-trading – in liquidation	100%	–	–
Custodian Real Estate (Beaumont Leys) Limited*	04364589	England and Wales	Non-trading – in liquidation	100%	4	4
Custodian Real Estate (Leicester) Limited*	04312180	England and Wales	Non-trading – in liquidation	100%	497	497
Custodian Real Estate (JMP4) Limited (formerly John Menzies Property 4 Limited)	11187952	England and Wales	Non-trading – in liquidation	100%	2,904	2,904
					3,405	3,405

* Held indirectly.

The Company's non-trading UK subsidiaries have claimed the audit exemption available under Section 479A of the Companies Act 2006. The Company's registered office is also the registered office of each UK subsidiary.

Non-listed equity investments

Group and Company		Country of registration and incorporation	Principal activity	Ordinary shares held	31 March 2021 £000	31 March 2020 £000
Name	Company number					
AGO Hotels Limited	12747566	England and Wales	Operator of hotels	4.5%	–	–

The Company was allotted 4.5% of the ordinary share capital of AGO Hotels Limited on 31 January 2021 as part of a new letting of its hotel asset in Portishead.

12. Trade and other receivables

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Falling due in less than one year:		
Trade receivables	4,192	4,359
Other receivables	1,706	217
Prepayments and accrued income	103	721
	6,001	5,297

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before amounts become past due.

12. Trade and other receivables continued

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Available information indicates the debtor is unlikely to pay its creditors.

Such balances are provided for in full. For remaining balances the Company has applied an expected credit loss ("ECL") matrix based on its experience of collecting rent arrears and deferred rents since the onset of COVID-19 disruption. The ECL matrix fully provides for receivable balances more than 90 days past due, partially provides against receivable balances between one and 90 days past due and partially provides against receivable balances not yet due because of a contractual deferral.

The movement in the expected credit loss provision, set out below, is recognised within directly incurred operating expenses of rental property of £5,559k (2020: £1,883k) in the income statement.

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Expected credit loss provision		
Opening balance	341	18
Increase in provision relating to trade receivables that are credit-impaired	2,689	323
Closing balance	3,030	341

The increase in provision during the year is due to tenants not settling their contractual rental obligations on a timely basis, primarily due to a cessation or curtailment of trade due to the COVID-19 pandemic.

Tenant rent deposits of £0.9m (2020: £0.7m) are held as collateral against certain trade receivable balances.

13. Trade and other payables

	Group		Company	
	31 March 2021 £000	31 March 2020 £000	31 March 2021 £000	31 March 2020 £000
Falling due in less than one year:				
Trade and other payables	1,730	2,091	1,730	2,091
Social security and other taxes	882	2,462	882	2,462
Accruals	2,665	2,563	2,665	2,563
Rental deposits	908	678	908	678
Amounts due to subsidiary undertakings	–	–	3,405	3,405
	6,185	7,794	9,590	11,199

The Directors consider that the carrying amount of trade and other payables approximates to their fair value. Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. For most suppliers interest is charged if payment is not made within the required terms. Thereafter, interest is chargeable on the outstanding balances at various rates. The Company has financial risk management policies in place to ensure that all payables are paid within the credit timescale.

Amounts payable to subsidiary undertakings are due on demand.

Financial Statements continued

Notes to the financial statements continued for the year ended 31 March 2021

14. Cash and cash equivalents

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Cash and cash equivalents	3,920	25,399

Cash and cash equivalents at 31 March 2021 include £2.6m (2020: £0.9m) of restricted cash comprising: £1.5m (2020: £nil) interest 'prepayments' in connection with arranging interest cover covenant waivers, £0.9m (2020: £0.7m) rental deposits held on behalf of tenants and £0.2m (2020: £0.2m) retentions held in respect of development fundings.

15. Borrowings

Group and Company	Bank borrowings £000	Costs incurred in the arrangement of bank borrowings £000	Total £000
Falling due in more than one year:			
At 31 March 2020	150,000	(1,677)	148,323
Net repayment of borrowings	(10,000)	(66)	(10,066)
Amortisation of arrangement fees	–	347	347
At 31 March 2021	140,000	(1,396)	138,604

During the year the Company and Lloyds agreed to extend the term of the RCF by one year to expire in 2023, and an option remains to extend the term by a further year to 2024.

