

**THE CARDIFF PROPERTY PLC**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 SEPTEMBER 2021**



The group, including Campmoss, specialises in property investment and development in the Thames Valley. The total portfolio including the jointly controlled Campmoss investment and development portfolio, valued in excess of £34m, is primarily located to the west of London, close to Heathrow Airport and in Surrey and Berkshire.

## OUR MISSION

The group seeks to enhance shareholder value by developing its property portfolio and through strategic acquisitions.

## CONTENTS

|   |   |
|---|---|
| 01 Financial Highlights                     | 25 Consolidated Statement of Comprehensive Income |
| 02 Locations                                | 26 Consolidated Balance Sheet                     |
| 03 Chairman's Statement                     | 27 Consolidated Cash Flow Statement               |
| 05 Strategic Report                         | 28 Consolidated Statement of Changes in Equity    |
| 10 Directors and Advisers                   | 29 Notes to the Financial Statements              |
| 11 Report of the Directors                  | 48 Company Balance Sheet                          |
| 13 Corporate Governance                     | 49 Company Statement of Changes in Equity         |
| 16 Remuneration Report                      | 50 Notes to the Financial Statements              |
| 20 Statement of Directors' Responsibilities | 54 Notice of Annual General Meeting               |
| 21 Independent Auditor's Report             | 58 Financial Calendar                             |
| 25 Consolidated Income Statement            |   |

“The Thames Valley property market has seen an initial recovery from the difficulties experienced over the past two years although a return to pre-pandemic levels is likely to take some time.

The property market will continue to be sensitive to political and economic changes as well as any further measures required by the pandemic, however during the year under review an increased level of confidence has certainly returned to most sectors of the property market.

The Thames Valley office letting market has shown some signs of recovery and encouragingly we have noticed a large number of our tenants returning to their offices. The level of office enquiries has also increased over recent months.

Office rental levels which were very challenging over recent periods have improved with 5-year lease terms and rental linked to the retail price index being acceptable to most Landlords and Tenants.

**J. Richard Wollenberg**

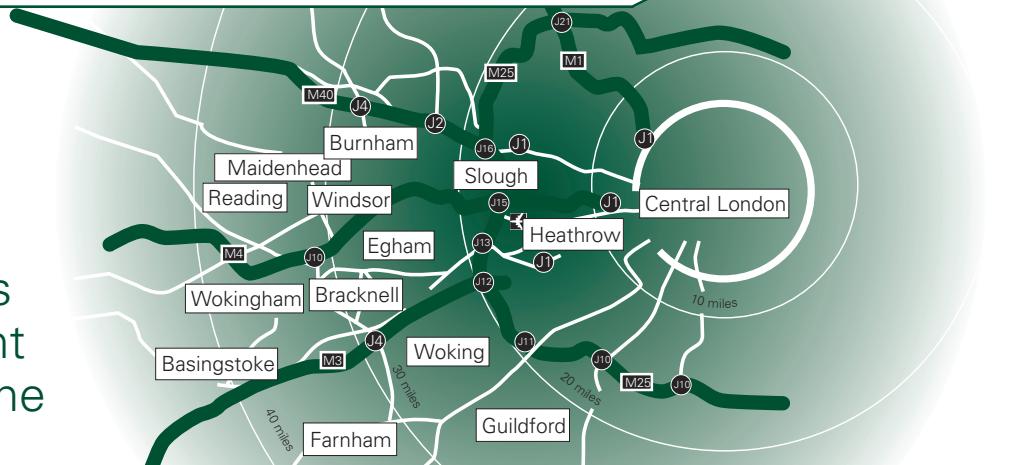
Chairman

## FINANCIAL HIGHLIGHTS

|  |       | 2021          | 2020<br>Restated |
|--|-------|---------------|------------------|
| Net Assets                             | £'000 | <b>28,442</b> | 29,080           |
| Net Assets Per Share                   | £     | <b>25.49</b>  | 24.35            |
| Profit Before Tax                      | £'000 | <b>1,259</b>  | 1,940            |
| Earnings Per Share – Basic and diluted | pence | <b>91.91</b>  | 146.7            |
| Dividend Per Share                     | pence | <b>18.5</b>   | 17.6             |
| Gearing                                | %     | <b>Nil</b>    | Nil              |

## LOCATIONS

The Group specialises in property investment and development in the Thames Valley.



### BRACKNELL

#### 1-10 Market Street\*

12 retail units on ground and first floors totalling 7,900 sq. ft. Let primarily to local businesses and national franchisees on medium term leases producing £188,000 p.a.

#### Alston House, 25 Market Street\*

Development completed in 2019 achieving 10 retail units on ground and first floor totalling 12,350 sq. ft. and 12 two-bedroom apartments on the second and third floors. Seven of the retail units are let on medium term leases producing £234,000 p.a. All apartments are let on Assured Shorthold Tenancy Agreements.

#### Gowring House Apartments\*

Conversion of 30 one and two-bedroom apartments over the five upper floors with lift access. 25 apartments sold, five let on Assured Shorthold Tenancy Agreements. Gowring House is conveniently located for Bracknell railway station with direct connections to London Waterloo and Reading and within walking distance of the new town centre, including the Lexicon and Peel Shopping Centre.

#### Gowring House Commercial\*

3 ground floor retail units let on medium term leases producing £92,000 p.a. During the year a number of lease renewals were completed achieving increases up to 10% of annual rental.

#### Westview\*

Adjacent to Gowring House, eight retail units on ground and first floors totalling 10,500 sq. ft. fully let on medium term leases producing £226,000 p.a.

### BURNHAM

#### The Priory\*

26,000 sq. ft. headquarters office building. 9,000 sq. ft. used as a Business Centre and three floors of adjacent offices. A number of units and one floor of offices at the Business Centre are currently available. Estimated total gross income of £460,000 p.a. which includes existing gross income of £291,000 p.a.

### CARDIFF

#### Cowbridge Road

14,500 sq. ft. let to The Royal Mail as a mail sorting centre on short term lease at £40,000 p.a.

### EGHAM

#### Heritage Court

Four retail units let on medium term leases producing £80,000 p.a.

#### Station Road

Company Head Office totalling 1,450 sq. ft.

#### The White House

Five ground floor retail units with one floor of offices above totalling 12,000 sq. ft. Tenants include Egham Essentials, Woking Hospice, Shaw Trust and Riven Associates, producing £195,000 p.a.

### GUILDFORD

#### Tangley Place, Worplesdon\*

2.5 acres, land in green belt.

### MAIDENHEAD

#### Highway House\*

Building demolished. Planning approval for a new 48,000 sq. ft. gross B1 office scheme being updated. Agents appointed to seek a pre-letting. Land let on short term lease for car parking at a rental of £45,000 p.a.

#### Maidenhead Enterprise Centre

Six business units totalling 14,000 sq. ft. let to local businesses on medium term leases producing £146,000 p.a.

### SLOUGH

#### Datchet Meadows\*

Development of 37 apartments. All sold on long leases producing ground rents of £22,000 p.a.

### READING

#### Tilehurst

At Tilehurst, Reading, our planning application is being discussed with the Local Authority relating to an affordable housing scheme.

### WINDSOR

#### Windsor Business Centre

Four business units totalling 9,500 sq. ft. let on short term leases producing rental of £187,000 p.a. Planning approval for new 20,000 sq. ft. office scheme.

### WOKING

#### Britannia Wharf\*

A new private residential scheme totalling 52 apartments. Since the year end to the date of this report 31 apartment sales have completed with a further 18 apartments reserved.

## CHAIRMAN'S STATEMENT

Dear Shareholder,

The Thames Valley property market has seen an initial recovery from the difficulties experienced over the past two years although a return to pre-pandemic levels is likely to take some time.

The property market will continue to be sensitive to political and economic changes as well as any further measures required by the pandemic, however during the year under review an increased level of confidence has certainly returned to most sectors of the property market.

The Thames Valley office letting market has shown some signs of recovery and encouragingly we have noticed a large number of our tenants returning to their offices. The level of office enquiries has also increased over recent months.

Office rental levels which were very challenging over recent periods have improved with 5-year lease terms and rental linked to the retail price index being acceptable to most Landlords and Tenants.

As indicated in our review of our business, demand for business units has been strong in the last quarter and rental increases of up to 10% have been achieved at our properties at Windsor and Maidenhead. Our retail interests which include Campmoss Property Company Limited ("Campmoss"), primarily in Bracknell and Egham, have proved resilient in a difficult market as the portfolio includes a high number of shops many of which were able to remain open during the period of lock down and continued to trade successfully.

As in the previous financial year the Group continued to liaise closely with all tenants and where necessary assisting with cash flow by agreeing rental payments of monthly in arrears rather than the usual quarterly in advance.

Excluding development properties by value, 43.7% of the Group's portfolio relates to the retail sector, 9.8% to small business units, 14.4% to residential and 32.1% offices. Rent collection for the Group over the last two quarters has been 89% of that invoiced.

The residential market remained reasonably active with asking prices consistent with last year. The residential development at Woking, Surrey, being undertaken by Campmoss in partnership with a well-known local developer, completed after the year end with construction costs in line with budget. I am pleased to report that at the time of writing 31 sales have been completed with a further 18 apartments reserved.

The residential letting market remained firm with all the Group's apartments let on Assured Shorthold Tenancy Agreements.

The Thames Valley commercial property investment market has been reasonably active with institutional and private investors attracted to the high returns available. The Thames Valley continues to be popular for investors with Maidenhead,

Woking, Bracknell and Windsor being particularly sought after. The number of investments available in all sectors has markedly reduced as existing investors are finding it difficult to source opportunities that retain the level of income currently being received.

### FINANCIAL

For the year to 30 September 2021, the Group profit before tax was £1.26m (2020 restated: £1.94m). This figure includes an investment property value increase of £0.53m (2020: £0.15m decrease) for the Group and a profit of £0.07m (2020: £1.36m) in respect of our post tax profit and pre-dividend share of Campmoss Property Company Limited and Campmoss Developments Limited ("Campmoss Group"), our 47.62% owned joint venture. During the year, the Company received a dividend of £0.50m (2020: £0.64m) from its investment in Campmoss.

Revenue for the year which represented gross rental income, excluding Campmoss, totalled £0.60m (2020: £0.65m).

The profit after tax attributable to shareholders for the financial year was £1.08m (2020 restated: £1.79m) and the earnings per share was 91.91p (2020 restated: 146.68p).

At the year-end, the Company's commercial portfolio was valued by Kempton Carr Croft at a total of £5.92m (2020: £5.81m) this valuation excludes the Company's freehold office property which was also valued by Kempton Carr Croft and is included in the balance sheet at valuation classified as property, plant and equipment.

Property when completed and retained for re-sale is held as stock at the lower of cost or net realisable value. At the year-end this related to commercial property owned by First Choice Plc at The Windsor Business Centre.

The Group's total property portfolio, including the jointly controlled Campmoss Group's investment and development portfolio, was valued at £34.8m (2020: £35.7m). The value has marginally decreased over the year primarily due to the disposal of Clivemont House offset by additions to Britannia Wharf. Residential property at Alston House and Gowring House Bracknell and the residential development at Britannia Wharf, Woking are held as stock in Campmoss.

The Company's share of the net assets of Campmoss Group was £15.9m (2020: £16.3m).

The Group's total net assets as at the year-end were £28.44m (2020 restated: £29.08m) equivalent to £25.49 per share (2020 restated: £24.35) an increase of 4.7% over the year (2020: 6.6%). The Group, including Campmoss Group, has adequate financial facilities and resources to complete works in progress and the current development programme. Cash balances are held on short term deposit. At the year-end, the Company had nil gearing (2020: nil). During the year the Company purchased and cancelled 78,525 (2020: 45,694) ordinary shares at a total cost of £1,492,000. (2020: £773,000).

## CHAIRMAN'S STATEMENT CONTINUED

The Company may hold in treasury any of its own shares purchased. This gives the Company the ability to reissue treasury shares and provides greater flexibility in the management of its capital base. At the year end the Company held nil (2020 : nil) shares in treasury. Any shares purchased by the Company not held in treasury will be cancelled and the number of shares in issue reduced accordingly.

Pursuant to share buybacks that took place between 30 November 2020 and 24 September 2021 and already announced, the Concert Party, comprising myself and my family members, now holds more than 50 per cent. of the Company's voting share capital and accordingly is able to increase its aggregate shareholding in the Company without incurring any obligation under Rule 9 to make a general offer to the Company's other shareholders. Furthermore, I together with my wife are now interested in 50.18 per cent. of the Company's voting share capital and accordingly we are able to increase further our shareholdings in the Company without incurring any obligation under Rule 9 to make a general offer to the Company's other shareholders. Accordingly, a further Rule 9 Waiver will not be required in respect of any future buybacks after the current authorities expire at the forthcoming AGM.

The Company proposes to continue its policy of purchasing its own shares, whether to be held in treasury or to be cancelled, and a resolution renewing the Directors' authority will be placed before the forthcoming Annual General Meeting to be held on 17 January 2022. This authority will only be exercised in circumstances where the Directors regard such purchases to be in the best interests of shareholders as a whole. Full details are available on the Company's website [www.cardiff-property.com](http://www.cardiff-property.com).

Current IFRS accounting requires that deferred tax is chargeable on the difference between, the cost of properties, including applicable indexation and quoted investments and their current market value. However, IFRS accounting does not require the same treatment in respect of the Group's unquoted investment in Campmoss Group, our 47.62% owned joint venture, which represents a substantial part of the Company's net assets. Whilst provision is made in Campmoss accounts for deferred tax, should the shares held in Campmoss be disposed of, for indicative purposes, based on the value in the Company's balance sheet at the year-end this would result in a tax liability of £3.9m (2020 : £3.1m) equivalent to £3.56 (2020: £2.60) per share calculated using a tax rate of 25% (2020: 19%). This information is provided to shareholders as an additional non-statutory disclosure.

### DIVIDEND

The Directors recommend a final dividend of 13.5p per share (2020: 12.8p) making a total dividend for the year of 18.5p (2020: 17.6p), an increase of 5.1%. The final dividend will be paid on 1 February 2022 to shareholders on the register at 18 January 2022.

### THE PROPERTY PORTFOLIO

The Group continues to concentrate its property activities in the Thames Valley, primarily to the west of London, close to Heathrow Airport and in Surrey, Berkshire and Buckinghamshire. A detailed property review is set out in the strategic report on pages 5 to 6.

During the year the Company completed a number of new lettings in Egham, Windsor and Maidenhead whilst progressing development plans at Windsor and Cardiff.

The Campmoss Group portfolio is predominantly let reflecting an active management policy. Planning permission for a Care Home at The Priory, Burnham was recently refused and an appeal together with a revised application is currently being prepared. New lettings were negotiated at Bracknell and Burnham. An updated office planning application for Highway House, Maidenhead is scheduled to be lodged shortly.

### QUOTED INVESTMENTS

The Company retains a small portfolio of quoted retail bonds and equity investments the former providing an attractive medium-term income stream. The value of the portfolio marginally decreased over the year as a number of bonds neared their maturity date but remains in excess of original cost. The equity investments include Aquila Services Group plc and Galileo Resources plc. I remain a Non-Executive Director of both.

### RELATIONSHIP AGREEMENT

The Company has entered into a written and legally binding relationship agreement with myself, its controlling shareholder, to address the requirements of LR9.2.2AD of the Listing Rules.

### MANAGEMENT AND TEAM

In difficult circumstances the Group has performed well over the year and I wish to take this opportunity of thanking all the members of our property team and our Joint Venture partner for their support and achievements over the year.

### OUTLOOK

I expect the property market to continue its recovery with events over the last two years focussing the minds of many property investors and tenants. Supply of materials and labour difficulties currently being experienced by the building industry will certainly lead to increased building costs. This in turn will embed higher capital values in existing property portfolios. Whilst property may well receive additional government taxation attention, the high yields currently available from commercial property will remain attractive compared to low rates of interest offered elsewhere.

The property market in the Thames Valley will remain challenging however I look forward to reporting further progress at the half year.

### J. Richard Wollenberg

Chairman

29 November 2021

# STRATEGIC REPORT

The Directors present their Strategic Report on the Group for the year ended 30 September 2021.

## REVIEW OF OUR BUSINESS

The Group specialises in property investment and development in the Thames Valley. The portfolio under management, including the total value of properties owned by our 47.62% Joint Venture, Campmoss Property Company Limited (and its subsidiary), is valued at the year-end at £34.8m. The Group's methodology is to acquire sites which, generally, have difficult planning considerations and use its expertise to add value by achieving planning and developing out the sites. The Group's business model is to grow by managing its existing freehold property portfolio and rapid response to opportunities as they arise and is focused on the long term.

## PROPERTY PORTFOLIO UNDER MANAGEMENT

The total property portfolio represents investment and development properties. The figures below include 100% of the assets of the jointly controlled Campmoss Group:

|                                       | 2021<br>£'000 | 2020<br>£'000 |
|---------------------------------------|---------------|---------------|
| Cardiff Group                         |               |               |
| Investment properties                 | <b>5,968</b>  | 5,857         |
| Own use freehold property             | <b>240</b>    | 228           |
| Development properties<br>(inventory) | <b>689</b>    | 688           |
|                                       | <b>6,897</b>  | 6,773         |
| Campmoss Group                        |               |               |
| Investment properties                 | <b>11,851</b> | 18,691        |
| Development properties<br>(inventory) | <b>16,112</b> | 10,258        |
|                                       | <b>27,963</b> | 28,949        |
| <b>Total</b>                          | <b>34,860</b> | 35,722        |

## THE CARDIFF PROPERTY PLC PORTFOLIO

The Windsor Business Centre, Windsor, comprises four business units all let on short term leases. Planning Permission has recently been granted for a new office scheme totalling, 20,000 sq. ft. gross. The new scheme can incorporate a number of units and a marketing programme to seek a pre-letting is currently being prepared. The existing units are available for sale.

The White House, Egham, includes five ground floor retail units with air-conditioned offices on the upper floor. The retail units are all let on medium or short-term leases. During the year following a lease expiry a new medium-term lease was completed achieving an overall 5% increase in rental. Part of the upper floor offices remain available and asking rents have been marginally reduced to encourage a new occupier.

The Maidenhead Enterprise Centre, Maidenhead, comprises six individual business units. Individual units include industrial use on the ground floor with offices above. All units are let on a mixture of short and medium-term leases.

Cowbridge Road, Cardiff, comprises a commercial property on two floors currently let to Royal Mail for use as a mail and sorting centre. A new short-term lease has been completed with the Royal Mail. A planning application for affordable housing has been submitted to the Local Authority.

At Heritage Court, Egham, which adjoins the Company's offices, the building comprises four retail units all of which are let on short-term leases. One tenant is currently holding over, and discussions are in hand to grant a new lease.

At Tilehurst, Reading, discussions for the future of the site are in progress. A new planning application for affordable housing is being discussed with the Local Authority.

## CAMPMOSS PROPERTY COMPANY LIMITED & SUBSIDIARY

The Campmoss Group, including its wholly owned subsidiary, Campmoss Property Developments Limited continued to actively manage its portfolio. During the year Campmoss (Tangley Place) Limited was voluntarily liquidated as it was dormant having sold Tangley Place its only property in the year end 30 September 2017.

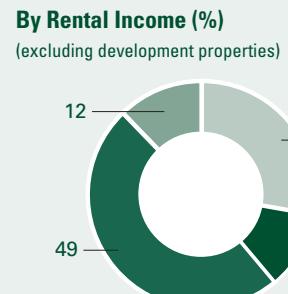
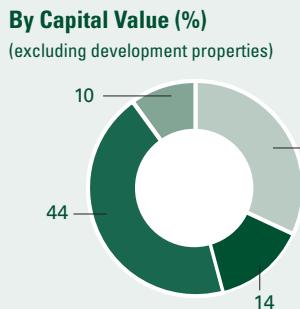
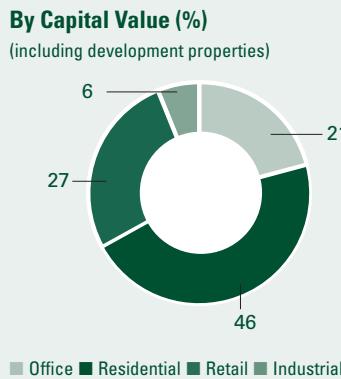
The Campmoss Group portfolio includes a range of office, retail and residential tenancies in Burnham, Bracknell, Maidenhead and Woking which require active management in today's challenging market.

