

Company Registration No. 10765119

ANNINGTON FUNDING PLC

Annual Report and Financial Statements

For the period from 11 May 2017 to 31 March 2018

ANNINGTON FUNDING PLC

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ANNINGTON FUNDING PLC

STRATEGIC REPORT

The principal activity of Annington Funding plc (“the Company”) during the period was the financing of the Annington Limited group (“the Group”) via an intercompany loan to Annington Homes Limited (“AHL”).

BUSINESS REVIEW

The Company was incorporated on 11 May 2017 and on 12 July 2017 issued c.£3.0 billion of corporate, unsecured bonds, in both euros and pound sterling. In addition, a term loan totalling £400 million was drawn down. The Company then entered into an agreement to lend £3.4 billion to AHL, which in turn provides this funding to the rest of the Group.

The Company recovers its costs through interest received on the intercompany loan, at an interest rate that is mutually agreed. It also charges an administration fee for its services.

The Company’s result for the period after taxation is a profit of £3.5 million and had net assets of £4.0 million at 31 March 2018. The directors consider these measures as key indicators of the Company’s performance.

Principal risks and uncertainties

The areas of potential risks and uncertainty which face the business are mainly related to its financial risks (credit risk, liquidity risk, currency risk and interest rate risk). For details of financial instruments, their related risks and the policies and actions put in place to manage them, please refer to note 14 to the financial statements.

The Company also has a number of covenants that need to be complied with under the terms of the debt issued. These are discussed in more detail in note 11 to the financial statements, as well as note 2, under “Going concern”.

FUTURE DEVELOPMENTS

Future developments and other factors not under the control of the Company may impact the ongoing operations of the business, however, the directors expect the business to continue, for the foreseeable future, in a manner consistent with its historical operations.

Approved by the Board of Directors
and signed on behalf of the Board



A P Chadd
Director
27 September 2018

REGISTERED OFFICE

1 James Street
London, United Kingdom
W1U 1DR

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the period ended 31 March 2018.

Directors

The directors who served throughout the period and to the date of this report were:

J C Hopkins
N P Vaughan
A P Chadd

Audit Committee

The function of the Audit Committee of the Company is carried out by the Audit Committee of the Annington Limited Group. The Audit Committee includes independent, non-executive directors and one non-executive director employed by Terra Firma Capital Partners Limited.

Dividends

No dividends have been paid or proposed during the period.

Going concern

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

Further details regarding the adoption of the going concern basis are to be found in Note 2 to the financial statements.

Financial instruments and risk management policies

Financial instruments and risk management policies are addressed in Note 14.

Internal control and risk management systems over financial reporting

The Company has put in place systems and controls to ensure that data integrity is maintained throughout the financial reporting process. These include data access controls and backups and reviews of financial data and reports by suitably qualified individuals.

Strategic report

The areas of potential risks and uncertainty which face the business, details of its financing and its future outlook are addressed in the Strategic Report. An indication of likely future developments in the business and development activities are included in the Strategic Report.

Directors' indemnities

Qualifying third party indemnity provisions are in place for all directors of the Company for the current and preceding year.

ANNINGTON FUNDING PLC

DIRECTORS' REPORT (continued)

Auditor

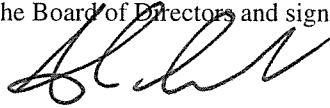
Each of the persons who is a director at the date of approval of this annual report confirms that:

- 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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

KPMG LLP were appointed as auditor and have expressed their willingness to continue in office as auditor. Arrangements have been put in place for them to be reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board



A P Chadd
Director

27 September 2018

REGISTERED OFFICE

1 James Street
London, United Kingdom
W1U 1DR

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual 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 Company financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union. 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON FUNDING PLC

Our opinion is unmodified

We have audited the financial statements of Annington Funding plc ("the Company") for the period from 11 May 2017 (the date of incorporation) to 31 March 2018 which comprise the Income statement, Statement of comprehensive income, Balance sheet, Statement of changes in equity, Cash flow statement and the related notes, including the accounting policies in note 2.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU);
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were appointed as auditor by the directors on 10 July 2018. The period of total uninterrupted engagement is for the one financial year ended 31 March 2018. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Key audit matter: our assessment of risks of material misstatement