The Company has the following facilities available:

- A £35m RCF with Lloyds Bank plc ("Lloyds") with interest of between 1.5% and 1.8% above three-month LIBOR and repayable on 17 September 2023. The RCF limit can be increased to £50m with Lloyds' consent;
- A £20m term loan with Scottish Widows plc with interest fixed at 3.935% and repayable on 13 August 2025;
- A £45m term loan with Scottish Widows plc with interest fixed at 2.987% and repayable on 5 June 2028; and
- A £50m term loan with Aviva comprising:
 - £35m Tranche 1 repayable on 6 April 2032 attracting fixed annual interest of 3.02%; and
 - £15m Tranche 2 repayable on 3 November 2032 attracting fixed annual interest of 3.26%.

Each facility has a discrete security pool, comprising a number of the Company's individual properties, over which the relevant lender has security and covenants:

- The maximum LTV of the discrete security pool is between 45% and 50%, with an overarching covenant on the Company's property portfolio of a maximum 35% LTV; and
- Historical interest cover, requiring net rental receipts from each discrete security pool, over the preceding three months, to exceed 250% of the facility's quarterly interest liability.

The Company's debt facilities contain market-standard cross-guarantees such that a default on an individual facility will result in all facilities falling into default.

16. Share capital

Group and Company	Ordinary shares of 1p	£000
Issued share capital		
At 1 April 2019	398,203,344	3,982
Issue of share capital	21,850,000	219
At 31 March 2020	420,053,344	4,201
Issue of share capital	–	–
At 31 March 2021	420,053,344	4,201

During the prior year, the Company raised £25.3m (before costs and expenses) through the placing of 21,850,000 new ordinary shares.

Rights, preferences and restrictions on shares

All ordinary shares carry equal rights and no privileges are attached to any shares in the Company. All the shares are freely transferable, except as otherwise provided by law. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

At the AGM of the Company held on 1 September 2020, the Board was given authority to issue up to 140,017,781 shares, pursuant to section 551 of the Companies Act 2006 ("the Authority"). The Authority is intended to satisfy market demand for the ordinary shares and raise further monies for investment in accordance with the Company's investment policy. No ordinary shares have been issued under the Authority since 1 September 2020, leaving an unissued balance of 140,017,781 at 31 March 2021. The Authority expires on the earlier of 15 months from 1 September 2020 and the subsequent AGM, due to take place on 25 August 2021.

In addition, the Company was granted authority to make market purchases of up to 42,005,300 ordinary shares under section 701 of the Companies Act 2006. No market purchases of ordinary shares have been made.

Group and Company	Share premium account £000	Retained earnings £000
Other reserves		
At 1 April 2019	225,680	196,961
Shares issued during the year	25,081	–
Costs of share issue	(292)	–
Profit for the year	–	2,123
Dividends paid	–	(27,002)
At 31 March 2020	250,469	172,082
Shares issued during the year	–	–
Costs of share issue	–	–
Profit for the year	–	3,749
Dividends paid	–	(20,635)
At 31 March 2021	250,469	155,196

The nature and purpose of each reserve within equity are:

- Share premium – Amounts subscribed for share capital in excess of nominal value less any associated issue costs that have been capitalised.
- Retained earnings – All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

Financial Statements continued

Notes to the financial statements continued for the year ended 31 March 2021

17. Commitments and contingencies

Company as lessor

Operating leases, in which the Company is the lessor, relate to investment property owned by the Company with lease terms of between 0 to 15 years. The aggregated future minimum rentals receivable under all non-cancellable operating leases are:

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Not later than one year	36,191	37,519
Year 2	31,771	34,941
Year 3	27,987	29,335
Year 4	23,875	25,810
Year 5	19,300	22,403
Later than five years	72,428	75,893
	211,552	225,901

The following table presents amounts reported in revenue:

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Lease income on operating leases	38,621	39,833
Therein lease income relating to variable lease payments that do not depend on an index or rate	152	189
	38,773	40,022

18. Related party transactions

Save for transactions described below, the Company is not a party to, nor had any interest in, any other related party transaction during the year.