Results for the Campmoss Group are summarised below:

|  | 2021<br>£'000     | 2020<br>£'000 |
|--|-------------------|---------------|
| Revenue  | <b>1,189</b>      | 1,226         |
| Cost of sales  | ( <b>1,200</b> )  | (1,341)       |
| Other income   | <b>340</b>        | 184           |
| Admin expenses   | ( <b>185</b> )    | (138)         |
| Surplus on fair value movement<br>of investment properties | <b>32</b>         | 3,043         |
| Net interest   | <b>41</b>         | 74            |
| Profit before tax  | <b>217</b>        | 3,048         |
| Tax  | ( <b>77</b> )     | (188)         |
| Profit after tax   | <b>140</b>        | 2,860         |
| Total comprehensive income for<br>the year                 | <b>140</b>        | 2,860         |
| Dividends  | ( <b>1,050</b> )  | (1,350)       |
| <br>Net assets   | <br><b>33,367</b> | <br>34,278    |

## STRATEGIC REPORT CONTINUED

### ANALYSIS OF GROUP PROPERTY PORTFOLIO



### CAMPMOSS GROUP PORTFOLIO

At Britannia Wharf, Woking, following the grant of planning permission for a private residential scheme totalling 52 apartments, Campmoss entered into a Joint Venture agreement with a well-known Surrey based developer to undertake the development of the scheme. Since the year end to the date of this report 31 apartment sales have completed with a further 18 apartments reserved.

At Market Street, Bracknell, four adjacent buildings known as, 1-10 Market Street, Alston House, Westview and Gowring House comprise a total of 33 retail units on ground and first floor, with residential on the upper floors at Gowring House and Alston House. 30 retail units are let on medium term leases, primarily to national brand franchisees and small local businesses. At the year-end Campmoss Group held 5 apartments at Gowring House and 12 apartments at Alston House all of which are let on Assured Shorthold Tenancy Agreements.

At The Priory, Stompe Road, Burnham, the 26,000 sq. ft. existing office building comprises 17,000 sq. ft. of office premises on three floors and an adjoining Grade II Listed Office Building of 9,000 sq. ft. which is used as Business Centre. Part of the offices and the Business Centre are let on short-term leases as it remains the Directors intention to achieve a planning permission for the re-development of part of the site for a care home.

At Highway House, Norreys Drive, Maidenhead, planning was previously granted for a 48,000 sq. ft. gross new office scheme. A revised and updated office scheme to accord with changing market conditions is currently being prepared separately a residential scheme is also under consideration. The cleared site is let to an adjacent office user as a car park.

Taking into account difficult market conditions in the Thames Valley property market and on external advice where available the portfolio was valued at the year-end by the Directors of Campmoss and assessed at a current market value of £27.9m (2020: £28.9m). This figure includes work in progress and completed property held for re-sale which is valued at the lower of costs or net realisable value.

Total revenue for the Campmoss Group for the year amounted to £1.2m (2020: £1.2m) representing gross rental income. During the year Campmoss paid a dividend of £1.05m (2020: £1.35m) to its shareholders.

At the year-end Campmoss Group retained substantial cash balances which will fully fund the existing development programme. Cash balances are held on short-term deposits and gearing was nil (2020: nil).

## STRATEGIC REPORT CONTINUED

|                  | <b>Dividend per share</b><br>pence | <b>Net assets per share</b><br>pence | <b>Profit before tax</b><br>£'000 | <b>Earnings per share</b><br>pence |
|------------------|------------------------------------|--------------------------------------|-----------------------------------|------------------------------------|
| <b>2021</b>      | <b>18.50</b>                       | <b>25.49</b>                         | <b>1,259</b>                      | <b>91.91</b>                       |
| 2020<br>restated | 17.60                              | 24.35                                | 1,940                             | 146.68                             |
| 2019             | 17.10                              | 22.85                                | 1,653                             | 123.1                              |
| 2018             | 16.60                              | 21.78                                | 1,114                             | 80.6                               |
| 2017             | 15.50                              | 21.26                                | 3,359                             | 253.7                              |

### PRINCIPAL RISKS AND UNCERTAINTIES

The principal and emerging risks currently faced by the Group and its Joint Venture investment relate to:

- average length of unexpired tenancies and financial strength of tenants;
- changes in planning legislation;
- adverse market conditions resulting in a reduction in the value of the property portfolio;
- development risk;
- changes in interest rates;
- government policies (including policies relating to climate change legislation) and taxation;
- changes in investor sentiment towards the property sector;
- changes in lending policy by providers of finance; and
- the economic impact of COVID-19.

The Group mitigates these risks by managing its property portfolio taking regard of market rent and the terms of individual leases.

The Directors monitor available sources of information regarding the value of property and level of rental yields. They are also aware of potential changes in government policy and the implication of planning legislation and take action to reduce the risk to the Group where possible. External valuations of property held by Cardiff are commissioned annually. The Directors of Campmoss, the Joint Venture, carry out internal valuations of the Campmoss Group portfolio annually.

Development risk is mitigated by the use of experienced teams or development partners with robust Development Agreements.

The Directors have regular meetings with funding providers to discuss availability of business finance should it be required.

Cash is deposited in fixed and variable interest rate accounts with such rates monitored to determine the appropriate length of time and level of funds to invest.

### KEY PERFORMANCE INDICATORS

The key performance indicators used by the Directors for monitoring the performance of the business are shown in the graphs above and the consolidated five-year summary.

The effectiveness of the Group's strategy is reflected in its performance over recent years. In the three years to 30 September 2020 net assets per share increased 14.5% from £21.26p per share to £24.35p per share, with a further increase of 4.7% to £25.49 at 30 September 2021. The Group benefits from substantial cash deposits and ongoing profitability. The interim and proposed final dividend increased from 15.50p per share to 17.60p per share over the period from September 2017 to September 2020 and, for the current year, the interim and proposed final dividend has been increased by 5.1% to 18.50p per share.

## STRATEGIC REPORT CONTINUED

### CONSOLIDATED FIVE YEAR SUMMARY

|   |            | 2021                       | 2020<br>Restated | 2019         | 2018         | 2017         |
|---|------------|----------------------------|------------------|--------------|--------------|--------------|
| <b>Income statement items</b>                                     |            |                            |                  |              |              |              |
| Revenue being gross rental income                                 | £'000      | <b>596</b>                 | 650              | 647          | 650          | 552          |
| Profit before taxation  | £'000      | <b>1,259</b>               | 1,940            | 1,653        | 1,114        | 3,359        |
| Dividends paid and proposed in respect of the year <sup>(1)</sup> | £'000      | <b>210</b>                 | 211              | 212          | 208          | 196          |
| Dividend cover <sup>(2)</sup>                                     | times      | <b>6.0</b>                 | 9.2              | 7.8          | 5.4          | 17.1         |
| Dividend per share <sup>(3)</sup>                                 | pence      | <b>18.5</b>                | 17.6             | 17.1         | 16.6         | 15.5         |
| Earnings per share <sup>(4)</sup>                                 | pence      | <b>91.91</b>               | 146.7            | 123.1        | 80.6         | 253.7        |
| <b>Balance sheet items</b>  |            |                            |                  |              |              |              |
| Total assets  | £'000      | <b>29,656</b>              | 29,944           | 29,096       | 28,043       | 27,649       |
| Total liabilities   | £'000      | <b>(1,214)</b>             | (864)            | (753)        | (753)        | (789)        |
| Net assets  | £'000      | <b>28,442</b>              | 29,080           | 28,343       | 27,290       | 26,860       |
| Number of shares in issue at 30 September                         | '000       | <b>1,116</b>               | 1,195            | 1,240        | 1,253        | 1,264        |
| Net assets per share attributable to shareholders <sup>(5)</sup>  | £ per cent | <b>25.49</b><br><b>nil</b> | 24.35<br>nil     | 22.85<br>nil | 21.78<br>nil | 21.26<br>nil |

(1) Dividends paid and proposed in respect of the year represent the interim paid and the final declared in any one financial year.

(2) Dividend cover is calculated as profit before taxation divided by dividends paid and proposed in respect of the year.

(3) Dividend per share is the interim dividend paid and final dividend proposed for the year ended 30 September.

(4) Earnings per share is calculated as profit after taxation divided by the weighted average number of shares, note 11.

(5) Net assets per share attributable to shareholders is calculated as net assets divided by number of shares in issue at 30 September.

Revenue, being gross rents receivable, amounted to £596,000 (2020: £650,000).

Sales of investment properties are treated as disposals of non-current assets with only the gain or loss on sale based on the difference between the proceeds and the balance sheet valuation being reflected in the income statement. Sales made by Campmoss Group are not included in the Group's revenue in accordance with IAS 28.

Your Board has again obtained independent valuations of the property portfolio (excluding those held by Campmoss Group which are based on Directors' valuations). These external valuations result in an increase in the value of the Group's commercial portfolio of £533,000 (2020: £145,000 decrease). The residential property held by Cardiff Property plc was sold during the year, in 2020 there was a decrease in the residential property value of £3,000. Movements on the valuation of investment properties are taken to the Income Statement in accordance with IAS 40.

## STRATEGIC REPORT CONTINUED

### STATEMENT ON S172 OF THE COMPANIES ACT 2006

Section 172(1) of The Companies Act 2006 requires Directors of a Company to act in the way they consider, acting in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole taking into account:

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the company's employees,
- (c) the need to foster the company's business relationships with suppliers, customers and others,
- (d) the impact of the company's operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members of the company.

The Group is fortunate to have a loyal and long-standing shareholder base, and shareholders views are taken into account and discussed at Board meetings. As the Board are shareholders, they consider whether any decisions made align with shareholders' best interests. The Company adopts a long-term investment and development strategy as set out in the Viability Statement on page 15.

The Company only has 5 employees including the directors, so the remaining employees' views are sought as the team has a very close working relationship.

The Group selects suppliers based on their standards of business conduct and whose ethics in terms of environment and community align with the Group.

Any matters that are considered necessary are voted on at the AGM to ensure fairness between shareholders.

### CORPORATE SOCIAL RESPONSIBILITY

In carrying out the Group's acquisition, development and management of commercial and residential property, we aim to conduct our business with honesty, integrity and openness, respecting human rights and the interests of our shareholders and employees. We aim to provide timely, regular and reliable information on the business to all our shareholders and conduct our operations to the highest standards.

We strive to create a safe and healthy working environment for the wellbeing of our staff and create a trusting and respectful environment, where all members of staff are encouraged to feel responsible for the reputation and performance of the Company. We continue to establish a diverse and dynamic workforce who have the experience and knowledge of the business operations and markets in which we operate. Through maintaining good communications, members of staff are encouraged to realise the objectives of the Company and their own potential.

The Group's policy is to minimise the risk of any adverse effect on the environment associated with its development activities with a thoughtful consideration of such key areas as energy use, pollution, transport, land use, ecology, renewable resources, health and wellbeing. The Group aims to reduce its carbon footprint as far as possible and adopts green and sustainable building methods where possible.. The Group also aims to ensure that its contractors meet their legislative and regulatory requirements and that codes of best practice are met and exceeded. The Group is committed to maintaining high environmental standards in all its operations and minimising the impact of its activities on the surrounding environment. The nature of the work that we are involved in means that the Group has an opportunity, not only to minimise the negative impact on the environment but also to enhance and improve the environment in which we all live and work.

**J Richard Wollenberg**  
Chairman  
29 November 2021

## DIRECTORS AND ADVISERS

### DIRECTORS

J Richard Wollenberg  
Chairman and Chief Executive

Karen L Chandler FCA  
Finance Director

Nigel D Jamieson BSc, FCSI  
Independent Non-Executive Director

### SECRETARY

Karen L Chandler FCA

### HEAD OFFICE

56 Station Road, Egham, TW20 9LF  
Telephone: 01784 437444  
Fax: 01784 439157  
E-mail: webmaster@cardiff-property.com  
Web: www.cardiff-property.com

### REGISTERED OFFICE

56 Station Road, Egham, Surrey, TW20 9LF

### REGISTERED NUMBER

00022705

### AUDITOR

PKF Littlejohn. LLP  
Statutory Auditor  
Chartered Accountants  
15 Westferry Circus, London E14 4HD

### STOCKBROKERS AND FINANCIAL ADVISERS

Shore Capital  
Cassini House, 57-58 St. James's Street, London, SW1A 1LD

### BANKERS

HSBC Bank Plc  
2nd Floor, 62-76 Park Street, London, SE1 9DZ

### SOLICITORS

Blake Morgan LLP  
One Central Square, Cardiff, CF10 1FS

Charsley Harrison LLP  
Windsor House, Victoria Street, Windsor, SL4 1EN

### REGISTRAR AND TRANSFER OFFICE

Neville Registrars Limited  
Neville House, Steelpark Road, Halesowen, B62 8HD  
Telephone: 0121 585 1131

### J RICHARD WOLLENBERG (AGED 73)

#### Chairman and chief Executive

Was appointed a Director of the Company in 1980, became chief Executive in 1981 and chairman in 1989. J Richard Wollenberg has over 35 years' experience in property investment and development and has been actively involved in a number of corporate acquisitions, flotations, mergers and capital reorganisations of public and private companies. He is an Executive Director of Campmoss Property Company Limited and its subsidiary. He is also a Non-Executive Director of Aquila Services Group plc, which is quoted on the London Stock Exchange and a Non-Executive Director of Galileo Resources plc, quoted on AIM.

### KAREN L CHANDLER (AGED 49)

#### Finance Director

Was appointed a Director of the Company on 21 January 2016. She is a chartered accountant having qualified with KPMG and has previously served as CFO of AIM quoted Zenergy Power plc (now Cloudcall Group plc) and of a number of private companies including GLID Wind Farms Limited and Advetec Holdings Limited. Karen is non-executive director of AdvancedADVT Limited and Celaton Limited.

### NIGEL D JAMIESON BSC, FCSI (AGED 71)

#### Independent Non-Executive Director

Was appointed to the Board as a Non-Executive Director in 1991 and is chairman of the Company's Audit and Remuneration Committees. He has over 35 years' experience of the UK property market both as a general practice surveyor and as an investment analyst. He is an Executive Director of several independent property investment companies active in the London area and acts as an independent consultant to private clients on a range of property related matters.

### NON-EXECUTIVE DIRECTOR OF WHOLLY OWNED SUBSIDIARY

#### FIRST CHOICE ESTATES PLC

### DEREK M JOSEPH BCOM, FCIS (AGED 71)

Derek is Chair of Aquila Services Group plc, quoted on the London Stock Exchange and specialising in urban regeneration and affordable housing. The Group trades through its three major subsidiaries, Altair Consultancy & Advisory Services Ltd, Oaks Limited and Aquila Treasury and Financial Solutions Ltd which is a treasury advisory company registered in the United Kingdom with the Financial Conduct Authority. The Aquila Group is currently undertaking assignments in 20 countries around the world and works for governments, city authorities, pan-national organisations, housing NGOs, trade bodies, as well as commercial organisations and banks involved in property investment.

Mr Joseph is also non-executive director of Assetcore Limited a second stage Fintech company, specialising in security management and an investment advisor to two major endowed charities.

Previously an Executive Director of Tribal Treasury Services Ltd and managing Director of HACAS Group PLC (now part of the Tribal Group), the largest independent quoted housing regeneration consultancy advising housing associations, local authorities and government departments on social housing, care and asset management. Derek's specialism was financial planning, structures, Joint Ventures and funding particularly for estate regeneration.

# REPORT OF THE DIRECTORS

The Directors submit their annual report and the audited financial statements for the year ended 30 September 2021.

## RESULTS

The results of the Group for the year are set out in the audited financial statements on pages 25 to 47.

## DIVIDENDS

The Directors recommend a final dividend for the year of 13.5p per share (2020: 12.8p) payable on 1 February 2022. The total dividend paid and proposed in respect of the year, including the interim dividend of 5.0p (2020: 4.8p) per share, amounts to 18.5p per share (2020: 17.6p).

## PRINCIPAL ACTIVITY

The principal activity of the Group during the year continued to be property investment and development. Certain information that fulfils these requirements and those of the UK Listing Authority Disclosure Rules and Transparency Rules which requires a management report can be found in the Chairman's Statement and Strategic Report on pages 5 to 9. A description of corporate social responsibility activities is included in the Strategic Report on page 9. The Company's statement on Corporate Governance can be found in the Corporate Governance report on pages 13 to 15 and it forms part of the Directors' Report and so is incorporated into this report by cross reference.

There are no persons with whom the Company has contractual or other arrangements which are essential to the business of the Company other than those included in the related party disclosures in note 25 on page 46.

## BUSINESS REVIEW

See Strategic Report on pages 5 to 9.

## LIKELY FUTURE DEVELOPMENTS

The Group expects to continue to generate rental income from its investment property portfolio. The development at Britannia Wharf completed shortly after the year end. The scheme totalled 52 apartments, of which 31 have been sold since the year end a further 18 reserved. The Group intends to progress its development at the Windsor Business Centre now that planning has been granted and will continue to try to secure planning at The Priory, Burnham, Cowbridge Road, Cardiff and Colliers Way, Tilehurst.

## FINANCIAL INSTRUMENT RISK

The Group's financial assets and liabilities are comprised predominantly of equity instruments in a Joint Venture, equity instruments in listed entities, and short-term cash deposits. The equity instruments represent long term positions taken by the Group and are held for both capital growth and income. The term and cash deposits which are held in financial institutions with an acceptable risk rating and have access terms which allow the Directors to pursue the Group's business objectives and service dividend policy. The risk profile and maturity of the Group's financial assets and liabilities is set out in note 26. The Group has not entered into any hedging arrangements.

## DIRECTORS

The current Directors of the Company and the Non-Executive Director of a wholly owned subsidiary are listed on page 10. All served throughout the financial year.

In accordance with the Company's articles of association, Nigel D Jamieson will retire by rotation at the Annual General Meeting.

## DIRECTORS' INTERESTS

Directors' and their immediate families' interests in the ordinary shares of the Company were as follows:

|                | At 30<br>September<br>2021 | At 1<br>October<br>2020 |
|----------------|----------------------------|-------------------------|
|                | Beneficial                 | Beneficial              |
| K L Chandler   | 100                        | 100                     |
| N D Jamieson   | 1,500                      | 1,500                   |
| J R Wollenberg | 561,298                    | 561,298                 |

There were no changes in the Directors' shareholdings as stated above between 1 October 2020 and 29 November 2021.

At 30 September 2021 J Richard Wollenberg held 25,000 (2020: 25,000) ordinary shares of £1 each in Campmoss Property Company Limited, a Joint Venture, representing 2.38% (2020: 2.38%) of the issued share capital of that Company. No other Director has any interest in the share capital of any other Group Company.

## DIRECTORS' OPTIONS

No Director held options at 30 September 2021 (2020: nil).

## SUBSTANTIAL SHAREHOLDINGS

Other than J. Richard Wollenberg referred to above who with his family holds 50.30%, the Company has not been notified of any holdings of 3% or more in the share capital of the Company at 29 November 2021.

## ALLOTMENT OF SHARES

As special business at the Annual General Meeting, a resolution will be proposed to renew the power of your Directors to allot equity securities, pursuant to section 551 of the Companies Act 2006, such power being limited to one-third of the issued share capital of the Company. This authority may be renewed for five years but, in common with modern corporate governance practice, it is your Directors' intention that the resolution be limited to one year and that its renewal be proposed at each Annual General Meeting.

## PRE-EMPTION RIGHTS

As special business at the Annual General Meeting a resolution will be proposed to renew for a further year the power of your Directors' to allot equity securities for cash without first offering such securities to existing shareholders. The aggregate nominal amount of equity securities which may be allotted in this way shall not exceed £11,160, representing 5% of the present issued ordinary share capital of the Company.

