

VERTUS NFL LIMITED

Registered number: 9463336

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019



VERTUS NFL LIMITED

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VERTUS NFL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

PRINCIPAL ACTIVITY

The company holds a long lease over the residential development site at Newfoundland, Canary Wharf, London. The property is being developed for the rental sector and is scheduled to complete in December 2020.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £4,175,284 (2018 - loss £6,671,635).

No dividends have been paid or proposed in the year (2018 - £NIL).

DIRECTORS

The directors who served during the year were:

A P Anderson II , resigned 31 December 2019)
Sir George Iacobescu CBE
R J J Lyons
S Z Khan (appointed 31 December 2019)

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2019 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board on 23 October 2020 and signed on its behalf.



C E Hillsdon
Secretary

VERTUS NFL LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

VERTUS NFL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VERTUS NFL LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion the financial statements of Vertus NFL Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 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, 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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the 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.

VERTUS NFL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VERTUS NFL LIMITED

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the 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 financial statements, the directors are responsible for assessing the 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 company or to cease operations, or have no realistic alternative but to do so.

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.

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. This description forms part of our auditor's report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Opinions on other matters prescribed by the Companies Act 2006

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

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

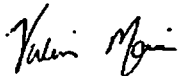
We have nothing to report in respect of these matters.

VERTUS NFL LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VERTUS NFL LIMITED

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.



Valerie Main (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
23 October 2020

VERTUS NFL LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £	2018 £
Administrative expenses		-	(2,998)
Movement in fair value of investment properties	9	(4,197,254)	(12,699,683)
OPERATING LOSS		<u>(4,197,254)</u>	<u>(12,702,681)</u>
Interest receivable and similar income	6	21,970	39,630
Interest payable and similar charges	7	-	(1,591)
LOSS BEFORE TAX		<u>(4,175,284)</u>	<u>(12,664,642)</u>
Tax on loss	8	-	5,993,007
LOSS FOR THE FINANCIAL YEAR		<u>(4,175,284)</u>	<u>(6,671,635)</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR			
Movement in fair value of derivative financial instrument	13	(1,268,617)	689,735
Deferred tax on fair value movement		-	19,084
OTHER COMPREHENSIVE INCOME FOR THE YEAR		<u>(1,268,617)</u>	<u>708,819</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>(5,443,901)</u>	<u>(5,962,816)</u>

The notes on pages 9 to 19 form part of these financial statements.

VERTUS NFL LIMITED
REGISTERED NUMBER: 9463336

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
FIXED ASSETS			
Investment property	9	416,417,642	312,704,814
		<u>416,417,642</u>	<u>312,704,814</u>
CURRENT ASSETS			
Debtors: amounts falling due after more than one year	10	105,186	907,179
Debtors: amounts falling due within one year	10	1,077,806	13,963
Cash at bank and in hand		6,978,917	6,082,768
		<u>8,161,909</u>	<u>7,003,910</u>
Creditors: amounts falling due within one year	11	(236,456,715)	(230,949,859)
NET CURRENT LIABILITIES		<u>(228,294,806)</u>	<u>(223,945,949)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		188,122,836	88,758,865
Creditors: amounts falling due after more than one year	12	(237,766,051)	(132,958,179)
NET LIABILITIES		<u>(49,643,215)</u>	<u>(44,199,314)</u>
CAPITAL AND RESERVES			
Called up share capital	14	1	1
Hedge reserve		(466,624)	801,993
Retained earnings		(49,176,592)	(45,001,308)
		<u>(49,643,215)</u>	<u>(44,199,314)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 October 2020.



R J J Lyons
Director

The notes on pages 9 to 19 form part of these financial statements.