Transactions with Directors

Each of the Directors is engaged under a letter of appointment with the Company and does not have a service contract with the Company. Under the terms of their appointment, each Director is required to retire by rotation and seek re-election at least every three years. Each Director's appointment under their respective letter of appointment is terminable immediately by either party (the Company or the Director) giving written notice and no compensation or benefits are payable upon termination of office as a Director of the Company becoming effective.

Ian Mattioli is Chief Executive of Mattioli Woods, the parent company of the Investment Manager, and is a director of the Investment Manager. As a result, Ian Mattioli is not independent. The Company Secretary, Ed Moore, is also a director of the Investment Manager.

Investment Management Agreement

The Investment Manager is engaged as AIFM under an IMA with responsibility for the management of the Company's assets, subject to the overall supervision of the Directors. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Board and the investment restrictions referred to in the IMA. The Investment Manager also provides day-to-day administration of the Company and acts as secretary to the Company, including maintenance of accounting records and preparing the annual and interim financial statements of the Company.

During the year annual management fees payable to the Investment Manager under the IMA were calculated as follows:

- 0.9% of the NAV of the Company as at the relevant quarter day which is less than or equal to £200m divided by 4;
- 0.75% of the NAV of the Company as at the relevant quarter day which is in excess of £200m but below £500m divided by 4; plus
- 0.65% of the NAV of the Company as at the relevant quarter day which is in excess of £500m divided by 4.

During the year administrative fees payable to the Investment Manager under the IMA were calculated as follows:

- 0.125% of the NAV of the Company as at the relevant quarter day which is less than or equal to £200m divided by 4;
- 0.08% of the NAV of the Company as at the relevant quarter day which is in excess of £200m but below £500m divided by 4; plus
- 0.05% of the NAV of the Company as at the relevant quarter day which is in excess of £500m divided by 4.

On 22 June 2020 the terms of the IMA were varied to extend the appointment of the Investment Manager for a further three years, with a further year's notice, and to introduce further fee hurdles such that annual management fees payable to the Investment Manager under the IMA are now:

- 0.9% of the NAV of the Company as at the relevant quarter day which is less than or equal to £200m divided by 4;
- 0.75% of the NAV of the Company as at the relevant quarter day which is in excess of £200m but below £500m divided by 4;
- 0.65% of the NAV of the Company as at the relevant quarter day which is in excess of £500m but below £750m divided by 4; plus
- 0.55% of the NAV of the Company as at the relevant quarter day which is in excess of £500m divided by 4.

Administrative fees payable to the Investment Manager under the IMA are now:

- 0.125% of the NAV of the Company as at the relevant quarter day which is less than or equal to £200m divided by 4;
- 0.08% of the NAV of the Company as at the relevant quarter day which is in excess of £200m but below £500m divided by 4;
- 0.05% of the NAV of the Company as at the relevant quarter day which is in excess of £500m but below £750m divided by 4; plus
- 0.03% of the NAV of the Company as at the relevant quarter day which is in excess of £750m divided by 4.

The IMA is terminable by either party by giving not less than 12 months' prior written notice to the other, which notice may only be given after the expiry of the three-year term. The IMA may also be terminated on the occurrence of an insolvency event in relation to either party, if the Investment Manager is fraudulent, grossly negligent or commits a material breach which, if capable of remedy, is not remedied within three months, or on a force majeure event continuing for more than 90 days.

The Investment Manager receives a marketing fee of 0.25% (2020: 0.25%) of the aggregate gross proceeds from any issue of new shares in consideration of the marketing services it provides to the Company.

During the year the Investment Manager charged the Company £3.75m (2020: £4.01m) comprising £3.33m (2020: £3.52m) in respect of annual management fees, £0.42m (2020: £0.43m) in respect of administrative fees and £nil (2020: £0.06m) in respect of marketing fees.