## REPORT OF THE DIRECTORS CONTINUED

### PURCHASE OF OWN SHARES

At the Annual General Meeting held on 14 January 2021, authority was renewed empowering your Directors to make market purchases of up to 179,057 of the Company's own ordinary shares of 20p each. Under that authority, your Directors' made market purchases of 78,525 shares (nominal value £15,705) representing 6.6% of the issued share capital at 14 January 2021. These shares were purchased for an aggregate value of £1,492,000 (including stamp duty and charges) and cancelled. The number of shares in issue following these transactions was 1,115,986.

The existing authority for the Company to purchase its own shares expires at the conclusion of the Annual General Meeting to be held on 17 January 2022. The Directors wish to renew the authority and consent is therefore sought to approve resolution 8 set out in the Notice of Meeting on page 54 authorising the Directors to purchase up to 167,286 ordinary shares of 20p each (representing 14.99% of the present issued share capital), at a minimum price of 20p and a maximum price equal to 105% of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of The London Stock Exchange for the ten business days before the relevant purchase is made. The authority will expire at the conclusion of the Annual General Meeting in 2023 and it is your Directors' intention that a resolution for its renewal will be proposed at each succeeding Annual General Meeting.

The authority will only be exercised when the Directors are satisfied that it is in the interests of the Company so to do. The Company may hold in treasury any of its own shares purchased under this authority. This would give the Company the ability to reissue treasury shares and provides greater flexibility in the management of its capital base. Any shares purchased by the Company not held in treasury will be cancelled and the number of shares in issue reduced accordingly.

### DONATIONS

The Company made no political donations during this year or last.

### AUDITOR

PKF Littlejohn LLP were appointed statutory auditors in 2021 and in accordance with Section 489 of the Companies Act 2006, a resolution proposing that PKF Littlejohn LLP be re-appointed will be put at the forthcoming Annual General Meeting.

### PROVISION OF INFORMATION TO AUDITOR

The Directors who held office at the date of approval of this Directors' report confirm that, as far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### GREENHOUSE GAS DISCLOSURES

The Cardiff Property plc has minimal greenhouse gas emissions to report from its operations and does not have responsibility for any other emissions producing sources under the 2018 Energy and Carbon Reporting Regulations, (including those within our underlying investment portfolio).

### STREAMLINED ENERGY & CARBON REPORTING

The Group has not disclosed energy and carbon usage as it qualifies as a low energy user, using less than 40MWh per annum.

### DIRECTORS AND OFFICER'S INDEMNITY INSURANCE

The Directors of the Company are covered by Directors and Officers Indemnity Insurance to the amount of £500,000 in each loss per policy period, with a sub-limit of £250,000 in respect of defence costs for pollution.

### DISCLOSURE AND TRANSPARENCY RULES

Details of the Company's share capital are given in note 20. The Company has no share options.

There are no restrictions on transfer or limitations on the holding of the ordinary shares. None of the shares carry any special rights with regard to the control of the Company. There are no known arrangements under which the financial rights are held by a person other than the holder and no known agreements or restrictions on share transfers and voting rights.

As far as the Company is aware there are no persons with significant direct or indirect holdings other than the Director as noted above.

The provisions covering the appointment and replacement of Directors are contained in the Company's articles, any changes to which require shareholder approval.

There are no significant agreements to which the Company is party that take effect, alter or terminate upon a change of control following a takeover bid and no agreements for compensation for loss of office or employment that become effective as a result of such a bid.

### RELATIONSHIP AGREEMENT

The Company has entered into a written and legally binding relationship agreement with the Board due to J R Wollenberg being a controlling shareholder, to address the requirements of LR9.2.2AD of the Listing Rules.

### J Richard Wollenberg

Chairman  
29 November 2021

# CORPORATE GOVERNANCE

The Board is committed to maintaining appropriate standards of corporate governance. The statement below, together with the report on Directors' remuneration on pages 16 to 19, explains how the Company has applied the principles set out in The UK Corporate Governance Code 2018 ("the Code") and contains the information required by section 7 of the UK Listing Authority's Disclosure Rules and Transparency Rules.

The Board have conducted an internal performance evaluation of the Board, its committees, and the individual Directors, led by independent Non-Executive Director Nigel D Jamieson supported by J Richard Wollenberg and Karen L Chandler. Given the size of the Company the Board has concluded that an independent facilitation of the performance evaluation was not necessary, but this will be kept under review. The Board has assessed the skills and knowledge of the Board and will continue to keep this under review.

## BOARD OF DIRECTORS

The Board currently consists of two Executive Directors and one independent Non-Executive Director. It meets regularly with senior staff throughout the year to discuss key issues and to monitor the overall performance of the Group. The Board has a formal schedule of matters reserved requiring Board approval. This includes publication of annual report and interim results, payment of dividends, purchasing of property, appointment of auditors, appointment of Directors, donations, property valuations, acquisition or disposal of investments and other material decisions. The Board met three times during the year.

| Director            | Audit                   |                             | Remuneration                |
|---------------------|-------------------------|-----------------------------|-----------------------------|
|                     | Board meetings attended | committee meetings attended | committee meetings attended |
| J R Wollenberg      | 3                       | 2                           | 1                           |
| KL Chandler         | 3                       | 2                           | 1                           |
| ND Jamieson         | 3                       | 2                           | 1                           |
| Total meetings held | 3                       | 2                           | 1                           |

The Board views the Non-Executive Director as independent of the Board, notwithstanding his tenure being more than nine years. This is due to the range and depth of his external commitments and his ongoing experience in the property sector and his proven ability to challenge the Executive Directors at Board Meetings.

## AUDIT COMMITTEE

The Audit Committee, which is chaired by the independent Non-Executive Director, Nigel Jamieson, comprises Nigel Jamieson and Richard Wollenberg, who have recent relevant financial experience.

The remit of the Audit Committee is to provide oversight of the Group finance and associated risk management procedures. The Audit Committee meets at least twice a year to consider the Group's financial affairs and the identified

risks which may impact on the Group and to evaluate the adequacy of the safeguards which have been put in place to mitigate those risks. In addition, the Audit Committee meets periodically with the external auditors. The Audit Committee has previously concluded that due to the size of the Group an internal audit function is not required. This remains the view of the Audit Committee, but this decision will continue to be reviewed at least annually.

## Evaluation of external auditor and consideration of key findings

PKF Littlejohn. LLP were appointed as auditors with effect from 12 April 2021 and this is therefore their first year of appointment.

Normally, the Audit Committee meets with the auditor at least twice during the year. Due to Covid-19, Audit Committee meeting with the auditors have taken place telephonically. However, the Committee is satisfied that there has been effective engagement with the auditors.

At the Audit Committee meeting the auditors presented their audit findings and took questions from the Members on the scope of their work and their findings including those raised on internal procedures and controls. In keeping with best practice, the Audit Committee also met with the audit engagement partner without the Finance Director present. The Committee were satisfied with the effectiveness of the audit.

The Audit Committee also considers auditor independence and, in doing so has a policy of not using the auditor for non-audit services. In advance of each audit, the Committee obtains confirmation from the external Auditor that they are independent and of the level of non-audit fees earned by them and their affiliates. No non-audit services were provided during the financial year ended 30 September 2021.

As part of the decision to recommend to the Board the re-appointment of the external auditor, the Committee considers the tenure of the auditor in addition to the results of its review of the effectiveness of the external auditor and considers whether there should be a full tender process. There are no contractual obligations restricting the Committee's choice of external auditor.

## Financial reporting

After discussion with both management and the external auditor, the Audit Committee determined that the key risk of misstatement of the Group's financial statements related to property valuations in the context of current market conditions. This includes the property held by the Group's Joint Venture.

This issue was discussed with management during the year and with the auditor at the time the Committee reviewed and agreed the auditor's Group audit plan as well as at the conclusion of the audit of the financial statements.

## CORPORATE GOVERNANCE CONTINUED

### Property valuation

As further explained in note 2 to the financial statements, our approach to valuing properties is to obtain an external independent valuation of the properties held by the Parent Company each year. The Directors of the Joint Venture value its properties each year considering yields on similar properties in the area, vacant space and covenant strength. They also consider external valuations and take external advice where necessary.

The Audit Committee is satisfied that the carrying value of properties is appropriate based on the use of an external independent valuer for The Cardiff Property portfolio and the experience and knowledge of the Directors in valuing the properties of the Joint Venture.

The Audit Committee discusses the results of the valuations with the Directors who provide information on assumptions used and provide appropriate explanation and evidence where possible for such assumptions.

### REMUNERATION COMMITTEE

The Remuneration Committee consists of all Board Members and is chaired by Nigel Jamieson. It meets when required to consider all aspects of Directors' and staff remuneration, share options and service contracts. The Remuneration Committee met once during the year.

### COMPLIANCE STATEMENT

The Company has, other than where stated below, complied fully with the provisions set out in section 1 of the Code, during the year:

- the Chairman is also the Chief Executive;
- a Nominations Committee has not been established;
- the Audit Committee includes one Non-Executive Director (the Code recommends that the Audit Committee should comprise at least three, or in the case of smaller companies, two Non-Executive Directors); and
- the Remuneration Committee also consists of all Board Members (the Code recommends that the Remuneration Committee should comprise solely of Non-Executive Directors).

The Directors consider this structure to be a practical solution bearing in mind the Company's size and needs. However, it is intended to review this issue as the Group develops.

The Code requires that the Directors review the effectiveness of all internal controls, not only internal financial controls. This extends the requirement in respect of internal financial controls to cover all controls including financial, operational, compliance and risk management. The Company has procedures established which enable it to comply with the requirements of the Code in relation to internal controls.

### INTERNAL CONTROL

The Directors confirm that they have reviewed the effectiveness of the Group's system of internal control for identifying, evaluating and managing the significant risks

faced by the Group and they acknowledge their responsibility for that system. Such a system is designed to manage risk and can, however, only provide reasonable but not absolute assurance against material misstatement or loss.

The size of the Group and the small number of employees necessarily involves the Executive Directors closely in the day-to-day running of the Group's affairs. This has the advantage of the Executive Directors becoming closely involved with all transactions and risk assessments. Conversely, the Board is aware that its size also means that the division of functions to provide normal internal control criteria is problematic. The Board believes, however, that its close involvement with the day-to-day management of the Group eliminates, as far as possible, the risks inherent in its small size.

Key features of the system of internal control include:

- strategic planning – the Board considers the Group's position in respect of its marketplace and likely trends in that marketplace which will necessitate a change or adjustment to that position;
- investment appraisal and monitoring – all capital projects, contracts, business and property holdings and acquisitions are reviewed in detail and approved by the chairman or, if of a significant size, by the whole Board; and
- financial monitoring – cash flow and capital expenditure are closely monitored, and key financial information is reviewed by the Board on a regular basis.

The Board considers that there is an ongoing process for identifying, evaluating and managing the significant risks facing the Group that has been in place during the year, which is regularly reviewed and accords with the UK Corporate Governance Code (2018).

### INTERNAL FINANCIAL CONTROL

Financial controls have been established so as to provide safeguards against unauthorised use or disposition of the assets, to maintain proper accounting records and to provide reliable financial information for internal use.

Key financial controls include:

- the maintenance of proper records;
- a schedule of matters reserved for the approval of the Board;
- evaluation, approval procedures and risk assessment for acquisitions and disposals and for major capital expenditure;
- regular reporting and monitoring of development projects; and
- close involvement of the chief Executive in the day-to-day operational matters of the Group.

The Directors consider the size of the Group and the close involvement of Executive Directors in the day-to-day operations makes the maintenance of an internal audit function unnecessary. The Directors will continue to monitor this situation.

## CORPORATE GOVERNANCE CONTINUED

### RELATIONS WITH SHAREHOLDERS

Presentations are given to investors by the Chairman when requested, normally following the publication of the half year and full year results, when interim and annual reports are published. The results of meetings with investors, media and analysts are discussed with Board Members to assist them in understanding the views of investors and others. All Directors when possible attend the Annual General Meeting at which they have the opportunity to meet with shareholders. Shareholders are able to vote electronically and can contact the Directors as required. Whilst shareholders were not permitted to attend the 2021 Annual General Meeting in person due to Covid-19 restrictions it is the intention that shareholders will be permitted to attend the 2022 Annual General Meeting unless Government restrictions prevent this.

### GOING CONCERN

After making enquiries the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for at least 12 months from the date of this report. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

### VIABILITY STATEMENT

In accordance with the 2018 revision of the Code, the Directors have assessed the prospect of the Company over a longer period than the 12 months required by the 'Going Concern' provision. The Board conducted this review for a period of five years, which was selected for the following reasons:

- the Group's strategic review covers a five-year period;
- for a major scheme five years is a reasonable approximation of the maximum time taken from obtaining planning permission to letting the property; and
- most leases contain a five-year rent review pattern and therefore five years allows for the forecasts to include the reversion arising from those reviews; and
- the average unexpired lease term is between three and five years and there is a low void rate.

The five-year strategic review considers the Group's cash flows, dividend cover and other key financial ratios over the period. These metrics are subject to sensitivity analysis, which involves flexing a number of the main assumptions underlying the forecast both individually and in unison. Where appropriate, this analysis is carried out to evaluate the potential impact of the Group's principal risks actually occurring. The five-year review also makes certain assumptions about the normal level of capital recycling likely to occur and considers whether additional financing facilities will be required.

In its assessment of the viability of the Group, the Directors have considered each of the Group's principal risks and uncertainties detailed on page 7 and in note 3, and in particular the impact of a significant fall in the UK property market on the value of the Group's investment property portfolio. The Directors have also considered the Group's income and expenditure projections as well as potential impacts from the COVID pandemic. The Group is in the enviable position of having significant cash balances. At 30 September 2021, the Cardiff Group had cash balances of £3.6m and a further £1.9m term deposits (generally with maturity dates of 95 days), in addition the Company has investments of £1.1m of which £0.9m are readily marketable. The Group has an operating cost base including tax and dividends of under £1m per annum so even with no income for a number of years the Group would remain solvent.

The Cardiff Group receives a management fee from Campmoss of around £0.5m per annum, there is no reason to assume this income would not be received as the Campmoss Group had cash balances at 30 September 2021, of £1.4m and a further £5.3m term deposits (generally with maturity dates of 95 days). In addition, Campmoss anticipate a significant receipt from the sales of the 52 apartments at Britannia Wharf, Woking and since the year end to the date of this report have received over £10m from 31 completions. Campmoss have a capital commitment of £0.8m to complete Britannia Wharf and including the Cardiff management fee an annual operating cost base excluding development of under £1.5m, so it similarly has a strong balance sheet.

The Directors confirm that their assessment of the principal and emerging risks facing the Group was robust and comfort is taken from the average unexpired tenancies. Based upon the robust assessment of the principal risks facing the Group as detailed on page 7 and in note 3, and their stress-testing based assessment of the Group's prospects as described above, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the five-year period of their assessment.

Registered office:  
56 Station Road  
Egham  
Surrey  
TW20 9LF

By order of the Board

**K Chandler FCA**  
Secretary

29 November 2021

# REMUNERATION REPORT

## ANNUAL STATEMENT

### Composition of the Remuneration Committee (not subject to audit)

|                      |   |
|----------------------|---|
| Nigel D Jamieson     | Independent Non-Executive Director, Chairman of the Committee |
| Karen L Chandler     | Executive Director  |
| J Richard Wollenberg | Executive Director  |

Remuneration policy is a matter for the Board as a whole. The Remuneration Committee works within the agreed policy to set individual Remuneration levels, although the Executive Directors do not participate in decisions regarding their own Remuneration. The Members of the Remuneration Committee have access to professional advice at the Company's expense, if necessary, in order to carry out their duties. No such advice was sought during the year. All Members served throughout the year. In setting Directors' Remuneration, the Committee has regard to other employees of the Company.

### Compliance (not subject to audit)

In setting the Company's Remuneration policy for Directors, the Remuneration Committee has considered the best practice provisions annexed to The Financial Conduct Authority Listing Rules and the report has been prepared in accordance with the Directors' Remuneration Report Regulations 2019.

## POLICY REPORT

### Remuneration policies (not subject to audit)

The Remuneration policy was in effect from 1 October 2020 and prior and it is intended that these policies will be continued for the next year and subsequent years.

The Remuneration policy is designed to attract, retain and motivate Executive Directors and senior management of a high calibre with a view to encouraging commitment to the development of the Group and for long term enhancement of shareholder value. Remuneration packages take into account individual performance and the remuneration for similar jobs in other comparable companies where such companies can be identified. This would also be taken into account on appointment of any new Directors. The Committee believes that share ownership by Executive Directors and senior staff strengthens the link between their personal interests and those of shareholders.

There are currently no plans to employ additional Directors, but prior to appointing a new Director, various components that could be included in the remuneration package and the maximum level of variable remuneration would be reviewed and agreed by the Remuneration Committee.

Payments for loss of office would be determined by the Remuneration Committee taking into account contractual obligations as relevant.

Employees were not consulted in determining the directors' remuneration policy. Remuneration comparison measurements are used comparing remuneration to similar sized listed organisations and published comparison data available.

The main components of Executive Directors' remuneration are:

- basic salary – reviewed annually;
- annual performance bonus – members of staff (excluding Directors) are eligible to participate in the Company's discretionary bonus scheme. J Richard Wollenberg is eligible to receive a sum equal to 2.5 times the percentage increase in net asset value per share based upon current salary up to a maximum of 50% of that salary. The increase in net assets per share was 4.4% (2020: 6.6%). Karen Chandler is eligible to receive a bonus as determined by the Remuneration Committee, any such bonus not to exceed a maximum of 50% of her salary;
- taxable benefits – provision of health care for J Richard Wollenberg;
- pension benefits – the Company has a workplace pension scheme which all employees meeting qualifying conditions are invited to join. J Richard Wollenberg is entitled to pension contributions at the rate of 20% (2020: 20%) of salary and bonuses, which for the year to 30 September 2021 he elected to take as salary; and

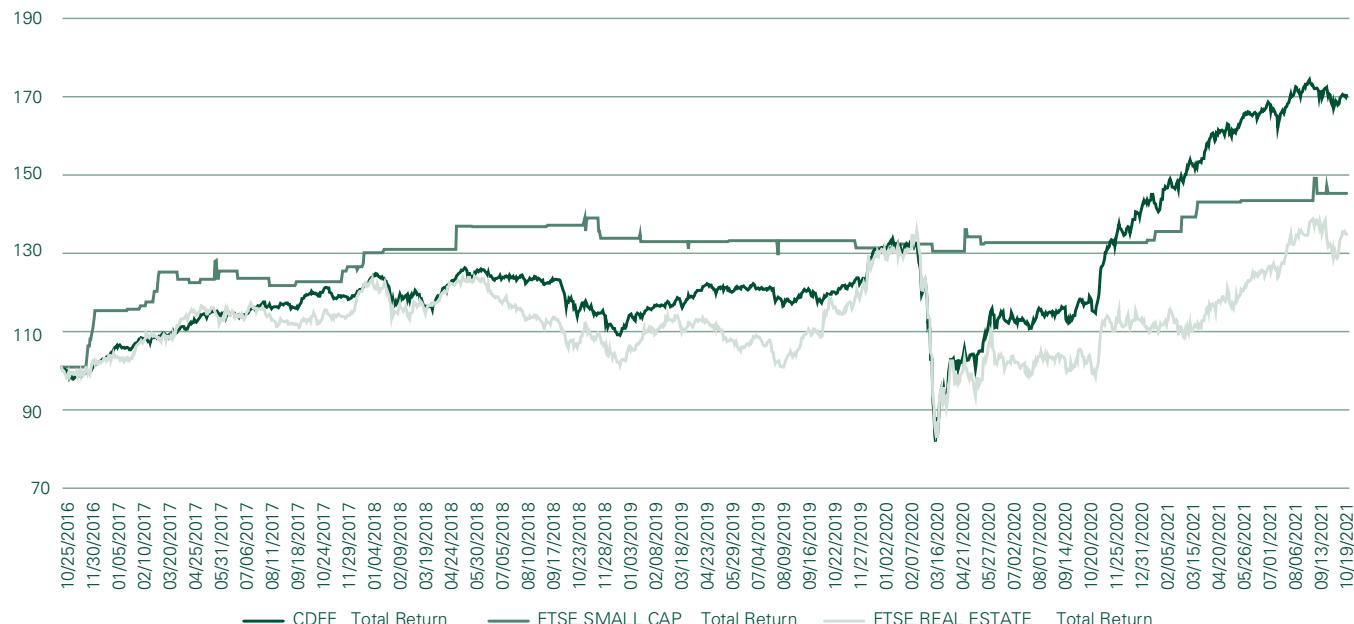
The remuneration Committee considers the components of remuneration supports the short and long-term strategic objectives, with basic salary being fixed with an annual review, a performance bonus for the Executive Directors that are capped at a maximum of 50% of salary and in the case of the Chairman is linked to the increase in net assets which aligns his bonus to the strategic objectives of increasing shareholder value. The Finance Directors bonus is linked to her performance as assessed by the Remuneration Committee.