VERTUS NFL LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital	Hedge reserve	Retained earnings	Total equity
	£	£	£	£
At 1 January 2019	1	801,993	(45,001,308)	(44,199,314)
COMPREHENSIVE INCOME FOR THE YEAR				
Loss for the year	-	-	(4,175,284)	(4,175,284)
Deferred tax on fair value movement	-	(1,268,617)	-	(1,268,617)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>-</u>	<u>(1,268,617)</u>	<u>(4,175,284)</u>	<u>(5,443,901)</u>
AT 31 DECEMBER 2019	<u>1</u>	<u>(466,624)</u>	<u>(49,176,592)</u>	<u>(49,643,215)</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Hedge reserve	Retained earnings	Total equity
	£	£	£	£
At 1 January 2018	1	93,174	(38,329,673)	(38,236,498)
COMPREHENSIVE INCOME FOR THE YEAR				
Loss for the year	-	-	(6,671,635)	(6,671,635)
Deferred tax on fair value movement	-	689,735	-	689,735
Deferred tax on fair value movement	-	19,084	-	19,084
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>-</u>	<u>708,819</u>	<u>(6,671,635)</u>	<u>(5,962,816)</u>
AT 31 DECEMBER 2018	<u>1</u>	<u>801,993</u>	<u>(45,001,308)</u>	<u>(44,199,314)</u>

The notes on pages 9 to 19 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

1. GENERAL INFORMATION

Vertus NFL Limited is a private company limited by shares incorporated in the UK under the Companies Act 2006 and registered in England and Wales at One Canada Square, Canary Wharf, London, E14 5AB.

The nature of the company's operations and its principal activities are set out in the Directors' Report.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 102 "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland").

Replacement of LIBOR as an interest rate benchmark

It is anticipated that LIBOR will be replaced or discontinued after the end of 2021, as part of global financial regulators' project to reform interest rate benchmarks. The Company will therefore renegotiate and/or otherwise amend to accommodate such change in benchmarks, where related instruments mature after 2021.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see Note 3).

The principal accounting policies have been applied consistently throughout the year and the preceding year and are summarised below:

2.2 Going concern

At the year end, the company is in a net liability position. Included in this are group creditors of £236,435,602, which to the extent that the company cannot pay, will not be called in for at least a period of 12 months from the signing date of the financial statements.

In addition, as a member of the Canary Wharf Group, the company has access to considerable resources.

Having made the requisite enquiries and assessed the resources at the disposal of the company, the directors have a reasonable expectation that the company will have adequate resources to continue its operation for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

The impact of the Covid-19 virus is described in Note 16.

2.3 Cash flow statement

The company has taken the exemption from preparing the cash flow statement under Section 1.12(b) as it is a member of a group where the parent of the group prepares publicly available consolidated accounts which are intended to give a true and fair view.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Investment properties

Investment properties, including land and buildings held for development and investment properties under construction, are measured initially at cost including related transaction costs. The finance costs associated with direct expenditure on properties under construction or undergoing refurbishment are capitalised.

Where a property interest is acquired under a lease the investment property and the associated lease liability are initially recognised at the lower of the fair value and the present value of the minimum lease payments including any initial premium. Lease payments are apportioned between the finance charge and a reduction in the outstanding obligation for future amounts payable. The total finance charge is allocated to accounting periods over the lease term so as to produce a constant periodic charge to the remaining balance of the obligation for each accounting period.

Investment properties are subsequently revalued, at each reporting date, to an amount comprising the fair value of the property interest plus the carrying value of the associated lease liability less any separately identified lease incentive assets. The gain or loss on remeasurement is recognised in the income statement.

2.5 Financial instruments

The directors have taken advantage of the exemption in paragraph 1.12c of FRS 102 allowing the company not to disclose the summary of financial instruments by the categories specified in paragraph 11.41.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

Trade and other payables

Trade and other creditors are stated at cost.

Borrowings

Standard loans payable are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, loans payable are stated at amortised cost with any difference between the amount initially recognised and the redemption value being recognised in the Income Statement over the period of the loan, using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

Where loans are subject to contractual terms and arrangements that are non-standard they are carried at fair value. The fair value is assessed as the present value of most likely cash flows, subject to the limitations of the underlying terms. Any movements are recognised in the income statement.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

2. ACCOUNTING POLICIES (CONTINUED)

2.6 Derivative instruments

The company uses interest rate derivatives to help manage its risks of changes in interest rates. The company does not hold or issue derivatives for trading purposes.