19. Financial risk management

Capital risk management

The Company manages its capital to ensure it can continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance within the parameters of its investment policy. The capital structure of the Company consists of debt, which includes the borrowings disclosed below, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued ordinary share capital, share premium and retained earnings.

Net gearing ratio

The Board reviews the capital structure of the Company on a regular basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital. The Company has a target net gearing ratio of 25% determined as the proportion of debt (net of unrestricted cash) to investment property. The net gearing ratio at the year end was 24.9% (2020: 22.4%).

Externally imposed capital requirements

The Company is not subject to externally imposed capital requirements, although there are restrictions on the level of interest that can be paid due to conditions imposed on REITs.

Financial risk management

The Company seeks to minimise the effects of interest rate risk, credit risk, liquidity risk and cash flow risk by using fixed and floating rate debt instruments with varying maturity profiles, at low levels of net gearing.

Interest rate risk management

The Company's activities expose it primarily to the financial risks of increases in interest rates, as it borrows funds at floating interest rates. The risk is managed by maintaining:

- An appropriate balance between fixed and floating rate borrowings;
- A low level of net gearing; and
- The RCF whose flexibility allows the Company to manage the risk of changes in interest rates.

The Board periodically considers the availability and cost of hedging instruments to assess whether their use is appropriate and also considers the maturity profile of the Company's borrowings.

Financial Statements continued

Notes to the financial statements continued

for the year ended 31 March 2021

19. Financial risk management continued

Interest rate sensitivity analysis

Interest rate risk arises on interest payable on the RCF only, as interest on all other debt facilities is payable on a fixed rate basis. At 31 March 2021, the RCF was drawn at £25m. Assuming this amount was outstanding for the whole year and based on the exposure to interest rates at the reporting date, if three-month LIBOR had been 0.5% higher/lower and all other variables were constant, the Company's profit for the year ended 31 March 2021 would decrease/increase by £0.1m due to its variable rate borrowings.

Market risk management

The Company manages its exposure to market risk by holding a portfolio of investment property diversified by sector, location and tenant.

Market risk sensitivity

Market risk arises on the valuation of the Company's property portfolio in complying with its bank loan covenants (Note 15). The Company would breach its overall borrowing covenant if the valuation of its property portfolio fell by 29% (2020: 35%).

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. The Company's credit risk is primarily attributable to its trade receivables and cash balances. The amounts included in the statement of financial position are net of allowances for bad and doubtful debts. An allowance for impairment is made where a debtor is in breach of its financial covenants, available information indicates a debtor can't pay or where balances are significantly past due.

The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The maximum credit risk on financial assets at 31 March 2021 was £4.2m (2020: £4.4m).

The Company has no significant concentration of credit risk, with exposure spread over a large number of tenants covering a wide variety of business types. Further detail on the Company's credit risk management process is included within the Strategic report.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profile of financial assets and liabilities.

The following tables detail the Company's contractual maturity for its financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

Group	Weighted average effective interest rate %	31 March 2021 0–3 months £000	31 March 2021 3 months–1 year £000	31 March 2021 1–5 years £000	31 March 2021 5 years + £000
Trade and other payables	N/a	6,185	–	151	421
Borrowings:					
Variable rate	1.888	118	354	25,692	–
Fixed rate	3.935	197	590	2,656	–
Fixed rate	2.987	336	1,008	5,377	47,939
Fixed rate	3.020	264	793	4,228	41,362
Fixed rate	3.260	122	367	1,956	18,227
		7,222	3,112	40,060	107,949

Company	Weighted average effective interest rate %	31 March 2021 0–3 months £000	31 March 2021 3 months–1 year £000	31 March 2021 1–5 years £000	31 March 2021 5 years + £000
Trade and other payables	N/a	9,590	–	151	421
Borrowings:					
Variable rate	1.888	118	354	25,692	–
Fixed rate	3.935	197	590	2,656	–
Fixed rate	2.987	336	1,008	5,377	47,939
Fixed rate	3.020	264	793	4,228	41,362
Fixed rate	3.260	122	367	1,956	18,227
		10,627	3,112	40,060	107,949