Remuneration policy for employees is consistent with Directors, with a base salary and an annual bonus determined for the results for the year end September and paid in December each year, with pay rise being implemented from 1 January. There are only two employees other than the Directors.

The Company has an approved and unapproved option scheme but no options have been granted in the current or previous financial year and all previous options have lapsed.

- Share options – grants under the Company's approved share option scheme (approved by shareholders in general meeting) are set so that the aggregate option exercise price for each recipient may not be greater than 4 times annual salary and such grants are phased. Grants under the unapproved share option scheme (approved by shareholders in general meeting) are made by the Remuneration Committee upon the achievement of specified performance criteria.

## REMUNERATION REPORT CONTINUED



The criteria applicable to both schemes were chosen as being those most likely to provide enhanced shareholder value from the performance of Executives. They are:

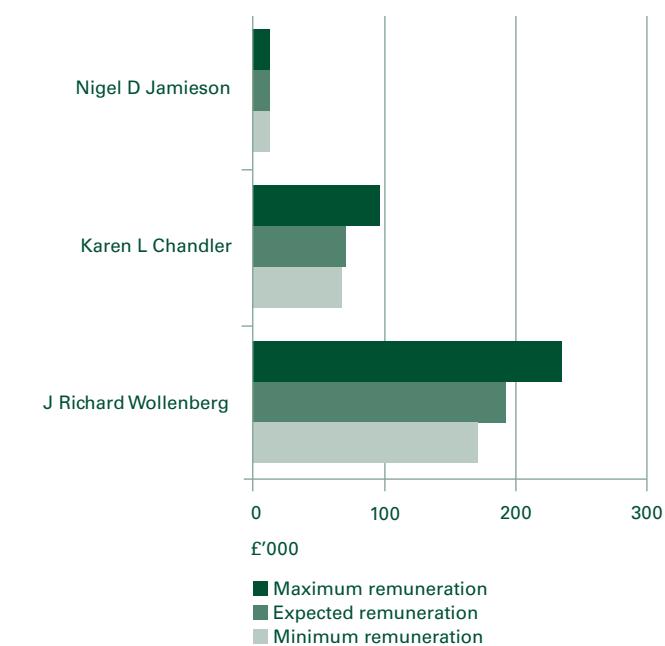
- on grant of an option, an increase in the average of the previous three years' earnings per share of at least 3% more than the corresponding increase in the Retail Price Index over the same period; and
- on exercise of an option, an increase in the average of the previous three years' net asset value per share of at least 3% more than the corresponding increase in the FTSE Real Estate Index over the same period.

It is intended that these policies will be continued for the next year and subsequent years.

### IMPLEMENTATION REPORT (NOT SUBJECT TO AUDIT)

A graph showing the Company's total shareholder return relative to the FTSE Real Estate and FTSE Small Cap Indices is reproduced above. Total shareholder return is calculated to show the theoretical growth in the value of a shareholding over a specified period, assuming that dividends are reinvested to purchase additional shares. Company performance graphs are contained in the Strategic Report on page 7.

### MAXIMUM, MINIMUM AND EXPECTED DIRECTOR REMUNERATION (£'000)



## REMUNERATION REPORT CONTINUED

The remuneration paid to all employees, dividends paid and purchase of own shares were as follows:

|                        | 2021<br>£'000 | 2020<br>£'000 | % change |
|------------------------|---------------|---------------|----------|
| Total employee costs   | 390           | 382           | 2.1%     |
| Dividends              | 211           | 213           | (0.9)%   |
| Purchase of own shares | 1,492         | 773           | 93.0%    |

### DIRECTORS' REMUNERATION (SUBJECT TO AUDIT)

The total remuneration (including pension contributions) paid to the Chief Executive Officer was £184,000 (2020: £190,000) representing a 3.2% decrease in the year. J Richard Wollenberg's basic salary has remained the same. The maximum potential remuneration of J Richard Wollenberg assuming the maximum bonus of 50% was received would be £239,000.

The emoluments of the Directors were as follows:

|                         | Salary<br>£'000 | Bonus<br>£'000 | Benefits<br>£'000 | Pension<br>£'000 | Total<br>2021<br>£'000 |
|-------------------------|-----------------|----------------|-------------------|------------------|------------------------|
| <b>As Executives</b>    |                 |                |                   |                  |                        |
| J R Wollenberg          | 141             | 16             | 27                | –                | 184                    |
| K L Chandler            | 62              | 3              | –                 | 1                | 66                     |
|                         | 203             | 19             | 27                | 1                | 250                    |
| <b>As Non-Executive</b> |                 |                |                   |                  |                        |
| N D Jamieson            | 12              | –              | –                 | –                | 12                     |
|                         | 215             | 19             | 27                | 1                | 262                    |

|                         | Salary<br>£'000 | Bonus<br>£'000 | Benefits<br>£'000 | Pension<br>£'000 | Total<br>2020<br>£'000 |
|-------------------------|-----------------|----------------|-------------------|------------------|------------------------|
| <b>As Executives</b>    |                 |                |                   |                  |                        |
| J R Wollenberg          | 141             | 23             | 26                | –                | 190                    |
| K L Chandler            | 60              | 3              | –                 | 2                | 65                     |
|                         | 201             | 26             | 26                | 2                | 255                    |
| <b>As Non-Executive</b> |                 |                |                   |                  |                        |
| N D Jamieson            | 12              | –              | –                 | –                | 12                     |
|                         | 213             | 26             | 26                | 2                | 267                    |

Percentage change 2020 to 2021

|                         | Salary<br>% | Bonus<br>% | Benefits<br>% | Pension<br>% | Total<br>% |
|-------------------------|-------------|------------|---------------|--------------|------------|
| <b>As Executives</b>    |             |            |               |              |            |
| J R Wollenberg          | –           | (30.4)     | 3.8           | –            | (3.2)      |
| K L Chandler            | 3.3         | –          | –             | (50.0)       | 1.5        |
|                         | 1.0         | (26.9)     | 3.8           | (50.0)       | (2.0)      |
| <b>As Non-Executive</b> |             |            |               |              |            |
| N D Jamieson            | –           | –          | –             | –            | –          |
|                         | 0.9         | (26.9)     | 3.8           | (50.0)       | (1.9)      |

The above table includes bonuses, which are based on the results for the year to 30 September 2021 and are payable in December 2021, see page 16 for details of bonus calculation. Bonuses of £23,000 for J R Wollenberg and £3,000 for K L Chandler in respect of the year to 30 September 2020 were paid in December 2020. J R Wollenberg's salary includes £23,515 of pension contribution entitlement which was elected to be taken as salary.

## REMUNERATION REPORT CONTINUED

| 2021                       | Bonus as percentage of maximum |                     |             |
|----------------------------|--------------------------------|---------------------|-------------|
|                            | Bonus awarded £'000            | Maximum bonus £'000 | %           |
| <b>Executive Directors</b> |                                |                     |             |
| J R Wollenberg             | 16                             | 71                  | 22.5        |
| K L Chandler               | 3                              | 31                  | 9.7         |
|                            | <b>19</b>                      | <b>102</b>          | <b>18.6</b> |

| 2020                       | Bonus as percentage of maximum |                     |             |
|----------------------------|--------------------------------|---------------------|-------------|
|                            | Bonus awarded £'000            | Maximum bonus £'000 | %           |
| <b>Executive Directors</b> |                                |                     |             |
| J R Wollenberg             | 23                             | 71                  | 32.4        |
| K L Chandler               | 3                              | 30                  | 10.0        |
|                            | <b>26</b>                      | <b>101</b>          | <b>25.7</b> |

The information above is in respect of the Company. In addition, J Richard Wollenberg is entitled to consultancy fees of £60,000 in respect of Campmoss Property Company Limited (2020: £60,000), see note 25. Benefits relates to the provision of health care and life assurance to J Richard Wollenberg.

The Directors are considered to be the only key management personnel of the Group.

Director's remuneration for the year to 30 September 2022 is expected to remain at similar levels, with the only significant variable being J R Wollenberg's bonus which is calculated with reference to the change in net assets.

### DIRECTORS' INTEREST IN SHARES (NOT SUBJECT TO AUDIT)

See page 11 of the Director's Report for details of Directors' interest in shares.

### SERVICE CONTRACTS (NOT SUBJECT TO AUDIT)

J Richard Wollenberg has a service contract for a three-year rolling term. In the opinion of the Committee the notice period is necessary in order to secure J Richard Wollenberg's services at the current terms of his employment.

K Chandler has a service contract which can be terminated by either party upon giving three months' notice in writing.

The contracts are available for inspection at the Company's registered office.

### REMUNERATION OF NON-EXECUTIVE DIRECTOR (NOT SUBJECT TO AUDIT)

The remuneration of the Non-Executive Director is determined by the Board based upon comparable market levels. The Non-Executive Director is not eligible for any other benefits. His services can be terminated by either party upon giving three months' notice in writing.

### VOTING RESULTS FROM PREVIOUS AGM (NOT SUBJECT TO AUDIT)

At the AGM held on 14 January 2021, 99.98% of votes cast were for the remuneration report including remuneration policy with 0.02% votes against/withheld. Whilst shareholder views have not specifically been sought the votes from the AGM are indicative of shareholder support.

### EXTERNAL APPOINTMENTS (NOT SUBJECT TO AUDIT)

Executive Directors are allowed to accept external appointments with the consent of the Board, as long as these are not likely to lead to conflicts of interest. Executive Directors are allowed to retain the fees/remuneration paid.

The remuneration report was approved by the Board on 29 November 2021 and signed on its behalf by:

#### Nigel D Jamieson BSc, FCSI

Chairman of the Remuneration Committee

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with International Financial Reporting Standards as adopted by International accounting standards in conformity with the requirements of the Companies Act 2006 and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework.

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with International accounting standards in conformity with the requirements of the Companies Act 2006;
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

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

### RESPONSIBILITY STATEMENT OF THE DIRECTORS IN RESPECT OF THE ANNUAL FINANCIAL REPORT

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the strategic report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

**J Richard Wollenberg**

29 November 2021

# INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF THE CARDIFF PROPERTY PLC

### OPINION

We have audited the financial statements of The Cardiff Property Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 September 2021 which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Consolidated Cash Flows Statement, Consolidated Statement of Changes in Equity, notes to the consolidated financial statements, including significant accounting policies, Company Balance Sheet, Company Statement of Changes in Equity and notes to the Company financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2021 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with international accounting standards in conformity with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006; and as regard to the group financial statements, international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- a) Determining if all relevant information has been included in the assessment of going concern including completeness of forecast expenditure.
- b) Analysing cash flow forecasts and budgets, reviewing the underlying assumptions in relation to expenditure and checking mathematical accuracy.
- c) Considering the cash position at and after the year end.
- d) Reviewing the reasonable worst-case forecast scenario prepared by management and the financial resources available to deal with this outcome.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the entities reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the director's considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### OUR APPLICATION OF MATERIALITY

The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures. The materiality for the financial statements as a whole applied to the group financial statements was £294,000 based on 1% of gross assets. We based the materiality on gross assets because we consider this to be the most relevant performance indicator as the group specialises in property investment and development. The performance materiality for the group was £205,800 or 70% which was determined based on the assessed risk of the group. The materiality for the financial statements as a whole applied to the parent company financial statements was £137,000 based on 1% of gross assets. The performance materiality for the parent company was £95,900. For each component in the scope of our group audit, we allocated a materiality that was less than our overall group materiality.

We agreed with those charged with governance that we would report all differences identified during the course of our group audit in excess of £14,700.

## INDEPENDENT AUDITOR'S REPORT CONTINUED

### OUR APPROACH TO THE AUDIT

As part of our planning, we assessed all components of the group for significance under ISA (UK) 600 in order to determine the work scope to be performed. Those entities of the group which were considered to be significant components, being The Cardiff Property Plc, First Choice Estates Plc and Thames Valley Retirement Homes Limited, were subject to full scope audit procedures in accordance with ISA (UK) 600 for the group and statutory reporting purposes. In addition, we carried out full scope audits of the group's Joint Venture in order to ensure the correct inclusion of the group's share of results. Procedures were then performed to address the risks identified and for any significant assessed risks of material misstatement, the procedures performed are outlined below in the key audit matters sections of this report.

Village Residential Plc and The Land Bureau Limited are dormant members of the group headed by The Cardiff Property Plc and therefore no audit work has been performed on these entities.

### Key Audit Matter

#### Carrying Value of Investment Properties (refer to note 13)

The valuation of investment property requires significant judgement and estimates by management and the external valuer where applicable.

The valuation of the group's property portfolio is inherently subjective to, among other factors, the individual nature of each property, its location and the expected future rentals, yield data and comparable market transactions.

Consequently, there is an inherent risk that the carrying value could be subject to material estimation bias.

We carried out all audit work and did not rely on the work of any component auditors.

We looked at key areas involving significant accounting estimate and judgement by the directors such as the valuation of investment properties. We also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material statement due to fraud.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### How our scope addressed this matter

Our work in this area included:

- Verifying ownership of investment property (e.g. to title deeds ensuring title is in the name of the entity).
- Testing the disposal in the period to supporting documentation ensuring treatment is in accordance with the applicable financial reporting framework.
- Ensuring appropriate classification of assets by reference to nature and underlying agreements.
- Where assets are held at valuation, we considered whether the frequency of valuations appears appropriate in accordance with the applicable financial reporting framework.
- Using an auditor's expert to assist in the review and challenge of the valuation prepared by management.

Based on the procedures performed, we consider management's judgements and property valuations to be reasonable.

## INDEPENDENT AUDITOR'S REPORT CONTINUED

### OTHER INFORMATION

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### CORPORATE GOVERNANCE STATEMENT

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's and parent company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 15;
- Directors' explanation as to their assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out on page 15;
- Directors' statement on whether they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities set out on page 15;
- Directors' statement that they consider the annual report and the financial statements, taken as a whole, to be fair, balanced and understandable set out on page 20;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 7;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 14; and
- The section describing the work of the audit committee set out on page 13.

### RESPONSIBILITIES OF DIRECTORS

As explained more fully in the statement of directors' responsibilities in respect of the annual report and the financial statements, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group and parent company financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

## INDEPENDENT AUDITOR'S REPORT CONTINUED

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the group and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management and the application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group in this regard to be those arising from London Stock Exchange Listing rules, Companies Act 2006 and the Disclosure and Transparency regulations applicable to the group.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to enquiries of management, review of minutes and RNS announcements and review of legal and regulatory correspondence.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to the carrying value of the Joint Venture and Stock/Investment Property valuations. We addressed this by challenging the assumptions and judgements made by management. In addition, we engaged an auditor's expert in relation to the Investment Property valuations.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### OTHER MATTERS WHICH WE ARE REQUIRED TO ADDRESS

We were appointed by the Audit Committee on 12 April 2021 to audit the financial statements for the period ending 30 September 2021 and subsequent financial periods. Our total uninterrupted period of engagement is 1 year, covering the year ended 30 September 2021.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

### USE OF OUR REPORT

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Timothy Herbert  
(Senior Statutory Auditor)**

For and on behalf of  
**PKF Littlejohn LLP**

Statutory Auditor  
15 Westferry Circus  
Canary Wharf  
London E14 4HD

Date: 29 November 2021

# CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2021

|   | Notes | 2021<br>£'000 | 2020<br>Restated<br>£'000 |
|---|-------|---------------|---------------------------|
| <b>Revenue</b>  | 4     | <b>596</b>    | 650                       |
| Cost of sales   |       | (33)          | (65)                      |
| <b>Gross profit</b>   |       | <b>563</b>    | 585                       |
| Administrative expenses   |       | (502)         | (532)                     |
| Other operating income  | 5     | <b>553</b>    | 579                       |
| <b>Operating profit before fair value movement on investment properties</b> | 6     | <b>614</b>    | 632                       |
| Fair value movement on investment properties                                | 13    | <b>533</b>    | (148)                     |
| <b>Operating profit</b>   |       | <b>1,147</b>  | 484                       |
| Financial income  | 7     | <b>54</b>     | 54                        |
| Financial expense   | 7     | (9)           | (34)                      |
| Profit on sale of investment  |       | –             | 74                        |
| Share of profit of Joint Venture  | 15    | <b>67</b>     | 1,362                     |
| <b>Profit before taxation</b>   | 4–9   | <b>1,259</b>  | 1,940                     |
| Taxation  | 10    | (181)         | (148)                     |
| <b>Profit for the financial year attributable to equity Holders</b>         |       | <b>1,078</b>  | 1,792                     |
| <b>Earnings per share on profit for the financial year – pence</b>          |       |               |                           |
| Basic and diluted   | 11    | <b>91.91</b>  | 146.7                     |
| <b>Dividends</b>  |       |               |                           |
| Final 2020 paid 12.8p (2019: 12.5p)   |       | <b>152</b>    | 155                       |
| Interim 2021 paid 5.0p (2020 4.8p)  |       | <b>59</b>     | 58                        |
|   |       | <b>211</b>    | 213                       |
| Final 2021 proposed 13.5p (2020: 12.8p)                                     |       | <b>151</b>    | 153                       |

These results relate entirely to continuing operations. There were no acquisitions or disposals in either year.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 SEPTEMBER 2021

|   | Notes | 2021<br>£'000 | 2020<br>Restated<br>£'000 |
|---|-------|---------------|---------------------------|
| <b>Profit for the financial year</b>  |       | <b>1,078</b>  | 1,792                     |
| <b>Items that cannot be reclassified subsequently to profit or loss</b>   |       |               |                           |
| Net change in fair value of other properties  | 14    | <b>8</b>      | (55)                      |
| Net change in fair value of investments at fair value through comprehensive income                                  | 15    | (21)          | (14)                      |
| <b>Total comprehensive income and expense for the year attributable to the equity holders of the Parent Company</b> |       | <b>1,065</b>  | 1,723                     |