In order for a derivative to qualify for hedge accounting, the company is required to document the relationship between the item being hedged and the hedging instrument. The company is also required to demonstrate an assessment of the relationship between the hedged item and the hedging instrument for its economic relationship, effects of credit risk and hedge ratio. This shows that the hedge will be effective on an on-going basis. The effectiveness testing is re-performed at each balance sheet date to ensure that the hedge remains effective.

The changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised directly in other comprehensive income. The changes in the fair value of derivative financial instruments that are designated and effective as fair value hedges are recognised against the item being hedged. The changes in the fair value of any ineffective portions of hedges or undesignated financial instruments are recognised in the profit and loss account.

Hedge accounting is discontinued when the company revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained until the forecast transaction occurs. If the hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the period.

2.7 Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

VERTUS NFL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The preparation of financial statements also requires use of judgements, apart from those involving estimation, that management makes in the process of applying the entity's accounting policies.

Valuation of investment properties

The company uses valuations performed by independent valuers as the fair value of its properties. The valuations are based upon assumptions including future rental income, anticipated void costs and the appropriate discount rate or yield. The valuers also make reference to market evidence of transaction prices for similar properties.

Derivative financial instruments

The fair values of derivative financial instruments are provided by counter party financial institutions. Consistent with International Accounting Standards, the value provided is then reduced for the company's own credit risk, in the case of credit balances, and for the counterparty's credit risk, in the case of debit balances. These adjustments are calculated by using a calculation tool provided by Bloomberg.

For the year ended 31 December 2019, the financial statements of the company did not contain any significant items that required the application of judgements, apart from those involving estimation.

4. AUDITOR'S REMUNERATION

The auditor's remuneration of £4,000 (2018 - £3,500) for the audit of the company has been borne by another group undertaking.

5. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2018 - £NIL).

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2019 £	2018 £
Bank interest receivable	21,970	39,630
	<u>21,970</u>	<u>39,630</u>

VERTUS NFL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2019 £	2018 £
Bank loan interest payable	12,345,594	9,146,943
Other interest payable	-	1,591
Capitalised interest	(12,345,594)	(9,146,943)
	<u>-</u>	<u>1,591</u>

8. TAXATION

	2019 £	2018 £
Current tax on loss for the period	-	-
TOTAL CURRENT TAX	<u>-</u>	<u>-</u>
DEFERRED TAX		
Origination and reversal of timing differences	-	(5,993,007)
TOTAL DEFERRED TAX	<u>-</u>	<u>(5,993,007)</u>
TAXATION ON LOSS ON ORDINARY ACTIVITIES	<u>-</u>	<u>(5,993,007)</u>

VERTUS NFL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

8. TAXATION (CONTINUED)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 19.0% (2018 - 19.0%). The differences are explained below:

	2019 £	2018 £
Loss on ordinary activities before tax	(4,175,284)	(12,664,642)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2018 - 19.0%)	(793,304)	(2,406,282)
EFFECTS OF:		
Property rental business	2,595,375	1,324,109
Deferred tax eliminated on conversion to a REIT	-	(6,698,067)
Fair value movements not subject to tax	556,441	2,412,940
Expenses not deductible for tax purposes	-	302
Non-taxable income	(2,345,663)	(1,737,919)
Fair value movement of derivative financial instrument	-	131,050
Changes in tax rates	-	705,060
Group relief	(12,849)	275,800
TOTAL TAX CREDIT FOR THE YEAR	<u>. -</u>	<u>(5,993,007)</u>

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Enacted in the Finance Act (No.2) 2015 is a reduction in the corporation tax rate to 17.0% on 1 April 2020.

Following the year end, in the 2020 Budget, HM Treasury announced their intention not to cut corporation tax beyond 19%.

The company is a member of a REIT headed by Stork Holdings Limited. As a consequence all qualifying property rental business is exempt from corporation tax. Only income and expenses relating to non-qualifying activities will continue to be taxable.