The key audit matter is the matter that, in our professional judgment, was of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, 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. We summarise below the key audit matter in arriving at our audit opinion above, together with our key audit procedures to address the matter and, as required for public interest entities, our results from those procedures. This matter was addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on this matter.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON FUNDING PLC (continued)

Key audit matters: our assessment of risks of material misstatement (continued)

	<i>The risk</i>	<i>Our response</i>
<p>Accounting and Valuation of derivative financial instruments</p> <p>Refer to pages 21-22 for accounting policy and disclosure.</p>	<p>Accounting application</p> <p>The Company has a €600 million bond maturing in 2024. To ensure the euro liability cash flows are fully hedged into sterling for the life of the bond, the Company holds cross currency swaps.</p> <p>The swaps are designated as a cash flow hedge with changes in fair value dealt with in other comprehensive income.</p> <p>Subjective valuation</p> <p>The swaps are held in the balance sheet at fair value of £3.6 million. The swaps have been externally valued. The valuations of the swaps includes assumptions of future cash flows and discount rates.</p> <p>The accounting for derivative financial instruments is not at a high risk of significant misstatement or subject to significant judgement. However, this is considered to be the area that had the greatest effect on our overall audit.</p>	<p>Our procedures included:</p> <p>—Accounting analysis: With the assistance of an internal treasury specialist, we assessed whether the classification and accounting of the cash flow hedges was appropriate by comparing the Company's hedging documentation against applicable accounting standards' requirements and assessing whether the changes in fair value are appropriately classified within other comprehensive income.</p> <p>—Test of detail: We agreed the carrying value of derivatives to valuations obtained from counter-party valuer.</p> <p>—Reperformance: In addition, we engaged our internal specialists who performed independent valuations of the swaps using independent market data.</p> <p>Our results</p> <p>—We consider derivatives to be accounted for and valued appropriately.</p>

Our application of materiality and an overview of the scope of our audit

Materiality for the Company financial statements as a whole was set at £34 million, determined with reference to a benchmark of total assets (of which it represents 1%).

We agreed with the Directors that we would report to them misstatements identified during our audit above £1.7 million as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Our audit of the Company was undertaken to the materiality level specified above and was all performed at the Company's head office in London.

We have nothing to report on going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON FUNDING PLC (continued)

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial period is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company 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.

We have nothing to report in these respects.

Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 3, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern.

The Directors are also 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 using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 other irregularities (see below), or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud, other irregularities or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at:

www.frc.org.uk/auditorsresponsibilities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF ANNINGTON FUNDING PLC (continued)

Irregularities – ability to detect

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience, and through discussion with the directors (as required by auditing standards).

We had regard to laws and regulations in areas that directly affect the financial statements including financial reporting (including related company legislation) and taxation legislation. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statement items.

With the exception of any known or possible non-compliance, and as required by auditing standards, our work in respect of these was limited to enquiry of the directors and inspection of regulatory and legal correspondence.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

As with any audit, there remained a higher risk of non-detection of non-compliance with relevant laws and regulations (irregularities), as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

The purpose of our audit work and to whom we owe our responsibilities

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.



Richard Long (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London, E14 5GL

27 September 2018

ANNINGTON FUNDING PLC

INCOME STATEMENT

For the period from 11 May 2017 to 31 March 2018

	Note	£'000
Finance income	6	86,738
Finance costs	6	(83,264)
Profit before taxation		<u>3,474</u>
Taxation	7	-
Profit for the period after taxation		<u>3,474</u>
Profit attributable to shareholder		<u>3,474</u>

STATEMENT OF COMPREHENSIVE INCOME

For the period from 11 May 2017 to 31 March 2018

	Note	£'000
Profit for the period		<u>3,474</u>
Items that may subsequently be recycled through the income statement		
Cash flow hedge:		
Fair value gains on cash flow hedge	13	3,559
Reclassification of fair value gains included in profit and loss	6	(3,060)
Total other comprehensive income		<u>499</u>
Total comprehensive income for the period		<u>3,973</u>
Total comprehensive income attributable to shareholder		<u>3,973</u>