# CONSOLIDATED BALANCE SHEET

AT 30 SEPTEMBER 2021

|  | Notes | 2021<br>£'000 | 2021<br>£'000  | 2020<br>Restated<br>£'000 | 2020<br>Restated<br>£'000 |
|--|-------|---------------|----------------|---------------------------|---------------------------|
| <b>Non-current assets</b>              |       |               |                |                           |                           |
| Freehold investment properties         | 13    |               | <b>5,968</b>   |                           | 5,857                     |
| Property, plant, and equipment         | 14    |               | <b>240</b>     |                           | 228                       |
| Right of use asset                     | 14    |               | <b>155</b>     |                           | 165                       |
| Investment in Joint Venture            | 15    |               | <b>15,890</b>  |                           | 16,323                    |
| Other financial assets                 | 15    |               | <b>1,073</b>   |                           | 925                       |
|  |       |               | <b>23,326</b>  |                           | 23,498                    |
| <b>Current assets</b>                  |       |               |                |                           |                           |
| Inventory and work in progress         | 16    |               | <b>689</b>     |                           | 688                       |
| Trade and other receivables            | 17    |               | <b>140</b>     |                           | 238                       |
| Term deposits                          |       |               | <b>1,907</b>   |                           | 1,748                     |
| Cash and cash equivalents              |       |               | <b>3,594</b>   |                           | 3,773                     |
|  |       |               | <b>6,330</b>   |                           | 6,447                     |
| <b>Total assets</b>                    |       |               | <b>29,656</b>  |                           | 29,945                    |
| <b>Current liabilities</b>             |       |               |                |                           |                           |
| Trade and other payables               | 18    |               | <b>(752)</b>   |                           | (529)                     |
| Corporation tax                        |       |               | <b>(158)</b>   |                           | (50)                      |
|  |       |               | <b>(910)</b>   |                           | (579)                     |
| <b>Non-current liabilities</b>         |       |               |                |                           |                           |
| Lease liability                        | 14    |               | <b>(178)</b>   |                           | (184)                     |
| Deferred tax liability                 | 19    |               | <b>(126)</b>   |                           | (102)                     |
| <b>Total liabilities</b>               |       |               | <b>(1,214)</b> |                           | (865)                     |
| <b>Net assets</b>                      |       |               | <b>28,442</b>  |                           | 29,080                    |
| <b>Equity</b>                          |       |               |                |                           |                           |
| Called up share capital                | 20    |               | <b>223</b>     |                           | 239                       |
| Share premium account                  |       |               | <b>5,076</b>   |                           | 5,076                     |
| Other reserves                         | 21    |               | <b>2,478</b>   |                           | 2,475                     |
| Investment property fair value reserve | 22    |               | <b>1,814</b>   |                           | 3,139                     |
| Retained earnings                      |       |               | <b>18,851</b>  |                           | 18,151                    |
| <b>Total equity</b>                    |       |               | <b>28,442</b>  |                           | 29,080                    |
| <b>Net assets per share</b>            | 12    |               | <b>£25.49</b>  |                           | £24.35                    |

These financial statements were approved by the Board of Directors on 29 November 2021 and authorised for issue on its behalf by:

**J Richard Wollenberg**  
Director

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2021

|   | 2021<br>£'000  | 2020<br>Restated<br>£'000 |
|---|----------------|---------------------------|
| <b>Cash flows from operating activities</b>                         |                |                           |
| Profit for the year   | <b>1,078</b>   | 1,792                     |
| <i>Adjustments for:</i>   |                |                           |
| Depreciation right of use assets                                    | <b>10</b>      | 35                        |
| Depreciation fixed assets   | –              | 3                         |
| Financial income  | <b>(54)</b>    | (54)                      |
| Financial expense   | <b>9</b>       | 34                        |
| Profit on sale of investments                                       | –              | (74)                      |
| Share of profit of Joint Venture                                    | <b>(67)</b>    | (1,362)                   |
| Fair value movement on investment properties                        | <b>(533)</b>   | 148                       |
| Taxation  | <b>181</b>     | 148                       |
| <b>Cash flows from operations before changes in working capital</b> | <b>624</b>     | 670                       |
| Acquisition of inventory and work in progress                       | <b>(1)</b>     | (14)                      |
| Decrease/(increase) in trade and other receivables                  | <b>97</b>      | (98)                      |
| Increase in trade and other payables                                | <b>223</b>     | 1                         |
| Cash generated from operations                                      | <b>943</b>     | 559                       |
| Tax paid  | <b>(43)</b>    | (228)                     |
| <b>Net cash flows from operating activities</b>                     | <b>900</b>     | 331                       |
| <b>Cash flows from investing activities</b>                         |                |                           |
| Interest received   | <b>49</b>      | 61                        |
| Dividend from Joint Venture   | <b>500</b>     | 643                       |
| Proceeds from sale of investment property                           | <b>462</b>     | –                         |
| Acquisition of investment property, and plant and equipment         | <b>(45)</b>    | (13)                      |
| Acquisition of investments  | <b>(169)</b>   | (100)                     |
| Proceeds from sale of investments                                   | –              | 78                        |
| (Increase)/decrease in held term deposits                           | <b>(159)</b>   | 1,336                     |
| <b>Net cash flows from investing activities</b>                     | <b>638</b>     | 2,005                     |
| <b>Cash flows from financing activities</b>                         |                |                           |
| Purchase of own shares  | <b>(1,492)</b> | (773)                     |
| Lease payments  | <b>(14)</b>    | (50)                      |
| Dividends paid  | <b>(211)</b>   | (213)                     |
| <b>Net cash flows (used in)/from financing activities</b>           | <b>(1,717)</b> | (1,036)                   |
| Net (decrease)/increase in cash and cash equivalents                | <b>(179)</b>   | 1,300                     |
| Cash and cash equivalents at beginning of year                      | <b>3,773</b>   | 2,473                     |
| <b>Cash and cash equivalents at end of year</b>                     | <b>3,594</b>   | 3,773                     |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2021

|   | Called up<br>share<br>capital<br>£'000 | Share<br>premium<br>account<br>£'000 | Other<br>reserves<br>(note 21)<br>£'000 | Investment<br>property<br>fair value<br>reserve*<br>£'000 | Retained<br>earnings<br>£'000 | Total<br>equity<br>£'000 |
|---|--|--------------------------------------|---|---|-------------------------------|--------------------------|
| <b>At 30 September 2019 and</b>                                   |  |                                      |   |   |                               |                          |
| <b>1 October 2019</b>   | <b>248</b>                             | <b>5,076</b>                         | <b>2,535</b>                            | <b>1,814</b>  | <b>18,670</b>                 | <b>28,343</b>            |
| Profit for the year as restated                                   | –                                      | –                                    | –                                       | –   | 1,792                         | 1,792                    |
| Other comprehensive income  |  |                                      |   |   |                               |                          |
| – revaluation of investments                                      | –                                      | –                                    | (14)                                    | –   | –                             | (14)                     |
| Net change in fair value of own use<br>freehold property          | –                                      | –                                    | (55)                                    | –   | –                             | (55)                     |
| Transactions with equity holders                                  |  |                                      |   |   |                               |                          |
| Dividends   | –                                      | –                                    | –                                       | –   | (213)                         | (213)                    |
| Purchase of own shares  | (9)                                    | –                                    | 9                                       | –   | (773)                         | (773)                    |
| <b>Total transactions with equity holders</b>                     | <b>(9)</b>                             | <b>–</b>                             | <b>9</b>                                | <b>–</b>  | <b>(986)</b>                  | <b>(986)</b>             |
| Fair value movements on investment<br>properties – Cardiff        | –                                      | –                                    | –                                       | (148)   | 148                           | –                        |
| Fair value movements on investment<br>properties – Campmoss Group | –                                      | –                                    | –                                       | 1,473   | (1,473)                       | –                        |
| <b>At 30 September 2020</b>                                       | <b>239</b>                             | <b>5,076</b>                         | <b>2,475</b>                            | <b>3,139</b>  | <b>18,151</b>                 | <b>29,080</b>            |
| <b>At 1 October 2020<br/>as previously stated</b>                 | <b>239</b>                             | <b>5,076</b>                         | <b>2,475</b>                            | <b>3,139</b>  | <b>18,170</b>                 | <b>21,099</b>            |
| Prior year adjustment (note 3)                                    | –                                      | –                                    | –                                       | –   | (19)                          | (19)                     |
| <b>At 1 October 2020 restated</b>                                 | <b>239</b>                             | <b>5,076</b>                         | <b>2,475</b>                            | <b>3,139</b>  | <b>18,151</b>                 | <b>29,080</b>            |
| Profit for the year   | –                                      | –                                    | –                                       | –   | 1,078                         | 1,078                    |
| Other comprehensive income  |  |                                      |   |   |                               |                          |
| – revaluation of investments                                      | –                                      | –                                    | (21)                                    | –   | –                             | (21)                     |
| Net change in fair value of own use<br>freehold property          | –                                      | –                                    | 8                                       | –   | –                             | 8                        |
| Transactions with equity holders                                  |  |                                      |   |   |                               |                          |
| Dividends   | –                                      | –                                    | –                                       | –   | (211)                         | (211)                    |
| Purchase of own shares  | (16)                                   | –                                    | 16                                      | –   | (1,492)                       | (1,492)                  |
| Total transactions with equity holders                            | (16)                                   | –                                    | 16                                      | –   | (1,703)                       | (1,703)                  |
| Fair value movements on investment<br>properties – Cardiff        | –                                      | –                                    | –                                       | 526   | (526)                         | –                        |
| Disposal of property – Cardiff                                    | –                                      | –                                    | –                                       | (259)   | 259                           | –                        |
| Fair value movements on investment<br>properties – Campmoss Group | –                                      | –                                    | –                                       | (1,592)   | 1,592                         | –                        |
| <b>At 30 September 2021</b>                                       | <b>223</b>                             | <b>5,076</b>                         | <b>2,478</b>                            | <b>1,814</b>  | <b>18,851</b>                 | <b>28,442</b>            |

\* Includes fair value movements on investment properties held by Campmoss Group, our Joint Venture, which are presented in investment property fair value reserve to demonstrate these are unrealised.

# NOTES TO THE FINANCIAL STATEMENTS

## 1 ACCOUNTING STANDARDS

The consolidated results for the year ended 30 September 2021 and 2020 are prepared under applicable International Financial Reporting Standards adopted by the International accounting standards in conformity with the companies act 2006 ("adopted IFRS") and those parts of the Companies Act 2006 applicable to companies reporting under IFRS and have been incorporated into the principal accounting policies as set out in note 2.

The Company has elected to prepare its Parent Company financial statements in accordance with FRS 101 (Reduced Disclosure Framework) and these are presented on pages 48 to 53.

## 2 ACCOUNTING POLICIES

### Basis of preparation

The following principal accounting policies have been applied in dealing with items which are considered material in relation to the Group's financial statements. The financial statements have been prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: financial instruments classified as fair value through other comprehensive income; investment properties; and own use freehold property. These accounting policies have been applied consistently across the Group for the purposes of these consolidated financial statements.

### Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Group will continue to meet its liabilities as they fall due. The Group's activities, together with the factors likely to affect its future development, performance and position are set out in the Chairman's Statement and Strategic Report on pages 3 to 9. The financial position of the Group, its property portfolio under management, asset base, liquidity and key performance indicators are described on pages 5 to 7.

In addition, note 20 includes the Group's objectives, policies and processes for managing its capital and note 26, its financial risk management objectives and details of its exposures to credit risk, liquidity risk, market risk, currency risk and interest rate risk.

The Group has sufficient financial resources to enable it to continue to trade and to complete the current maintenance and development programme. The Group is ungeared, and the cash flow forecasts do not assume any debt being required. Therefore, the Directors believe that the Group is well placed to manage its business risks successfully despite the current economic uncertainty, and the ongoing impact of the Covid-19 pandemic changing behaviours and the impact on the Group's tenants.

The Group is in the enviable position of having significant cash balances at 30 September 2021, the Cardiff Group had cash balances of £3.6m and a further £1.9m term deposits (generally with maturity dates of 95 days), in addition the Company has investments of £1.1m of which £0.9m are readily marketable. The Group has an operating cost base including tax and dividends of under £1m per annum so even with no income for several years the Group would remain solvent.

The Cardiff Group receives a management fee from Campmoss of around £0.5m per annum, there is no reason to assume this income would not be received as the Campmoss Group had cash balances at 30 September 2021, of £1.4m and a further £5.3m term deposits (generally with maturity dates of 95 days) and in addition Campmoss expect to receive a significant cash inflow from sales at Britannia Wharf. Campmoss have a capital commitment of £0.8m to complete its development programme at Britannia Wharf, which completed shortly after the year end and including the Cardiff management fee an annual operating cost base excluding development of under £1.5m, so Campmoss Group similarly has a strong balance sheet.

After making enquiries, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 2 ACCOUNTING POLICIES (CONTINUED)

#### **Basis of consolidation**

The Group's financial statements consolidate those of the Company and its subsidiaries and equity account for the interest in the Joint Venture. Subsidiary companies are those entities under the control of the Company, where control means the power to direct relevant activities of the entity so as to obtain benefit from these activities. The results of subsidiary undertakings acquired or disposed of in the year are included in the consolidated income statement from the date control is obtained or up to the date when control is lost. Intra-Group transactions are eliminated on consolidation.

Joint Ventures are those in whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. The Group's investment in the Joint Venture is accounted for using the equity method, hence the Group's share of the gains and losses of the Joint Venture is included in the consolidated income statement and its interest in the net assets is included in investments in the consolidated balance sheet.

#### **Use of estimates and judgements**

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. These estimates are discussed in further detail in note 3.

#### **Investment properties**

Investment properties are properties which are held either to earn rental income or for capital appreciation or both. Investment properties are initially recognised at cost, including related transaction costs and annually revalued at fair value, with any change therein recognised in the income statement, and transferred to the investment property fair value reserve in the balance sheet. An external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values the Company portfolio each year. The Directors of the Joint Venture value its portfolio each year using their own experience and knowledge of the local property market with valuations considering yields on similar properties in the area, vacant space and covenant strength.

Design, construction and management expenses together with interest incurred in respect of investment properties in the course of initial development are capitalised until the building is effectively completed and available for letting. Thereafter they are charged to the income statement. Whilst under development such properties are classified either as inventory if development has commenced with a view to sale and are recorded at cost or retained within investment properties and revalued at the year end and surpluses or deficits are recognised in the income statement.

Proceeds from the sale of investment properties are not included in revenue, but in profit or loss on sale of investment property. The profit or loss on disposal is calculated with reference to the carrying amount in the balance sheet. Purchases and sales of investment properties are accounted for on completion.

#### **Property, plant and equipment and depreciation**

Property is stated at fair value using valuations prepared on the same basis as investment properties described above. Any surplus arising on the fair value is recognised in other comprehensive income except to the extent that it reverses a previous fair value deficit on the same asset recognised in profit and loss. Any deficit on fair value is recognised in profit and loss except to the extent that it reverses a previous fair value surplus on the same asset. Plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Provision is made for depreciation so as to write off their cost on a straight-line basis over their expected useful lives as follows:

|                                    |                 |
|------------------------------------|-----------------|
| • Land                             | Not depreciated |
| • Freehold property                | 50 years        |
| • motor vehicles                   | 4 years         |
| • fixtures, fittings and equipment | 4 years         |

In accordance with IAS 16.35 the fair value of the freehold property is presented by eliminating accumulated depreciation and adjusting the gross book value of the asset to equal revalued amount.

#### **Impairment**

The carrying amounts of the Group's assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated, and an impairment loss recognised where the recoverable amount is less than the carrying value of the asset. Any impairment losses are recognised in the income statement.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 2 ACCOUNTING POLICIES (CONTINUED)

#### Inventory and work in progress

Inventory, being properties under development intended for ultimate resale and properties held for sale, are stated at the lower of cost, including attributable overheads, and net realisable value.

#### Revenue

Revenue consists of rental income, earned under operating leases granted, from properties held for investment purposes and from properties held in inventory which are currently occupied, together with the proceeds from the sale of properties held in inventory. Sales of such property are recognised on the date of completion. Rental income is recognised in the Income Statement on a straight-line basis over the total lease period. Payments due on early terminations of lease agreements are recognised in the Income Statement within revenue. Lease incentives are recognised as an integral part of the net consideration for the use of the property and amortised on a straight-line basis over the term of the lease.

#### Other income

Other income consists of management fees charged to Campmoss Group for services provided during the year and other items which are not revenue and are recognised in the period in which the income relates.

#### Financial assets

Investments in equity securities are classified as assets recognised at fair value through comprehensive income (FVOCI) and are stated at fair value with any resultant gain or loss being recognised in other comprehensive income. When these investments are derecognised the cumulative gain or loss previously recognised in other comprehensive income is transferred from other reserves to retained earnings.

Term deposits where the call date is greater than 90 days from the date of deposit are shown separately on the balance sheet and are included in investing activities in the cash flow.

#### Trade and other receivables

Trade and other receivables are valued using the expected credit loss model using the simplified approach.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits, that are repayable on demand and form an integral part of the Group's cash management and are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

#### Reserves

Reserves comprises issued share capital, share premium, other reserves, investment property fair value reserve and retained earnings.

#### Dividends

Interim dividends are recorded in the financial statements when they are paid. Final dividends are recognised as a liability in the period in which they are approved by the Company's shareholders.

#### Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Income Statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

## NOTES TO THE FINANCIAL STATEMENTS **CONTINUED**

### 2 ACCOUNTING POLICIES (CONTINUED)

#### IFRS

IFRS 16 – Leases was effective for the year ended 30 September 2020. IFRS 16 removes the distinction between operating and financial leases, which for lessees resulted in almost all operating leases being brought on balance sheet. The Group has restated 2020 results due to an operating lease needing to be capitalised being omitted. See note 3 for further information.

The following standards are issued but not yet effective. The Group intends to adopt these standards, if applicable, when they become effective. It is not expected that these standards will have a material impact on the Group.

| Standard  | Effective date  |
|---|-----------------|
| Amendments to IFRS 3 Business Combinations:   | 1 January 2022  |
| References to the Conceptual Framework in IFRS Standards                            |                 |
| Amendments to IAS 16 Property, Plant and Equipment                                  | 1 January 2022  |
| Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets:      | 1 January 2022  |
| Onerous contracts – cost of fulfilling a contract                                   |                 |
| Amendments to Annual Improvements 2018-2020   | 1 January 2022  |
| Amendments to IAS 1 Presentation of Financial Statements:                           | 1 January 2023* |
| Classification of Liabilities as Current or Non-current                             |                 |
| IFRS 17 Insurance contracts   | 1 January 2023* |
| Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors | 1 January 2023* |
| Amendments to IAS 12 Income Taxes   | 1 January 2023* |

\* Subject to endorsement

### 3 CRITICAL ESTIMATES, JUDGEMENTS AND ERRORS

The key accounting judgements are:

1. Fair value of the investment properties;

An external valuer is used to value the investment properties held by Cardiff see note 13 for further details.

2. Classifying properties as investment properties or inventory;

Properties are held as investment properties if they are held for capital appreciation and rental income and properties are held as inventory where they are being actively marketed for sale and the Group no longer intend to hold once a suitable sale can be negotiated. However there have been experiences in the past where an offer received for an investment property has been accepted and the property sold and similarly properties have been moved to inventory but a suitable offer has not been received so the property has continued to be held.

3. Management's assessment that inventories have not been impaired;

Management assesses the carrying value of inventories with reference to similar property valuations based on location, size and usage and their experience and also seek views from local estate agents.

4. Classification of Campmoss Group as a Joint Venture;

Campmoss is jointly controlled by the Campmoss Board comprising of J R Wollenberg and E R Goodwin each of whom represents the interests of 50% of the shareholders. Decisions are made jointly, and Board approval is needed for all key decisions.

5. Carrying value of the Joint Venture;

The investment properties in Campmoss Group form a substantial part of Campmoss Group's net assets and hence the carrying value of the Group's share of the Joint Venture. The properties are not independently valued but are valued by the Directors and by their nature valuations are subjective.

6. Recoverability of debtors; and

Particularly in light of COVID-19 there has been an increase in the judgement required in assessing the recoverability of debtors due to the impact of the pandemic on lessees businesses, although the collection of over 90% of rents for rent quarters to June and September gives significant comfort.

7. Discount in respect of Aquila Services Group Plc investment

A 40% discount has been applied to the Level 2 quoted share price of Aquila Services Group Plc when valuing the investment, due to shares having minimal trades.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 3 CRITICAL ESTIMATES, JUDGEMENTS AND ERRORS (CONTINUED)

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The key areas of judgement in which estimates have been used and the assumptions applied are:

- valuation of investment properties while supported by third party valuations include estimates. All investment property owned by Cardiff has an independent third-party valuation performed annually. The properties owned by the Campmoss Group, are valued by the Campmoss Directors having due regard to independent third-party information and valuations as available; and
- the deferred taxation provision uses these investment property valuations to calculate the gain or loss and hence deferred taxation liability. This liability is estimated based on the taxation rates expected to be in place in the future which may differ from the actual taxation rates at the time of sale.