Group	Weighted average effective interest rate %	31 March 2020 0–3 months £000	31 March 2020 3 months–1 year £000	31 March 2020 1–5 years £000	31 March 2020 5 years + £000
Trade and other payables	N/a	7,794	–	151	425
Borrowings:					
Variable rate	1.988	174	522	37,413	–
Fixed rate	3.935	197	590	3,148	20,295
Fixed rate	2.987	336	1,008	5,377	49,279
Fixed rate	3.020	264	793	4,228	42,419
Fixed rate	3.260	122	367	1,956	18,716
		8,887	3,280	52,273	131,134

Company	Weighted average effective interest rate %	31 March 2020 0–3 months £000	31 March 2020 3 months–1 year £000	31 March 2020 1–5 years £000	31 March 2020 5 years + £000
Trade and other payables	N/a	11,199	–	151	425
Borrowings:					
Variable rate	1.988	174	522	37,413	–
Fixed rate	3.935	197	590	3,148	20,295
Fixed rate	2.987	336	1,008	5,377	49,279
Fixed rate	3.020	264	793	4,228	42,419
Fixed rate	3.260	122	367	1,956	18,715
		12,292	3,280	52,273	131,133

Fair values

The fair values of financial assets and liabilities are not materially different from their carrying values in the financial statements. The fair value hierarchy levels are as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers between levels 1, 2 and 3 during the year. The main methods and assumptions used in estimating the fair values of financial instruments and investment property are detailed below.

Investment property – level 3

Fair value is based on valuations provided by an independent firm of chartered surveyors and registered appraisers, which uses the inputs set out in Note 10. These values were determined after having taken into consideration recent market transactions for similar properties in similar locations to the investment properties held by the Company. The fair value hierarchy of investment property is level 3. At 31 March 2021, the fair value of the Company's investment properties was £551.9m (2020: £559.8m).

Interest bearing loans and borrowings – level 3

As at 31 March 2021 the value of the Company's loans with Lloyds, SWIP and Aviva all held at amortised cost was £140.0m (2020: £150.0m). The difference between the carrying value of Company's loans and their fair value is detailed in Note 21.

Trade and other receivables/payables – level 3

The carrying amount of all receivables and payables deemed to be due within one year are considered to reflect their fair value.

Impact of the COVID-19 pandemic

As set out in the Principal risks and uncertainties section of the Strategic report, the Board believes it too early to understand fully the longer-term impact of the COVID-19 pandemic, but the Board believes the Company is well placed to weather any short-term impact due to the reasons set out in the Strategic report.

The Board does therefore not consider it necessary or possible to carry out sensitivity analysis on its valuation or cash flow assumptions.

Financial Statements continued

Notes to the financial statements continued

for the year ended 31 March 2021

20. Events after the reporting date

On 7 May 2021 the Company raised £0.6m (before costs and expenses) through the issue of 550,000 new ordinary shares of 1p each in the capital of the Company at a price of 101.5p per share.

On 24 May 2021 the Company sold a high street retail property at auction in Nottingham for £0.7m, in line with the most recent valuation.

On 8 June 2021 the Company acquired an industrial asset in Knowsley, Liverpool for £3.5m.

21. Alternative performance measures

NAV per share total return

A measure of performance taking into account both capital returns and dividends by assuming dividends declared are reinvested at NAV at the time the shares are quoted ex-dividend, shown as a percentage change from the start of the year.

Group and Company	Year ended 31 March 2021	Year ended 31 March 2020
Net assets (£000)	409,866	426,752
Shares in issue at 31 March (thousands)	420,053	420,053
NAV per share at the start of the year (p)	101.6	107.1
Dividends per share paid during the year (p)	4.9125	6.625
NAV per share at the end of the year (p)	97.6	101.6
NAV per share total return	0.9%	1.1%

Share price total return

A measure of performance taking into account both share price returns and dividends by assuming dividends declared are reinvested at the ex-dividend share price, shown as a percentage change from the start of the year.