VERTUS NFL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

9. INVESTMENT PROPERTY

	Investment property £
VALUATION	
At 1 January 2019	312,704,814
Additions at cost	107,910,082
Revaluation	(4,197,254)
AT 31 DECEMBER 2019	<u><u>416,417,642</u></u>

The company holds a 999 year leasehold interest in the Newfoundland site at Canary Wharf.

At 31 December 2019, the property was valued externally by CBRE Limited, qualified valuers with recent experience in office properties at Canary Wharf. The fair value was determined in accordance with the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors, using:

- Discounted cash flows based on inputs provided by the company (current rents, terms and conditions of lease agreements) and assumptions and valuation models adopted by the valuers (estimated rental values, terminal values and discount rates).

- Yield methodology based on inputs provided by the company (current rents) and assumptions and valuation models adopted by the valuers (estimated rental values and market capitalisation rates).

The resulting valuations are cross checked against the initial yields and the fair market values per square foot derived from actual market transactions.

No allowance was made for any expenses of realisation nor for any taxation which might arise in the event of disposal.

If the investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2019 £	2018 £
Historic cost	<u>465,563,538</u>	<u>357,676,284</u>

The fair value has been allocated to the following balance sheet items:

	2019 £	2018 £
Investment property	416,394,814	312,704,814
Negotiation costs	105,186	105,186
	<u><u>416,500,000</u></u>	<u><u>312,810,000</u></u>

VERTUS NFL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

10. DEBTORS

	2019 £	2018 £
DUE AFTER MORE THAN ONE YEAR		
Negotiation costs	105,186	105,186
Derivative financial instruments (note 13)	-	801,993
	<u>105,186</u>	<u>907,179</u>
	2019 £	2018 £
DUE WITHIN ONE YEAR		
Trade debtors	-	2,872
Amounts owed by group undertakings	544,091	1
Other debtors	533,555	9,090
Prepayments and accrued income	160	2,000
	<u>1,077,806</u>	<u>13,963</u>

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

11. CREDITORS: Amounts falling due within one year

	2019 £	2018 £
Trade creditors	1,984	-
Amounts owed to group undertakings	236,435,602	230,945,846
Accruals and deferred income	19,129	4,013
	<u>236,456,715</u>	<u>230,949,859</u>

Amounts owed to group undertakings are interest free and repayable on demand.

12. CREDITORS: Amounts falling due after more than one year

	2019 £	2018 £
Bank loans	237,299,428	132,958,179
Derivative financial instruments (note 13)	466,623	-
	<u>237,766,051</u>	<u>132,958,179</u>

The amounts at which bank loans are stated comprise:

VERTUS NFL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

	2019 £	2018 £
Principal drawdowns	240,108,817	138,361,263
Accrued interest	203,799	103,862
Accrued commitment fees	245,783	404,359
Deferred fees	(3,258,971)	(5,911,305)
	<u>237,299,428</u>	<u>132,958,179</u>

On 23 March 2016 the company entered into two loan facilities:

- a loan facility for £240,900,000 which carries interest at LIBOR plus 3.25% and is repayable five years from the date of the agreement. At 31 December 2019, a total amount of £180,095,325 was drawn down from this facility.

- Following the year end, in light of COVID-19, an agreement was reached with the lenders to extend the contractual maturity date of the loan by nine months (Note 16).

- a loan facility for £80,300,000 which carries interest at a rate linked to EC Reference Rate and is repayable five years from the date of the agreement. At 31 December 2019, a total amount of £60,013,493 was drawn down from this facility.

13. DERIVATIVE FINANCIAL INSTRUMENTS

	2019 £	2018 £
Interest rate swap	(466,623)	801,993
	<u>(466,623)</u>	<u>801,993</u>

The company uses an interest rate swap to hedge the exposure to the variability in cash flows on floating rate debt caused by movements in market rates of interest.