### Prior year adjustment as a result of correction of IFRS 16 lease accounting

The Group and Company has restated 2020 results due to an operating lease needing to be capitalised as a Right of Use asset under IFRS 16 on adoption of the Standard in the prior period being omitted in error. The impact of the prior year adjustment is set out below. As noted, no third balance sheet is required as the error occurred in the year ended 30 September 2020 only and has no impact on the year ended 30 September 2019.

| Group   | 2020<br>£'000 | Increase/<br>(decrease)<br>£'000 | 2020<br>Restated<br>£'000 |
|---|---------------|----------------------------------|---------------------------|
| <b>Balance sheet extract</b>  |               |                                  |                           |
| Right to use asset  | –             | 165                              | 165                       |
| Lease liability   | –             | (184)                            | (184)                     |
| <b>Net assets</b>   | <b>29,099</b> | <b>(19)</b>                      | <b>29,080</b>             |
| Retained earnings   | 18,170        | (19)                             | 18,151                    |
| <b>Total equity</b>   | <b>29,099</b> | <b>(19)</b>                      | <b>29,080</b>             |
| <b>Net assets per share</b>   | <b>£24.36</b> | <b>£(0.01)</b>                   | <b>£24.35</b>             |
| <b>Profit and loss extract</b>  |               |                                  |                           |
| Cost of sales   | (115)         | 50                               | (65)                      |
| Gross profit  | 535           | 50                               | 585                       |
| Administrative expenses   | (497)         | (35)                             | (532)                     |
| <b>Operating profit before fair value movement on investment</b>  | <b>617</b>    | <b>15</b>                        | <b>632</b>                |
| <b>Operating profit</b>   | <b>469</b>    | <b>15</b>                        | <b>484</b>                |
| Financial expense   | –             | (34)                             | (34)                      |
| <b>Profit before tax</b>  | <b>1,959</b>  | <b>(19)</b>                      | <b>1,940</b>              |
| <b>Profit for the financial year attributable to equity holders</b>   | <b>1,811</b>  | <b>(19)</b>                      | <b>1,792</b>              |
| <b>Statement of comprehensive income (extract)</b>  |               |                                  |                           |
| Profit for the financial year   | 1,811         | (19)                             | 1,792                     |
| <b>Total comprehensive income and expense for the year attributable to the equity holders of the Parent Company</b> | <b>1,742</b>  | <b>(19)</b>                      | <b>1,723</b>              |
| <b>EPS (basic and diluted)</b>  | <b>148.2p</b> | <b>(0.15)p</b>                   | <b>146.7p</b>             |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

| Company  | 2020<br>£'000 | Increase/<br>(decrease) | 2020              |  |  |
|--|---------------|-------------------------|-------------------|--|--|
|  |               |                         | Restated<br>£'000 |  |  |
| <b>Balance sheet extract</b>                                 |               |                         |                   |  |  |
| Right to use asset   |               |                         |                   |  |  |
| Lease liability  | –             | 165                     | 165               |  |  |
| Net assets   | 11,657        | (19)                    | 11,638            |  |  |
| Retained earnings  | 2,018         | (19)                    | 1,999             |  |  |
| <b>Total equity</b>  | <b>11,657</b> | <b>(19)</b>             | <b>11,638</b>     |  |  |
| <b>Profit and loss extract</b>                               |               |                         |                   |  |  |
| Profit for the financial year attributable to equity holders | 855           | (19)                    | 836               |  |  |

### 4 SEGMENTAL ANALYSIS

The Group manages its operations in two segments, being property and other investment and property development. Property and other investment relates to the results for The Cardiff Property Company Limited where properties are held as investment property with Property Development relating to the results of First Choice Estates Plc and Thames Valley Retirement Homes Limited. The results of these segments are regularly reviewed by the Board as a basis for the allocation of resources, in conjunction with individual site investment appraisals, and to assess their performance. Information regarding the results and net operating assets for each reportable segment are set out below:

|                                  | Property<br>and other<br>investment | Property<br>Development | Eliminations<br>£'000 | 2021<br>Total<br>£'000 |
|----------------------------------|-------------------------------------|-------------------------|-----------------------|------------------------|
|                                  | £'000                               | £'000                   |                       | £'000                  |
| Rental income (wholly in the UK) | 434                                 | 162                     | –                     | 596                    |
| Property sales                   | 462                                 | –                       | –                     | 462                    |
| Profit before taxation           | 1,096                               | 163                     | –                     | 1,259                  |
| <b>Net operating assets</b>      |                                     |                         |                       |                        |
| Assets                           | 26,607                              | 4,851                   | (1,802)               | 29,656                 |
| Liabilities                      | (2,765)                             | (251)                   | 1,802                 | (1,214)                |
| <b>Net assets</b>                | <b>23,842</b>                       | <b>4,600</b>            | –                     | <b>28,442</b>          |

|                                  | Property<br>and other<br>investment | Property<br>Development | Eliminations<br>£'000 | 2020<br>Restated<br>Total<br>£'000 |
|----------------------------------|-------------------------------------|-------------------------|-----------------------|------------------------------------|
|                                  | £'000                               | £'000                   |                       | £'000                              |
| Rental income (wholly in the UK) | 468                                 | 182                     | –                     | 650                                |
| Property sales                   | –                                   | –                       | –                     | –                                  |
| Profit before taxation           | 1,667                               | 273                     | –                     | 1,940                              |
| <b>Net operating assets</b>      |                                     |                         |                       |                                    |
| Assets                           | 27,114                              | 4,718                   | (1,887)               | 29,945                             |
| Liabilities                      | (2,512)                             | (240)                   | 1,887                 | (865)                              |
| <b>Net assets</b>                | <b>24,602</b>                       | <b>4,478</b>            | –                     | <b>29,080</b>                      |

“Eliminations” relate to inter segment transactions and balances which cannot be specifically allocated but are eliminated on consolidation.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 5 OTHER OPERATING INCOME

|                            | 2021<br>£'000 | 2020<br>£'000 |
|----------------------------|---------------|---------------|
| Management fees receivable | 532           | 531           |
| Other income               | 14            | 8             |
| Insurance claim            | –             | 8             |
| Dividends received         | 7             | 32            |
| Other operating income     | 553           | 579           |

### 6 OPERATING PROFIT BEFORE FAIR VALUE MOVEMENTS ON INVESTMENT PROPERTIES

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| Included are the following expenses:                                       |               |               |
| Auditor's remuneration:  |               |               |
| Fees payable to the Company's auditor for the audit of the annual accounts | 35            | 25            |
| Audit of subsidiary undertakings pursuant to legislation                   | 3             | 3             |
| Depreciation of plant and equipment  | –             | 3             |
| Depreciation right of use assets   | 10            | 35            |

### 7 FINANCIAL INCOME AND EXPENSE

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| Bank and other interest receivable       | 54            | 54            |
| Interest payments on right to use assets | (9)           | (34)          |

### 8 EMPLOYEES

The average number of persons employed by the Group and the Company (including Executive Directors) during the year was:

|                | Number of employees |      |
|----------------|---------------------|------|
|                | 2021                | 2020 |
| Management     | 3                   | 3    |
| Administration | 2                   | 3    |
|                | 5                   | 6    |

The aggregate payroll costs of these persons were as follows:

|                       | 2021<br>£'000 | 2020<br>£'000 |
|-----------------------|---------------|---------------|
| Wages and salaries    | 344           | 335           |
| Social security costs | 41            | 40            |
| Pension costs         | 5             | 7             |
|                       | 390           | 382           |

Pension costs represent amounts paid by the Group to the workplace pension.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 9 DIRECTORS EMOLUMENTS

The emoluments of the Directors were as follows:

|                         | Salary<br>£'000 | Bonus<br>£'000 | Benefits<br>£'000 | Pension<br>£'000 | Total<br>2021<br>£'000 |
|-------------------------|-----------------|----------------|-------------------|------------------|------------------------|
| <b>As Executives</b>    |                 |                |                   |                  |                        |
| J R Wollenberg          | 141             | 16             | 27                | –                | 184                    |
| K L Chandler            | 62              | 3              | –                 | 1                | 66                     |
|                         | <b>203</b>      | <b>19</b>      | <b>27</b>         | <b>1</b>         | <b>250</b>             |
| <b>As Non-Executive</b> |                 |                |                   |                  |                        |
| N D Jamieson            | 12              | –              | –                 | –                | 12                     |
|                         | <b>215</b>      | <b>19</b>      | <b>27</b>         | <b>1</b>         | <b>262</b>             |

|                         | Salary<br>£'000 | Bonus<br>£'000 | Benefits<br>£'000 | Pension<br>£'000 | Total<br>2020<br>£'000 |
|-------------------------|-----------------|----------------|-------------------|------------------|------------------------|
| <b>As Executives</b>    |                 |                |                   |                  |                        |
| J R Wollenberg          | 141             | 23             | 26                | –                | 190                    |
| K L Chandler            | 60              | 3              | –                 | 2                | 65                     |
|                         | <b>201</b>      | <b>26</b>      | <b>26</b>         | <b>2</b>         | <b>255</b>             |
| <b>As Non-Executive</b> |                 |                |                   |                  |                        |
| N D Jamieson            | 12              | –              | –                 | –                | 12                     |
|                         | <b>213</b>      | <b>26</b>      | <b>26</b>         | <b>2</b>         | <b>267</b>             |

The above table includes bonuses, which are based on the results for the year to 30 September 2021 and are payable in December 2021, see page 16 for details of bonus calculation. Bonuses of £23,000 for J R Wollenberg and £3,000 for K L Chandler in respect of the year to 30 September 2020 were paid in December 2020. J R Wollenberg's salary includes £23,515 of pension contribution entitlement which was elected to be taken as salary.

The information above is in respect of the Company. In addition, J Richard Wollenberg is entitled to consultancy fees of £60,000 from Campmoss Property Company Limited (2020: £60,000), see note 25.

Details of the Company's policy on Directors' remuneration are contained within the remuneration report on pages 16 to 19. Benefits relates to the provision of health care and life assurance for J Richard Wollenberg.

The Directors are considered to be the only key management personnel of the Group.

### 10 TAXATION

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| <b>Current tax</b>  |               |               |
| UK corporation tax on the result for the year                   | <b>158</b>    | 140           |
| Adjustment relating to prior year                               | (1)           | –             |
| <b>Deferred tax</b>   |               |               |
| Origination and reversal of timing differences                  | –             | 8             |
| Change of tax rate  | <b>30</b>     | –             |
| Revaluation of investment properties                            | (2)           | –             |
| Revaluation of investments                                      | (4)           | –             |
| <b>Taxation (all recognised in the profit and loss account)</b> | <b>181</b>    | 148           |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 10 TAXATION (CONTINUED)

Reconciliation of effective tax rate:

|  | 2021<br>£'000 | 2020<br>Restated<br>£'000 |
|--|---------------|---------------------------|
| <b>Tax reconciliation</b>  |               |                           |
| Profit before taxation   | <b>1,259</b>  | 1,940                     |
| Profit before taxation multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%) | <b>239</b>    | 369                       |
| <i>Effects of:</i>   |               |                           |
| Joint Venture  | (13)          | (258)                     |
| Non-taxable income   | (113)         | –                         |
| Non-deductible expenditure   | 10            | –                         |
| Adjustments relating to prior year   | (1)           | –                         |
| Other timing differences   | 19            | 9                         |
| Non-taxable (surplus)/deficit on fair value  | 40            | 28                        |
| <b>Total tax expense</b>   | <b>181</b>    | 148                       |

The current corporation tax rate is 19%.

### 11 EARNINGS PER SHARE

Earnings per share has been calculated in accordance with IAS 33 - Earnings Per Share using the profit after tax for the financial year of £1,078,000 (2020 restated: £1,792,000) and the weighted average number of shares as follows:

|                          | Weighted average<br>number of shares |                  |
|--------------------------|--------------------------------------|------------------|
|                          | 2021                                 | 2020<br>Restated |
| Basic and diluted shares | <b>1,172,532</b>                     | 1,221,929        |
| Earnings per share (p)   | <b>91.91</b>                         | 146.68           |

There is no difference between basic and diluted shares as the Company has no share options in issue.

### 12 NET ASSETS PER SHARE

|                          | 2020             |           |
|--------------------------|------------------|-----------|
|                          | 2021             | Restated  |
| Shares in issue          | <b>1,115,986</b> | 1,194,511 |
| Net assets per share (£) | <b>25.49</b>     | 24.35     |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 13 FREEHOLD INVESTMENT PROPERTIES

|                                 | 2021<br>£'000 | 2020<br>£'000 |
|---------------------------------|---------------|---------------|
| <b>Group</b>                    |               |               |
| At beginning of year            | 5,857         | 5,995         |
| Additions                       | 40            | 10            |
| Fair value movement in the year | 533           | (148)         |
| Disposal of investment property | (462)         | –             |
| <b>At end of year</b>           | <b>5,968</b>  | 5,857         |
|                                 |               |               |
|                                 | 2021<br>£'000 | 2020<br>£'000 |
| <b>Company</b>                  |               |               |
| At beginning of year            | 5,813         | 5,955         |
| Additions                       | 36            | 6             |
| Fair value movement in the year | 533           | (148)         |
| Disposal of investment property | (462)         | –             |
| <b>At end of year</b>           | <b>5,920</b>  | 5,813         |

The fair value of commercial investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the Group's investment property portfolio every year.

The Company's freehold commercial investment properties total value: £5,920,000 (2020: £5,351,000) have been valued by Kempton Carr Croft ("KCC"). During the year the Group's residential property was disposed for £462,000 equal to the fair value at 30 September 2020 when it was valued based on the memorandum of sale (subject to contract).

All valuations of the Company's freehold commercial investment properties have been prepared in accordance with the RICS Valuation – Professional Standards (the "Red Book") and the International Valuation Standards on the basis of Market Value. Whilst KCC has a potential conflict of interest, due to additional fee earning services provided, appropriate safeguards are in place with any other services performed by a different team with information barriers in place to mitigate for this.

All of the commercial investment properties have been categorised as a Level 3 fair value in both years, based on the inputs to the valuation technique used. The residential property has been categorised as a Level 2 fair value in 2020 and was sold during 2021.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or 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).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

#### Valuation technique and significant unobservable inputs

The valuation technique used in measuring the fair value of investment property is a discounted cash flow using the following significant inputs: net rental income and yield.

#### Fair value using unobservable inputs (Level 3)

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| Opening fair value   | 5,351         | 5,491         |
| Additions  | 36            | 5             |
| Gains and losses recognised in income statement (Fair value movement on investment properties) | 533           | (145)         |
| <b>Closing fair value</b>  | <b>5,920</b>  | 5,351         |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 13 FREEHOLD INVESTMENT PROPERTIES (CONTINUED)

#### Quantitative information about fair value measurements using unobservable inputs (Level 3)

The fair value referred to above of £5,920,000 (2020: £5,351,000) is based on the unobservable inputs of net rental income and yield.

The net rental income ranged between £29,000 (2020: £29,000) and £224,000 (2020: £234,000), and the initial yield ranged between 6.5% and 9.0% (2020: 7.5% and 10.0%).

A decrease in net rental income or estimated future rent will result in a decrease in the fair value, whereas a decrease in the discount rate (yield) will result in an increase in fair value. There are interrelationships between these rates as they are partially determined by market rate conditions. A +1% change in yield would reduce the portfolio value by £653,000 (2020: £530,000), while a -1% change in yield would increase the portfolio value by £844,000 (2020: £662,000). A +/- 10% change in rent would increase/(decrease) the value of the portfolio by £592,000 (2020: £535,000).

The historical cost of the commercial investment properties was:

|                             | £'000        |
|-----------------------------|--------------|
| <b>Group and Company</b>    |              |
| <b>At 30 September 2021</b> | <b>3,752</b> |
| At 30 September 2020        | 3,716        |

The cumulative amount of interest capitalised at 30 September 2021 was £90,000 (2020: £90,000).

#### Valuation technique and significant observable inputs

The valuation technique used in measuring the fair value of residential investment property is comparable property prices from the experience of local estate agents. The only residential property was disposed of during the year.

#### Fair value using observable inputs (Level 2)

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| Opening fair value  | 462           | 465           |
| Fair value movement on investment properties recognised in income statement | –             | (3)           |
| Disposal  | (462)         | –             |
| Closing fair value  | –             | 462           |

#### Quantitative information about fair value measurements using observable inputs (Level 2)

The fair value referred to above of £nil (2020: £462,000) is based on the observable inputs of comparable property prices in Egham and is based on memorandum of sale (subject to contract) based on an accepted offer for 14 Runnymede Road. The property was sold during the year to 30 September 2021 for £462,000.

The historical cost of the residential investment property was:

|                             | £'000    |
|-----------------------------|----------|
| <b>Group and Company</b>    |          |
| <b>At 30 September 2021</b> | <b>–</b> |
| At 30 September 2020        | 202      |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 13 FREEHOLD INVESTMENT PROPERTIES (CONTINUED)

Amounts recognised in the profit and loss account.

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| Rental income from investment properties   | 434           | 468           |
| Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the period        | (9)           | (10)          |
| Direct operating expenses (including repairs and maintenance) arising from investment property that did not generate rental income during the period | —             | —             |

There are no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance, or enhancements other than normal Landlord obligations.

There have been no transfers to/from investment properties.

### 14 PROPERTY, PLANT AND EQUIPMENT

| Company and Group           | Own use<br>freehold<br>property<br>£'000 | Fixtures,<br>fittings and<br>equipment<br>£'000 | Motor<br>vehicles<br>£'000 | Total<br>£'000 |
|-----------------------------|--|---|----------------------------|----------------|
| <b>Cost or valuation</b>    |  |   |                            |                |
| At 30 September 2019        | 281                                      | 25  | 16                         | 322            |
| Additions                   | 2  | —   | —                          | 2              |
| Disposals                   | —  | (3)   | —                          | (3)            |
| Fair value movement         | (55)                                     | —   | —                          | (55)           |
| At 30 September 2020        | 228                                      | 22  | 16                         | 266            |
| Additions                   | 4  | —   | —                          | 4              |
| Disposals                   | —  | (13)  | —                          | (13)           |
| Fair value movement         | 8  | —   | —                          | 8              |
| <b>At 30 September 2021</b> | <b>240</b>                               | <b>9</b>  | <b>16</b>                  | <b>265</b>     |
| <b>Depreciation</b>         |  |   |                            |                |
| At 30 September 2019        | —  | 25  | 13                         | 38             |
| Disposals                   | —  | (3)   | —                          | (3)            |
| Charge for year             | —  | —   | 3                          | 3              |
| At 30 September 2020        | —  | 22  | 16                         | 38             |
| Disposals                   | —  | (13)  | —                          | (13)           |
| Charge for year             | —  | —   | —                          | —              |
| <b>At 30 September 2021</b> | <b>—</b>                                 | <b>9</b>  | <b>16</b>                  | <b>25</b>      |
| <b>Net book value</b>       |  |   |                            |                |
| <b>At 30 September 2021</b> | <b>240</b>                               | <b>—</b>  | <b>—</b>                   | <b>240</b>     |
| At 30 September 2020        | 228                                      | —   | —                          | 228            |

a Own use freehold property was valued by Kempton Carr Croft at market value as at 30 September 2021. The valuation technique used in measuring the fair value of own use freehold property is fair value using unobservable inputs (level 3). The historic cost of the property is £212,000 (2020: £209,000). In accordance with IAS 16.35 the fair value of the freehold property is presented by eliminating accumulated depreciation and adjusting the gross book value of the asset to equal revalued amount.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The balance sheet shows the following amounts relating to leases:

|                           | 2021<br>£'000 | 2020<br>Restated<br>£'000 |
|---------------------------|---------------|---------------------------|
| <b>Group and Company</b>  |               |                           |
| <b>Right of use asset</b> |               |                           |
| Land                      | 155           | 165                       |
| <b>Lease liabilities</b>  |               |                           |
| Current                   | 6             | 5                         |
| Non-current               | 172           | 179                       |
| <b>At end of year</b>     | <b>178</b>    | <b>184</b>                |

The key assumptions in determining the Right of use asset are the discount rate applied of 5% (2020: 5%) and the assumed increase in rent at 5-yearly rent review dates of 9% (2020: 9%). See note 3. The above lease has right of use contractual maturities of £6,000 (2020: £5,000) less than one year, £40,000 (2020: £37,000) between two and five years and £132,000 (2020: £142,000) due in more than five years.