Group and Company	Year ended 31 March 2021	Year ended 31 March 2020
Share price at the start of the year (p)	99.0	111.2
Dividends per share paid during the year (p)	4.9125	6.625
Share price at the end of the year (p)	91.8	99.0
Share price total return	(2.3%)	(5.0%)

Dividend cover

The extent to which dividends relating to the year are supported by recurring net income.

Group and Company	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Dividends paid relating to the year	13,652	20,481
Dividends approved relating to the year	7,354	6,983
	21,006	27,464
Profit after tax	3,749	2,123
One-off costs	–	–
Net loss on investment property	19,925	26,550
	23,674	28,673
Dividend cover	112.7%	104.4%

Premium of share price to NAV per share

The difference between the Company's share price and NAV, shown as a percentage at the end of the year.

Group and Company	Year ended 31 March 2021	Year ended 31 March 2020
NAV per share (p)	97.6	101.6
Share price at the end of the year (p)	91.8	99.0
Discount	(5.9%)	(2.6%)

Net gearing

Gross borrowings less cash (excluding rent deposits), divided by property portfolio value.

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Group and Company		
Gross borrowings	140,000	150,000
Cash	(3,920)	(25,399)
Cash held on behalf of tenants	1,179	911
Net borrowings	137,259	125,512
Investment property	551,922	559,817
Net gearing	24.9%	22.4%

Ongoing charges

A measure of the regular, recurring costs of running an investment company expressed as a percentage of average NAV.

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Group and Company		
Average quarterly NAV during the year	408,703	428,979
Expenses	11,062	7,545
Operating expenses of rental property rechargeable to tenants	(914)	(880)
	10,148	6,665
Operating expenses of rental property directly incurred	(5,559)	(1,883)
One-off costs	-	-
	4,589	4,782
OCR	2.48%	1.55%
OCR excluding direct property expenses	1.12%	1.12%

EPRA performance measures

EPRA promotes, develops and represents the European public real estate sector, providing leadership in matters of common interest by publishing research and encouraging discussion of issues impacting the property industry, both within the membership and with a wide range of stakeholders, including the EU institutions, governmental and regulatory bodies and business partners. The Board supports EPRA's drive to bring parity to the comparability and quality of information provided in this report to investors and other key stakeholders.

EPRA earnings per share

A measure of the Company's operating results excluding gains or losses on investment property, giving a better indication than basic EPS of the extent to which dividends paid in the year are supported by recurring net income;

	Year ended 31 March 2021 £000	Year ended 31 March 2020 £000
Group and Company		
Profit for the year after taxation	3,749	2,123
Net loss on investment property	19,925	26,550
EPRA earnings	23,674	28,673
Weighted average number of shares in issue (thousands)	420,053	409,711
EPRA earnings per share (p)	5.6	7.0

Financial Statements continued

Notes to the financial statements continued for the year ended 31 March 2021

21. Alternative performance measures continued

EPRA NAV per share metrics

EPRA NAV metrics make adjustments to the IFRS NAV to provide stakeholders with the most relevant information on the fair value of the assets and liabilities of a real estate investment company, under different scenarios.

EPRA Net Reinstatement Value (“NRV”)

NRV assumes the Company never sells its assets and aims to represent the value required to rebuild the entity.

Group and Company	31 March 2021 £000	31 March 2020 £000
IFRS NAV	409,865	426,751
Fair value of financial instruments	-	-
Deferred tax	-	-
EPRA NRV	409,865	426,751
Closing number of shares in issue (thousands)	420,053	420,053
EPRA NRV per share (p)	97.6	101.6

EPRA Net Tangible Assets (“NTA”)

Assumes that the Company buys and sells assets for short-term capital gains, thereby crystallising certain deferred tax balances.

Group and Company	31 March 2021 £000	31 March 2020 £000
IFRS NAV	409,865	426,751
Fair value of financial instruments	-	-
Deferred tax	-	-
EPRA NTA	409,865	426,751
Closing number of shares in issue (thousands)	420,053	420,053
EPRA NTA per share (p)	97.6	101.6

EPRA Net Disposal Value (“NDV”)

Represents the shareholders' value under a disposal scenario, where deferred tax, financial instruments and certain other adjustments are calculated to the full extent of their liability, net of any resulting tax.