At 31 December 2019 the company held interest rate swaps which served to fix the interest on the loan to a rate of 4.137%.

At 31 December 2019 the fair value of the interest rate swap resulted in the recognition of an liability of £466,623 (2018 - asset of £801,993) The swap qualifies for hedge accounting and has been designated as a highly effective hedge.

The fair values of derivative financial instruments have been determined by reference to market values provided by the relevant counter party.

The terms of the derivative financial instrument correlates with the terms of the financial instruments to which they relate. Consequently the cash flows and effect on profit or loss are expected to arise over the term of the financial instrument.

The following table shows the undiscounted cash outflows in relation to the company's interest rate swap based on the company's prediction of future movements in interest rates:

VERTUS NFL LIMITED

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FOR THE YEAR ENDED 31 DECEMBER 2019**

	2019 £	2018 £
Within one year	263,189	43,511
In one to two years	151,175	(403,147)
In two to five years	-	(287,707)
	<u>414,364</u>	<u>(647,343)</u>

Changes in interest rates would primarily affect the market value of derivative financial instruments.

These changes would impact on the income statement for those derivatives which are not designated as being in effective hedging relationships and would impact the reserves for those derivatives which are highly effective. A 0.5% parallel shift in the interest rate curve used to value the derivatives, with all other variables held constant, would have the following impact:

	2019 £	2018 £
0.5% Increase in interest rates		
Impact on hedging reserve	1,347,849	2,176,260
	<u>1,347,849</u>	<u>2,176,260</u>

A -0.5% parallel shift in the interest rate curve used to value the derivatives, with all other variables held constant, would have the following impact:

	2019 £	2018 £
0.5% decrease in interest rates		
Impact on hedging reserve	(1,362,757)	(2,212,831)
Impact on net assets	<u>(1,362,757)</u>	<u>(2,212,831)</u>

The 0.5% sensitivity has been selected based on the directors' view of a reasonable interest rate curve movement assumption.

The impact on the net assets of the company arises because all of the company's borrowings are subject to interest rate swaps, which are carried at valuation in the balance sheet and all of its loans to fellow subsidiary undertakings are at fixed rate, and carried at amortised cost.

14. SHARE CAPITAL

	2019 £	2018 £
Allotted, called up and fully paid		
1 (2018 - 1) Ordinary share of £1.00	<u>1</u>	<u>1</u>

VERTUS NFL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

15. OTHER FINANCIAL COMMITMENTS

As at 31 December 2019 the company had given fixed and floating charges over substantially all its assets to secure the commitments of its borrowings in note 12.

16. POST BALANCE SHEET EVENTS

Since 31 December 2019 the UK economy has been significantly impacted by the Covid-19 virus which has caused widespread disruption and economic uncertainty. This is considered to be a non-adjusting post balance sheet event and as at the date of signing, the uncertainty is not expected to give rise to a material impact on the assets, liabilities or performance of the company.

This does however create uncertainty around the future valuation of investment property and the impact on the company's loan to value covenant. It is anticipated that lenders will waive any breach of loan covenants caused by market disruption attributable to the Covid-19 outbreak. Accordingly, at the date of approval of the financial statements, the directors do not consider that this is likely to give rise to a breach of covenant within the next twelve months.

Following the year end, in light of COVID-19, an agreement was reached with the lenders to extend the contractual maturity date of the loan by nine months.

17. CONTROLLING PARTY

The company's immediate parent undertaking is Vertus NFL Properties Limited.

As at 31 December 2019, the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group Investment Holdings plc. Copies of the financial statements may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Stork HoldCo LP, an entity registered in Bermuda and the ultimate parent undertaking and controlling party. Stork HoldCo LP is registered at 73 Front Street, 5th Floor, Hamilton HM12, Bermuda.

Stork HoldCo LP is controlled as to 50% by Brookfield Property Partners LP and as to 50% by Qatar Investment Authority.

The directors have taken advantage of the exemption in paragraph 33.1A of FRS 102 allowing the company not to disclose related party transactions with respect to other wholly-owned group companies.