### 15 INVESTMENTS

|  | Shares in<br>joint<br>venture<br>£'000 | Unlisted<br>investments<br>£'000 | Listed<br>investments<br>£'000 | Total<br>£'000 |
|--|--|----------------------------------|--------------------------------|----------------|
| At 30 September 2019   | 15,604                                 | 8                                | 835                            | 16,447         |
| Net change in investments at fair value through other comprehensive income | –                                      | –                                | (14)                           | (14)           |
| Acquired during the year   | –                                      | –                                | 100                            | 100            |
| Disposed during the year   | –                                      | (4)                              | –                              | (4)            |
| Share of profit of Joint Venture   | 1,362                                  | –                                | –                              | 1,362          |
| Dividend paid by Joint Venture   | (643)                                  | –                                | –                              | (643)          |
| At 30 September 2020   | 16,323                                 | 4                                | 921                            | 17,248         |
| Net change in investments at fair value through other comprehensive income | –                                      | –                                | (21)                           | (21)           |
| Acquired during the year   | –                                      | –                                | 169                            | 169            |
| Share of profit of Joint Venture   | 67                                     | –                                | –                              | 67             |
| Dividend paid by Joint Venture   | (500)                                  | –                                | –                              | (500)          |
| <b>At 30 September 2021</b>  | <b>15,890</b>                          | <b>4</b>                         | <b>1,069</b>                   | <b>16,963</b>  |

#### Listed investments

These include minority stakes in The Renewables Infrastructure Group Limited, A2D Funding plc, Places for People, Bruntwood listed on The London Stock Exchange, ImmuPharma Plc and Galileo Resources plc, listed on AIM, and are designated as investments at fair value through other comprehensive income. Fair value has been assessed using Level 1 observable inputs being quoted share prices.

Aquila Services Group Plc listed on The London Stock Exchange is not considered to be sufficiently liquid and has been assessed using Level 2 with a 40% discount being applied to the quoted share price.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 15 INVESTMENTS (CONTINUED)

#### Joint Venture

The Group owns 47.62% (2020: 47.62%) and J R Wollenberg owns 2.38% (2020: 2.38%) of the total issued ordinary share capital of £1,050,000 of Campmoss Property Company Limited. Campmoss Property Company Limited was incorporated in England and Wales and has its registered office at 56 Station Road, Egham, Surrey, TW20 9LF.

E R Goodwin owns directly 0.05% and is a connected party to 47.57% of the total issued ordinary share capital of £1,050,000 of Campmoss Property Company Limited.

The Campmoss Board comprises J R Wollenberg and E R Goodwin who jointly control Campmoss by virtue of the respective shareholdings and Joint Venture Agreement governing the way in which the Campmoss entities are controlled. The Board has therefore determined that it has joint control of Campmoss.

The Group's share of the results of Campmoss Property Company Limited and its subsidiary undertakings for the year ended 30 September 2021 has been incorporated in the consolidated financial statements. The following figures have been derived from the financial statements of Campmoss Property Company Limited and those of its subsidiary undertakings for the year ended 30 September 2021.

The Joint Ventures consolidated results were:

|  | 2021<br>£'000  | 2020<br>£'000 |
|--|----------------|---------------|
| Revenue  | <b>1,189</b>   | 1,226         |
| Cost of sales                                      | <b>(1,200)</b> | (1,341)       |
| Administrative expenses                            | <b>(185)</b>   | (138)         |
| Other operating income                             | <b>339</b>     | 184           |
| Fair value movement on investment properties       | <b>32</b>      | 3,043         |
| Interest receivable                                | <b>43</b>      | 75            |
| Interest payable                                   | <b>(2)</b>     | (1)           |
| Taxation on ordinary activities                    | <b>(76)</b>    | (188)         |
| Profit after tax                                   | <b>140</b>     | 2,860         |
| Other comprehensive income                         | <b>–</b>       | –             |
| Total comprehensive income                         | <b>140</b>     | 2,860         |
| Group's share of results of Joint Venture (47.62%) | <b>67</b>      | 1,362         |

The consolidated net assets of Campmoss Property Company Limited and its subsidiary undertakings were:

|  | 2021<br>£'000  | 2020<br>£'000 |
|--|----------------|---------------|
| <b>Non-current assets</b>                          |                |               |
| Investment properties                              | <b>11,851</b>  | 18,691        |
| <b>Current assets</b>                              |                |               |
| Inventory and work in progress                     | <b>16,112</b>  | 10,258        |
| Trade and other receivables                        | <b>430</b>     | 276           |
| Term deposits                                      | <b>5,254</b>   | 4,573         |
| Cash and cash equivalents                          | <b>1,445</b>   | 2,423         |
| <b>Total current assets</b>                        | <b>23,241</b>  | 17,530        |
| <b>Total assets</b>                                | <b>35,092</b>  | 36,221        |
| <b>Current liabilities</b>                         |                |               |
| Trade and other payables                           | <b>(750)</b>   | (1,220)       |
| <b>Non-current liabilities</b>                     |                |               |
| Deferred taxation                                  | <b>(975)</b>   | (723)         |
| <b>Total liabilities</b>                           | <b>(1,725)</b> | (1,943)       |
| <b>Net assets</b>                                  | <b>33,367</b>  | 34,278        |
| Group's share of results of Joint Venture (47.62%) | <b>15,890</b>  | 16,323        |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 15 INVESTMENTS (CONTINUED)

Investment properties are included at fair value based on Directors' valuations as at 30 September 2021.

The fair value referred to above of £11,851,000 (2020: £18,691,000) is based on the unobservable inputs of net rental income and yield.

The net rental income ranged between £45,000 (2020: £45,000) and £461,000 (2020: £448,000), and the initial yield ranged between 9.0% and 11.5% (2020: 8.9% and 11.0%).

A decrease in net rental income or estimated future rent will result in a decrease in the fair value, whereas a decrease in the discount rate (yield) will result in an increase in fair value. There are interrelationships between these rates as they are partially determined by market rate conditions. A +1% change in yield would reduce the portfolio value by £985,000 (2020: £1,038,000), while a -1% change in yield would increase the portfolio value by £1,183,000 (2020: £1,262,000). A +/- 10% change in rent would increase/(decrease) the value of the portfolio by £1,184,000 (2020: £1,172,000).

### 16 INVENTORY AND WORK IN PROGRESS

|               | 2021<br>£'000 | 2020<br>£'000 |
|---------------|---------------|---------------|
| Opening costs | 688           | 674           |
| Additions     | 1             | 14            |
|               | <b>689</b>    | 688           |

This comprises development properties held for sale at The Windsor Business Centre.

### 17 TRADE AND OTHER RECEIVABLES

|                                | 2021<br>£'000 | 2020<br>£'000 |
|--------------------------------|---------------|---------------|
| Trade receivables              | 112           | 175           |
| Other receivables              | 9             | 33            |
| Prepayments and accrued income | 19            | 30            |
|                                | <b>140</b>    | 238           |

Trade and other receivables are valued using the expected credit loss model using the simplified approach following the formula: Probability of Default (PD) x Loss given Default (LGD) x Exposure at Default (EAD).

### 18 TRADE AND OTHER PAYABLES

|                                 | 2021<br>£'000 | 2020<br>£'000 |
|---------------------------------|---------------|---------------|
| Rents invoiced in advance       | 143           | 129           |
| Trade creditors                 | 24            | 22            |
| Other taxes and social security | 54            | 56            |
| Other creditors                 | 325           | 247           |
| Accruals                        | 206           | 75            |
|                                 | <b>752</b>    | 529           |

### 19 DEFERRED TAXATION

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| At beginning of year                       | (102)         | (94)          |
| Debit for the year in the income statement | (24)          | (8)           |
| <b>At end of year</b>                      | <b>(126)</b>  | (102)         |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 19 DEFERRED TAXATION (CONTINUED)

Provision has been made for deferred taxation as follows:

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| Difference between accumulated depreciation and amortisation and capital allowances | (76)          | (57)          |
| Other temporary differences   | (50)          | (45)          |
| Deferred tax liability  | (126)         | (102)         |

### 20 SHARE CAPITAL

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| <b>Authorised</b>  |               |               |
| 4,500,000 (2020: 4,500,000) ordinary shares of 20 pence each                                   | 900           | 900           |
| <b>Allotted, called up and fully paid</b>  |               |               |
| At 30 September 2020 1,194,511 (30 September 2019: 1,240,205) ordinary shares of 20 pence each | 239           | 248           |
| Cancelled during the year 78,525 (2020: 45,694) ordinary shares of 20 pence each               | (16)          | (9)           |
| At 30 September 2021 1,115,986 (30 September 2020: 1,194,511) ordinary shares of 20 pence each | 223           | 239           |

The total number of ordinary shares under option is nil (2020: nil).

### Capital management

The Board's objectives when managing capital are to maintain a balance between providing shareholders with an adequate return by means of a progressive dividend policy whilst ensuring the security of the Group supported by a sound capital structure. In order to maintain what the Directors consider is the optimal capital structure, the Group may adjust its dividend policy, issue new shares or return capital to shareholders.

### 21 OTHER RESERVES

|   | Equity<br>investments<br>at FVOCI<br>£'000 | Own use<br>property<br>reserve<br>£'000 | Capital<br>redemption<br>reserve<br>£'000 | Capital<br>reserve<br>£'000 | Merger<br>reserve<br>£'000 | Total<br>£'000 |
|---|--|---|---|-----------------------------|----------------------------|----------------|
| At 1 October 2019                       | 56   | 74                                      | 506                                       | 30                          | 1,869                      | 2,535          |
| Purchase of own shares                  | –  | –                                       | 9   | –                           | –                          | 9              |
| Fair value of other properties          | –  | (55)                                    | –   | –                           | –                          | (55)           |
| Net change in fair value                | (14)                                       | –                                       | –   | –                           | –                          | (14)           |
| At 30 September 2020 and 1 October 2020 | 42   | 19                                      | 515                                       | 30                          | 1,869                      | 2,475          |
| Purchase of own shares                  | –  | –                                       | 16  | –                           | –                          | 16             |
| Fair value of other properties          | –  | 8                                       | –   | –                           | –                          | 8              |
| Net change in fair value                | (21)                                       | –                                       | –   | –                           | –                          | (21)           |
| <b>At 30 September 2021</b>             | <b>21</b>                                  | <b>27</b>                               | <b>531</b>                                | <b>30</b>                   | <b>1,869</b>               | <b>2,478</b>   |

Equity investments at fair value through other comprehensive income reserve relates to the change in fair value of the Group's listed investments portfolio. The capital redemption reserve arises from the transfer from share capital of the nominal value of shares purchased for cancellation. The capital and merger reserves arise from the acquisition of subsidiaries.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 22 INVESTMENT PROPERTY FAIR VALUE RESERVE

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| At beginning of year  | 3,139         | 1,814         |
| Transfer from retained earnings on fair value movement in the year - Cardiff        | 533           | (148)         |
| Disposal of investment property - Cardiff   | (259)         | -             |
| Transfer from retained earnings on fair value movement in the year - Campmoss Group | (1,599)       | 1,473         |
| <b>At end of year</b>   | <b>1,814</b>  | 3,139         |

The investment property fair value reserve represents surpluses and deficits arising on fair value movements of the Group's properties, including our share of Campmoss Group, our 47.62% Joint Venture. This reserve comprises unrealised profits and losses and is not available for distribution until realised through sale.

### 23 COMMITMENTS

#### Expenditure on development and investment properties

There were nil commitments under contract at 30 September 2021 (2020: nil).

### 24 OPERATING LEASES

#### Operating leases granted

The Group owns commercial property which it leases out for rental income under operating leases. Rental income earned during the year was £596,000 (2020: £650,000) and direct operating expenses arising on the properties during the year were £26,000 (2020: £23,000). The properties are expected to generate rental yield between 6.5% and 9.0% depending on the type of property. Most lease contracts include market rate review clauses in the event that the lessee exercises their option to renew. The lessee does not have an option to purchase the property at the end of the lease. The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

|                      | 2021<br>£'000 | 2020<br>£'000 |
|----------------------|---------------|---------------|
| Within one year      | 648           | 511           |
| Years two to five    | 1,038         | 963           |
| More than five years | 97            | 244           |
| <b>Total</b>         | <b>1,783</b>  | 1,718         |

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 25 RELATED PARTY TRANSACTIONS

During the year the Company entered into the following transactions with related parties:

| Party                             | Nature of transaction                                  | Balance owed by/(to)<br>related party<br>at 30 September |       |       |       |
|-----------------------------------|--|--|-------|-------|-------|
|                                   |  | Value  |       | 2021  | 2020  |
|                                   |  | £'000  | £'000 | £'000 | £'000 |
| Campmoss Property Company Limited | Management fees received by the Company                | 532  | 531   | 10    | 99    |
|                                   | Consultancy fees received by J R Wollenberg (Director) | 60   | 60    | 15    | 60    |
| D M Joseph                        | Director's salary paid                                 | 3  | 3     | —     | —     |

Campmoss Property Company Limited is a Company in which J Richard Wollenberg is a Director and both he and the Company are shareholders.

Derek Joseph is a Non-Executive Director of First Choice Estates plc, a wholly owned subsidiary of the Company.

Details relating to the shareholdings and remuneration of key management personnel are set out in the Directors' Report on page 11 and note 9 on page 36.

### 26 FINANCIAL INSTRUMENTS

The Group has exposure to credit risk, liquidity risk and market risk. This note presents information about the Group's exposure to these risks, along with the Group's objectives, processes and policies for managing the risks.

#### Credit risk

Credit risk is the risk of financial loss for the Group if a client or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from clients, amounts due from the Joint Venture and monies on deposit with financial institutions.

The Group has a credit policy in place and credit risk is monitored by the Board on an ongoing basis. Credit evaluations are carried out on all new tenants before credit is granted above certain thresholds. There is a spread of risks among a number of tenants with no significant concentration of risk with any one tenant. The Group establishes an allowance for impairment in respect of trade receivables where there is any doubt over recoverability.

The Group has significant monies on deposit at the year end, largely in short term treasury deposits. The Group's policy is to maximise interest income on these cash deposits whilst credit risk is mitigated through placing cash with leading highly rated financial institutions.

The carrying amount of financial assets represents the maximum exposure to credit risk as follows:

|                             | 2021  | 2020  |
|-----------------------------|-------|-------|
|                             | £'000 | £'000 |
| Cash and cash equivalents   | 3,594 | 3,773 |
| Term deposits               | 1,907 | 1,748 |
| Trade and other receivables | 121   | 208   |
| Listed investments          | 1,069 | 921   |
|                             | 6,691 | 6,650 |

At 30 September 2021, the Group had £5,501,000 (2020: £5,521,000) deposited with banks and financial institutions of which: £3,594,000 (2020: £3,773,000) is available for withdrawal in less than 30 days; £1,907,000 (2020: £1,747,000) is available for withdrawal in 90-180 days and £1,000 (2020: £1,000) is available for withdrawal in over 180 days. As shown in the table above, the amounts available for withdrawal in over 90 days are classed as financial assets.

## NOTES TO THE FINANCIAL STATEMENTS CONTINUED

### 26 FINANCIAL INSTRUMENTS (CONTINUED)

All financial assets are sterling denominated.

The ageing of trade receivables and other receivables along with the associated provision at the year-end was:

|                     | 2021          |                   | 2020          |                   |
|---------------------|---------------|-------------------|---------------|-------------------|
|                     | Gross<br>£000 | Provision<br>£000 | Gross<br>£000 | Provision<br>£000 |
| Not past due        | 110           | —                 | 227           | (21)              |
| Past due 31-90 days | 30            | (30)              | 27            | (25)              |
| Past due 120 days   | 2             | —                 | —             | —                 |
|                     | <b>142</b>    | <b>(30)</b>       | <b>254</b>    | <b>(46)</b>       |

The movement in the provision during the year was as follows:

|                       |           |           |
|-----------------------|-----------|-----------|
| At beginning of year  | 46        | 5         |
| Amounts written back  | (29)      | (5)       |
| Provided in year      | 13        | 46        |
| <b>At end of year</b> | <b>30</b> | <b>46</b> |

### 26 FINANCIAL INSTRUMENTS (CONTINUED)

#### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, by preparing and regularly reviewing cash flow forecasts, that as far as possible, there will always be adequate liquidity to meet its liabilities as they fall due, without incurring unacceptable losses or risking damage to the Group's reputation.

In respect of cash deposits, the carrying value approximates to fair value because of the short maturity of the deposits. Interest rates are floating and based on LIBOR. There is also no difference between the fair value of other financial assets and financial liabilities and their carrying value in the balance sheet.

The Group's financial liabilities comprise trade creditors and other creditors amounting to £546,000 (2020: £454,000) and are all repayable within one year and are non-interest bearing.

#### Banking facilities

The Company does not have loan or overdraft facilities. Sufficient cash resources are available to the Group to complete the current maintenance and development programme. The Board will keep this position under review.

#### Market risk

Market risk is the risk that changes in market prices such as currency rates, interest rates and stock market prices will affect the Group's results. This applies to the Group's listed investment portfolio which are a mix of AIM listed securities and retail bonds. The Group's objective is to manage and control market risk within suitable parameters.

#### Currency risk

All of the Group's transactions are denominated in sterling. Accordingly, the Group has no direct exposure to exchange rate fluctuations. Furthermore, the Group does not trade in derivatives.

#### Interest rate risk

The Group does not undertake any hedging activity in this area. The main element of interest rate risk involves sterling deposits which are placed on a fixed rate deposit.

# COMPANY BALANCE SHEET

AT 30 SEPTEMBER 2021

|  | Notes | 2021<br>£'000  | 2021<br>£'000 | 2020<br>Restated<br>£'000 | 2020<br>Restated<br>£'000 |
|--|-------|----------------|---------------|---------------------------|---------------------------|
| <b>Fixed assets</b>                          |       |                |               |                           |                           |
| Tangible assets:                             |       |                |               |                           |                           |
| Investment properties                        | 13    |                | <b>5,920</b>  |                           | 5,813                     |
| Right of use asset                           | 14    |                | <b>155</b>    |                           | 165                       |
| Property, plant and equipment                | 14    |                | <b>240</b>    |                           | 228                       |
|  |       |                | <b>6,315</b>  |                           | 6,206                     |
| Investments                                  | 29    |                | <b>4,353</b>  |                           | 4,205                     |
|  |       |                | <b>10,668</b> |                           | 10,411                    |
| <b>Current assets</b>                        |       |                |               |                           |                           |
| Debtors                                      | 30    | <b>92</b>      |               | 172                       |                           |
| Term deposits                                |       | <b>1,907</b>   |               | 1,748                     |                           |
| Cash at bank and in hand                     |       | <b>1,410</b>   |               | 1,820                     |                           |
|  |       | <b>3,409</b>   |               | 3,740                     |                           |
| Current liabilities                          |       |                |               |                           |                           |
| Trade and other payables                     | 31    | <b>(2,331)</b> |               | (2,227)                   |                           |
| Corporation tax                              |       | <b>(130)</b>   |               | –                         |                           |
| <b>Net current assets</b>                    |       |                | <b>948</b>    |                           | 1,513                     |
| <b>Total assets less current liabilities</b> |       |                | <b>11,616</b> |                           | 11,924                    |
| Lease liability                              | 14    |                | <b>(178)</b>  |                           | (184)                     |
| <b>Deferred tax liability</b>                | 32    |                | <b>(126)</b>  |                           | (102)                     |
| <b>Net assets</b>                            |       |                | <b>11,312</b> |                           | 11,638                    |
| <b>Capital and reserves</b>                  |       |                |               |                           |                           |
| Called up share capital                      | 20    |                | <b>223</b>    |                           | 239                       |
| Share premium account                        |       |                | <b>5,076</b>  |                           | 5,076                     |
| Investment property fair value reserve       | 33    |                | <b>2,165</b>  |                           | 1,898                     |
| Other reserves                               | 34    |                | <b>2,429</b>  |                           | 2,426                     |
| Retained earnings                            |       |                | <b>1,419</b>  |                           | 1,999                     |
| <b>Shareholders' funds – equity</b>          |       |                | <b>11,312</b> |                           | 11,638                    |

Profit for the financial year of the Company was £1,390,000 (2020 restated: £836,000). In accordance with the provisions of Section 408 of the Companies Act 2006 the Company has not published a separate profit and loss account.