Group and Company	31 March 2021 £000
IFRS NAV	409,865
Fair value of fixed rate debt	(9,468)
Deferred tax	-
EPRA NDV	400,397
Closing number of shares in issue (thousands)	420,053
EPRA NDV per share (p)	95.3

The fair value of the Company's interest-bearing loans included in the balance sheet at amortised cost has been calculated based on prevailing swap rates, and excludes 'break' costs chargeable should the Company settle loans ahead of their contractual expiry. This information is not retrospectively available for the year ended 31 March 2021.

EPRA NIY and EPRA 'topped-up' NIY

EPRA NIY represents annualised rental income based on cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the gross property valuation. The EPRA 'topped-up' NIY is calculated by making an adjustment to the EPRA NIY in respect of the expiration of rent free periods (or other unexpired lease incentives such as discounted rent periods and stepped rents).

	31 March 2021	31 March 2020
	£000	£000
Group and Company		
Investment property	551,922	559,817
Allowance for estimated purchasers' costs ³⁶	35,875	36,388
Gross up property portfolio valuation	587,797	596,205
Annualised cash passing rental income	36,314	38,196
Property outgoings	(1,004)	(1,115)
Annualised net rents	35,310	37,109
Impact of expiry of current lease incentives	2,378	2,553
	37,688	39,634
EPRA NIY	6.0%	6.2%
EPRA 'topped-up' NIY	6.4%	6.6%

EPRA vacancy rate

EPRA vacancy rate is the ERV of vacant space as a percentage of the ERV of the whole property portfolio.

	31 March 2021	31 March 2020
	£000	£000
Group and Company		
Annualised potential rental value of vacant premises	3,562	1,745
Annualised potential rental value for the property portfolio	42,554	42,600
EPRA vacancy rate	8.4%	4.1%

EPRA cost ratios

EPRA cost ratios reflect overheads and operating costs as a percentage of gross rental income.

	Year ended	Year ended
	31 March 2021	31 March 2020
	£000	£000
Group and Company		
Directly incurred operating expenses and administrative fees	10,147	6,667
Ground rent costs	(37)	(37)
EPRA costs (including direct vacancy costs)	10,110	6,630
Property void costs	(888)	(836)
EPRA costs (excluding direct vacancy costs)	9,222	5,794
Gross rental income	38,698	40,022
Ground rent costs	(37)	(37)
Rental income net of ground rent costs	38,661	39,985
EPRA cost ratio (including direct vacancy costs)	26.1%	16.6%
EPRA cost ratio (excluding direct vacancy costs)	23.9%	14.5%

36. Assumed at 6.5% of investment property valuation.

Financial Statements continued

Notes to the financial statements continued for the year ended 31 March 2021

21. Alternative performance measures continued

EPRA capital expenditure

Capital expenditure incurred on the Company's property portfolio during the year.

	31 March 2021 £000	31 March 2020 £000
Group and Company		
Acquisitions	12,150	24,647
Development	691	79
Like-for-like portfolio	1,617	2,725
Total capital expenditure	14,458	27,451

EPRA like-for-like rental growth

Like-for-like rental growth of the property portfolio by sector.

	31 March 2021					Total £000
	Industrial £000	Retail warehouse £000	Retail £000	Other £000	Office £000	
Group and Company						
Like-for-like rent	16,085	7,739	3,449	5,845	3,454	36,572
Acquired properties	38	–	–	59	127	225
Sold properties	18	–	144	–	–	162
	16,141	7,739	3,593	5,904	3,581	36,958

	31 March 2020					Total £000
	Industrial £000	Retail warehouse £000	Retail £000	Other £000	Office £000	
Group and Company						
Like-for-like rent	15,128	8,928	4,689	6,656	3,601	39,002
Acquired properties	424	–	–	–	–	424
Sold properties	208	–	–	–	388	596
	15,760	8,928	4,689	6,656	3,989	40,022