These financial statements were approved by the Board of Directors on 29 November 2021 and were authorised for issue on its behalf by:

**J Richard Wollenberg**

Director

Company number: 00022705

# COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2021

|   | Called up<br>share<br>capital<br>£'000 | Share<br>premium<br>account<br>£'000 | Investment<br>property<br>fair value<br>reserve<br>£'000 | Other<br>reserves<br>(note 34)<br>£'000 | Retained<br>earnings<br>£'000 | Total<br>equity<br>£'000 |
|---|--|--------------------------------------|--|---|-------------------------------|--------------------------|
| <b>At 1 October 2019</b>                          | 248                                    | 5,076                                | 2,046  | 2,486                                   | 2,001                         | 11,857                   |
| Profit for the year restated                      | –                                      | –                                    | –  | –                                       | 836                           | 836                      |
| Other comprehensive income –                      |  |                                      |  |   |                               |                          |
| Revaluation of investments                        | –                                      | –                                    | –  | (14)                                    | –                             | (14)                     |
| Fair value of other property                      | –                                      | –                                    | –  | (55)                                    | –                             | (55)                     |
| <i>Transactions with equity holders</i>           |  |                                      |  |   |                               |                          |
| Dividends   | –                                      | –                                    | –  | –                                       | (213)                         | (213)                    |
| Purchase of own shares                            | (9)                                    | –                                    | –  | 9                                       | (773)                         | (773)                    |
| Total transactions with equity holders            | (9)                                    | –                                    | –  | 9                                       | (986)                         | (986)                    |
| Fair value movement of investment properties      | –                                      | –                                    | (148)  | –                                       | 148                           | –                        |
| <b>At 30 September 2020</b>                       | <b>239</b>                             | <b>5,076</b>                         | <b>1,898</b>   | <b>2,426</b>                            | <b>1,999</b>                  | <b>11,638</b>            |
| <b>At 1 October 2020<br/>as previously stated</b> | <b>239</b>                             | <b>5,076</b>                         | <b>1,898</b>   | <b>2,426</b>                            | <b>2,018</b>                  | <b>11,657</b>            |
| Prior year adjustment (note 3)                    | –                                      | –                                    | –  | –                                       | (19)                          | (19)                     |
| <b>1 October 2020 restated</b>                    | <b>239</b>                             | <b>5,076</b>                         | <b>1,898</b>   | <b>2,426</b>                            | <b>1,999</b>                  | <b>11,638</b>            |
| Profit for the year                               | –                                      | –                                    | –  | –                                       | 1,390                         | 1,390                    |
| Other comprehensive income –                      |  |                                      |  |   |                               |                          |
| Revaluation of investments                        | –                                      | –                                    | –  | (21)                                    | –                             | (21)                     |
| Fair value of other property                      | –                                      | –                                    | –  | 8                                       | –                             | 8                        |
| <i>Transactions with equity holders</i>           |  |                                      |  |   |                               |                          |
| Dividends   | –                                      | –                                    | –  | –                                       | (211)                         | (211)                    |
| Purchase of own shares                            | (16)                                   | –                                    | –  | 16                                      | (1,492)                       | (1,492)                  |
| Total transactions with equity holders            | (16)                                   | –                                    | –  | 16                                      | (1,703)                       | (1,703)                  |
| Fair value movement of investment properties      | –                                      | –                                    | 526  | –                                       | (526)                         | –                        |
| Disposal of property                              | –                                      | –                                    | (259)  | –                                       | 259                           | –                        |
| <b>At 30 September 2021</b>                       | <b>223</b>                             | <b>5,076</b>                         | <b>2,165</b>   | <b>2,429</b>                            | <b>1,417</b>                  | <b>11,312</b>            |

# NOTES TO THE FINANCIAL STATEMENTS

## 27 ACCOUNTING POLICIES

The Cardiff Property plc (the "Company") is a Company incorporated and domiciled in the UK

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the International accounting standards in conformity with the requirements of the Companies Act 2006 ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of The Cardiff Property plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

### Use of estimates and judgements

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 3 where applicable to the Group and Company. Additionally, the assessment of investments in shares in Group Undertakings and share in Joint Venture are judgement made by the Directors of the Company.

### Measurement convention

The financial statements have been prepared under the historical cost accounting rules and in accordance with applicable accounting standards and with the Companies Act 2006. The financial statements are prepared on the historical cost basis except that investment properties and certain financial instruments are stated at their fair value.

### Going concern

The Company remains profitable and cash generative and has a strong balance sheet. Accordingly, the Directors consider it appropriate to continue to prepare the financial statements on a going concern basis. The impact of COVID-19 has not changed the Directors view of going concern as the Company has significant cash balances and a modest cost base.

### Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are stated at fair value.

In applying the fair value model in IAS 40 Investment Property:

- i. investment properties are held at fair value. Any gains or losses arising from changes in the fair value are recognised in profit or loss in the period that they arise; and
- ii. no depreciation is provided in respect of investment properties applying the fair value model.

Any gain or loss arising from a change in fair value is recognised in profit or loss. Rental income from investment property is accounted for as described in the revenue accounting policy in note 2.

Independent professional valuations for the Company's investment properties are obtained by the Directors annually. The most recent such valuations were obtained as at 30 September 2021.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 27 ACCOUNTING POLICIES (CONTINUED)

#### Property, plant and equipment

Property, plant and equipment - other, comprises property, motor vehicles and fixtures, fittings and equipment.

Property is stated at valuation. An independent professional valuation for the Company's freehold property is obtained by the Directors annually. The most recent valuation was at 30 September 2021. Surpluses or deficits arising are recognised in other comprehensive income.

Motor vehicles, plant and equipment are stated at cost less accumulated depreciation.

Provision is made for depreciation so as to write off their cost on a straight-line basis over their expected useful life as follows:

- Freehold property 50 years
- motor vehicles 4 years
- fixtures, fittings and equipment 4 years

In accordance with IAS 16.35 the fair value of the freehold property is presented by eliminating accumulated depreciation and adjusting the gross book value of the asset to equal revalued amount.

#### INVESTMENTS

Listed investments are stated at fair value. See note 15 to the consolidated financial statements.

Investments in Subsidiary Undertakings and Joint Ventures are stated at cost less any impairment.

#### CASH AT BANK AND IN HAND

Cash comprises cash in hand and deposits repayable in line with notice periods determined by the Company.

#### DIVIDENDS

Dividends unpaid at the balance sheet date are only recognised as a liability to the extent that they are appropriately declared and authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the Directors' Report.

#### 28 ADMINISTRATIVE EXPENSES

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| Auditor's remuneration:  |               |               |
| Fees payable to the Company's auditor for the audit of the annual accounts | 35            | 25            |
| Depreciation of plant and equipment  | —             | 3             |

Details of employee numbers and costs in respect of the Company, which are the same as the Group are given in note 8.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 29 INVESTMENTS

|                            | Shares in<br>Group<br>undertakings<br>£'000 | Shares in<br>Joint<br>Venture<br>undertaking<br>£'000 | Listed<br>investments<br>£'000 | Total<br>£'000 |
|----------------------------|---|---|--------------------------------|----------------|
| At beginning of year       | 2,739                                       | 545   | 921                            | 4,205          |
| Acquisitions               | —   | —   | 169                            | 169            |
| Revaluation of investments | —   | —   | (21)                           | (21)           |
| <b>At end of year</b>      | <b>2,739</b>                                | <b>545</b>  | <b>1,069</b>                   | <b>4,353</b>   |

#### Group undertakings

The Company's investments in Group undertakings, all of which are incorporated in England and Wales, are as follows:

|  | Issued share<br>capital held | Type of shares held         | Activity             |
|--|------------------------------|-----------------------------|----------------------|
| First Choice Estates plc               | 100%                         | Ordinary shares of £1 each  | Property development |
| Thames Valley Retirement Homes Limited | 100%                         | Ordinary shares of £1 each  | Property development |
| Village Residential plc                | 100%                         | Ordinary shares of 10p each | Dormant              |
| Land Bureau Limited                    | 100%                         | Ordinary shares of £1 each  | Dormant              |
| Campmoss Property Company Limited      | 47.62%                       | Ordinary shares of £1 each  | Property investment  |
| Campmoss Property Developments Limited | 47.62%                       | Ordinary shares of £1 each  | Property development |

All of the above undertakings have been included within the consolidated financial statements. All of the above undertakings registered office is 56 Station Road, Egham, Surrey, TW20 9LF. The dormant companies accounts are unaudited.

Further information on listed investments and our Joint Venture, Campmoss Property Company Limited, is included in note 15.

### 30 DEBTORS

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| Trade debtors                             | 58            | 37            |
| Amounts owed by Joint Venture undertaking | 10            | 99            |
| Other debtors                             | 8             | 10            |
| Prepayments and accrued income            | 16            | 26            |
|   | <b>92</b>     | <b>172</b>    |

Trade and other receivables are valued using the expected credit loss model using the simplified approach following the formula: Probability of Default (PD) x Loss given Default (LGD) x Exposure at Default (EAD).

### 31 CREDITORS

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| Rents received in advance               | 104           | 102           |
| Trade creditors                         | 10            | 22            |
| Amounts owed to subsidiary undertakings | 1,799         | 1,837         |
| Other taxes and social security         | 41            | 47            |
| Other creditors                         | 181           | 154           |
| Accruals and deferred income            | 196           | 65            |
|   | <b>2,331</b>  | <b>2,227</b>  |

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 32 DEFERRED TAX LIABILITY

|  | 2021<br>£'000 | 2020<br>£'000 |
|--|---------------|---------------|
| <b>Deferred taxation</b>                           |               |               |
| At beginning of year                               | (102)         | (94)          |
| Charge for the year in the profit and loss account | (24)          | (8)           |
| <b>At end of year</b>                              | <b>(126)</b>  | <b>(102)</b>  |

Provision has been made for deferred taxation as follows:

|   | 2021<br>£'000 | 2020<br>£'000 |
|---|---------------|---------------|
| Difference between accumulated depreciation and amortisation and capital allowances | (76)          | (57)          |
| Other temporary differences   | (50)          | (45)          |
| Deferred tax liability  | <b>(126)</b>  | <b>(102)</b>  |

### 33 INVESTMENT PROPERTY FAIR VALUE RESERVE

|                             | 2021<br>£'000 | 2020<br>£'000 |
|-----------------------------|---------------|---------------|
| At beginning of year        | 1,898         | 2,046         |
| Fair value movement in year | 526           | (148)         |
| Disposal of property        | (259)         | –             |
| <b>At end of year</b>       | <b>2,165</b>  | 1,898         |

### 34 OTHER RESERVES

|  | Capital                        |                                |                            | Total<br>£'000 |
|--|--------------------------------|--------------------------------|----------------------------|----------------|
|  | Fair value<br>reserve<br>£'000 | redemption<br>reserve<br>£'000 | Merger<br>reserve<br>£'000 |                |
| At 1 October 2019                                | 111                            | 506                            | 1,869                      | 2,486          |
| Fair value movement on property held for own use | (55)                           | –                              | –                          | (55)           |
| Revaluation of investments                       | (14)                           | –                              | –                          | (14)           |
| Purchase of own shares                           | –                              | 9                              | –                          | 9              |
| At 30 September 2020 and 1 October 2020          | 42                             | 515                            | 1,869                      | 2,426          |
| Fair value movement on property held for own use | 8                              | –                              | –                          | 8              |
| Revaluation of investments                       | (21)                           | –                              | –                          | (21)           |
| Purchase of own shares                           | –                              | 16                             | –                          | 16             |
| <b>At 30 September 2021</b>                      | <b>29</b>                      | <b>531</b>                     | <b>1,869</b>               | <b>2,429</b>   |

The capital redemption reserve arises from the transfer from share capital of the nominal value of shares purchased for cancellation from the purchase of own shares and the merger reserves arise from the acquisition of subsidiaries.

# NOTICE OF ANNUAL GENERAL MEETING

## IMPORTANT NOTICE RE COVID-19

The Board has been closely monitoring public health guidance and legislation issued by the England and Wales Government relating to the COVID-19 pandemic. The safety of our employees, Shareholders and other stakeholders are of paramount importance to us, and we will be taking measures to reduce the risks associated with COVID-19. We strongly encourage and request Shareholders to appoint the chairman of the Annual General Meeting as their proxy rather than attend in person due to the COVID-19 associated risks. If your preference is to attend the Annual General Meeting in person, please note that, while we currently anticipate this will be possible, we are committed to following Government guidance in place as at the date of the Annual General Meeting and will also be asking all attendees to adhere to the safety measures of the venue. If you plan to attend in person we would appreciate prior confirmation, by email to [webmaster@cardiff-property.com](mailto:webmaster@cardiff-property.com), by 12 noon on 11 January 2022, to allow us to plan appropriately as numbers may be restricted. Whilst it remains difficult to predict if Government restrictions or guidance may change, we will ensure any changes to the Annual General Meeting arrangements are published on our website and/or via Regulatory Information Service. Please also check the latest Government guidance before you consider travelling to the venue.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of The Cardiff Property Public Limited Company will be held at 56 Station Road, Egham, Surrey TW20 9LF on Monday 17 January 2022 at 12 noon, for the following purposes:

### Ordinary business

1. To receive the reports of the Directors and auditor and the financial statements for the year ended 30 September 2021.
2. To approve the remuneration report for the year ended 30 September 2021 including the remuneration policy.
3. To declare a final dividend to be paid on 1 February 2022.
4. To re-elect as a Director, Nigel Jamieson who retires by rotation.
5. To re-appoint PKF Littlejohn LLP as auditor of the Company and to authorise the Directors to determine its remuneration.

### Special business

To consider and, if thought fit, to pass resolution 6 as an ordinary resolution and resolutions 7 and 8 as special resolutions.

6. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot, grant options over or otherwise deal with or dispose of the unissued share capital of the Company provided that the authority hereby given:
  - (a) shall be limited to unissued shares in the share capital of the Company having an aggregate nominal value of £74,399; and
  - (b) shall expire at the end of the next Annual General Meeting of the Company unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot, grant options over or otherwise deal with or dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

### Special resolutions

7. Subject to the passing of the preceding ordinary resolution the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred in that behalf by the preceding ordinary resolution, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited:
  - (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements; and
  - (b) to the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal amount of £11,159 representing 5% of the present issued share capital of the Company;

and shall expire on the date of the next Annual General Meeting of the Company or 15 months from the passing of this resolution, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

8. Pursuant to article 12(2) of the Company's articles of association that the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of 20 pence each in the capital of the Company, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 167,286 representing 14.99% of the present issued share capital of the Company;
- (b) the minimum price which may be paid for such shares is 20 pence per share which amount shall be exclusive of expenses;
- (c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 105% of the average of the middle market quotations for an ordinary share of the Company taken from the Daily Official List of The London Stock Exchange on the ten business days immediately preceding the day on which the share is contracted to be purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or fifteen months from the passing of this resolution, whichever is the earlier; and

the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuance of any such contract.

Registered office:  
56 Station Road  
Egham  
Surrey  
TW20 9LF

By order of the Board

**K Chandler FCA**  
Secretary

29 November 2021

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

**The Board has been closely monitoring public health guidance and legislation issued by the England and Wales Government relating to the COVID-19 pandemic. The safety of our employees, Shareholders and other stakeholders are of paramount importance to us, and we will be taking measures to reduce the risks associated with COVID-19. We strongly encourage and request Shareholders to appoint the chairman of the Annual General Meeting as their proxy rather than attend in person due to the COVID-19 associated risks.**

### Notes

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the company.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. A form of proxy accompanies this notice. Forms of proxy, to be valid, must be delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD in accordance with the instructions printed thereon, not less than 48 hours before the time appointed for the holding of the meeting. As an alternative to returning a hard copy Form of Proxy, you may submit your proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by using the Personal Proxy Registration Code as shown on the Form of Proxy. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of at least 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) applies. If you need help with voting online, please contact our Registrars, Neville Registrars Limited +(0) 121 585 1131 or via email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is 7RA11) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(A) of the Uncertificated Securities Regulations 2001.
5. If you are not a member of the company but you have been nominated under section 146 of the Companies Act 2006 (the 'Act') by a member of the company to enjoy information rights, you do not have the rights of members in relation to the appointment of proxies set out in notes 1, 2 and 3. The rights described in those notes can only be exercised by members of the company.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Withheld" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. Information regarding the meeting, including the information required by section 311A of the Act, is available from [www.cardiff-property.com](http://www.cardiff-property.com).
8. As provided by Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the company 48 hours before the time set for the meeting shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to vote at the meeting.
9. As at 18:00 hours on 29 November 2021, the company's issued share capital comprised 1,115,986 ordinary shares of 20 pence each. Each ordinary share carries the right to one vote at a general meeting of the company and, therefore, the total number of voting rights in the company at 18:00 hours on 29 November 2021 is 1,115,986.
10. Under section 319A of the Act, the company must answer any question you ask relating to the business being dealt with at the meeting unless (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

## NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

11. If you are a person who has been nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person'), you may have a right under an agreement between you and the member of the company who has nominated you to have information rights (a 'Relevant Member') to be appointed or to have someone else appointed as a proxy for the meeting. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the company) regarding any changes or queries relating to your personal details and your interest in the company (including any administrative matters). The only exception to this is where the company expressly requests a response from you.
12. Members satisfying the thresholds in section 338 of the Act may require the company to give, to members of the company entitled to receive notice of the Annual General Meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the Annual General Meeting. A resolution may properly be moved at the Annual General Meeting unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. The business which may be dealt with at the Annual General Meeting includes a resolution circulated pursuant to this right. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the company not later than 6 weeks before the date of the Annual General Meeting.
13. Members satisfying the thresholds in section 338A of the Act may request the company to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may properly be included in the business at the Annual General Meeting. A matter may properly be included in the business at the Annual General Meeting unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the company not later than 6 weeks before the date of the Annual General Meeting.
14. Members satisfying the thresholds in section 527 of the Act can require the company to publish a statement on its website setting out any matter relating to (i) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the company ceasing to hold office since the last Annual General Meeting, which the members propose to raise at the meeting. The company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the company has been required to publish on its website pursuant to this right.
15. Copies of the Directors' service contracts will be available for inspection at the registered office of the company during usual business hours from the date of this notice until the date of the Annual General Meeting, and also during and at least fifteen minutes before the beginning of the Annual General Meeting.
16. The company may hold in treasury any of its own shares purchased under the authority conferred by resolution 8 above. This would give the company the ability to reissue treasury shares and provides greater flexibility in the management of its capital base. Any shares purchased by the company not held in treasury will be cancelled and the number of shares in issue reduced accordingly.

## FINANCIAL CALENDAR

---

**30 November 2021**

Results announced for the year ended 30 September 2021

---

**17 January 2022**

Annual General Meeting/General Meeting

---

**18 January 2022**

Ex-dividend date for the final dividend

---

**19 January 2022**

Record date for final dividend

---

**1 February 2022**

Final dividend to be paid

---

**May 2022**

Interim results for 2022 to be announced

---

**July 2022**

Interim dividend for 2022 to be paid

---

**30 September 2022**

Year end

---



**The Cardiff Property plc**  
56 Station Road, Egham  
Surrey TW20 9LF  
Tel: 01784 437444  
Fax: 01784 439157  
[www.cardiff-property.com](http://www.cardiff-property.com)

---