ANNINGTON FUNDING PLC

BALANCE SHEET At 31 March 2018

	Note	2018 £'000
Non-current assets		
Receivables	8	3,373,360
Derivative financial instruments	13	3,559
		<u>3,376,919</u>
Current assets		
Receivables	8	26,020
Cash and cash equivalents	9	6,014
		<u>32,034</u>
Total assets		<u>3,408,953</u>
Current liabilities		
Payables	10	(27,431)
Net current assets		<u>4,603</u>
Total assets less current liabilities		<u>3,381,522</u>
Non-current liabilities		
Loans and borrowings	11	(3,377,499)
Total liabilities		<u>(3,404,930)</u>
Net assets		<u>4,023</u>
Capital and reserves		
Share capital	12	50
Hedging reserve		499
Retained earnings		3,474
Total equity		<u>4,023</u>

The accompanying Notes (1 to 18) should be read in conjunction with these financial statements. The annual financial statements of Annington Funding plc, registered number 10765119, were authorised for issue on 27 September 2018.

Signed on behalf of the Board of Directors



A P Chadd
Director

STATEMENT OF CHANGES IN EQUITY
For the period from 11 May 2017 to 31 March 2018

	Share capital £'000	Hedging reserve £'000	Retained earnings £'000	Total equity £'000
At 11 May 2017	-	-	-	-
Share issue	50	-	-	50
Profit for the period	-	-	3,474	3,474
Other comprehensive income for the period	-	499	-	499
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2018	<u>50</u>	<u>499</u>	<u>3,474</u>	<u>4,023</u>

ANNINGTON FUNDING PLC

CASH FLOW STATEMENT

For the period from 11 May 2017 to 31 March 2018

	Note	2018 £'000
Cash generated by operations	15	-
Interest received		54,028
Interest paid		(61,811)
Net cash outflow from operating activities		<u>(7,783)</u>
Investing activities		
Loans to group undertakings		<u>(3,363,566)</u>
Net cash outflow from investing activities		<u>(3,363,566)</u>
Financing activities		
Issue of ordinary shares	12	50
Proceeds from borrowings	11	3,401,260
Debt issuance costs	11	(25,071)
Loans from group undertakings		1,124
Net cash inflow from financing activities		<u>3,377,363</u>
Net increase in cash and cash equivalents		6,014
Cash and cash equivalents and restricted cash at the beginning of the period		<u>-</u>
Cash and cash equivalents at the end of the period	9	<u>6,014</u>

NOTES TO THE FINANCIAL STATEMENTS

For the period from 11 May 2017 to 31 March 2018

1. CORPORATE INFORMATION

Annington Funding plc (“the Company”) is a company incorporated on 11 May 2017 in the United Kingdom under the Companies Act.

The Company is a private company limited by shares and is registered in England and Wales. The address of its registered office is 1 James Street, London W1U 1DR.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The annual financial statements for the period from incorporation on 11 May 2017 to 31 March 2018 have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) as adopted by the European Union. They have been prepared in accordance with the Companies Act 2006. These are the first financial statements the Company has prepared.

The financial statements are presented in pound sterling, which is the functional currency of the Company. All values are rounded to the nearest thousand (£’000), except where otherwise indicated. They have been prepared on the historical cost basis, except for derivative financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policy below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report and the Directors' Report, which describe the financial position of the Company; its objectives, policies and process for managing its capital; its financial risk management objectives and details of its financial instruments.

On 12 July 2017 the Company issued five tranches totalling c.£3.0 billion of corporate, unsecured bonds and drew down a term loan totalling £400 million, also unsecured. A £300 million five-year revolving credit facility has also been made available to the Company, which has never been drawn against.

Critical to the Company's future as a going concern is the ability to service and repay this debt. For the foreseeable future, at least until the maturity of the term loan in 2022, the Company only needs to pay the interest on the debt. The new debt has a number of covenants to comply with under both the bonds and loan facility. The covenants attaching to the debt, measured on a Group basis are:

Covenant	Test	Limit for Bonds	Limit for Loans
Limitation on Debt	Total debt / Total assets	<65%	<65%
Limitation on Secured Debt	Secured debt / Total assets	<40%	<40%
Interest Cover Ratio	EBITDA / Interest	1.0x (dividend lockup at 1.3x)	1.15x (dividend lockup at 1.3x)
Unencumbered Assets	Unencumbered assets / Unsecured Debt	>125%	>125%

NOTES TO THE FINANCIAL STATEMENTS
For the period from 11 May 2017 to 31 March 2018

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Going concern (continued)

The Company receives income on its loan from Annington Homes Limited, which is sufficient to meet The Company's debt obligations and the covenants as set out above. Additionally, this income is guaranteed by Annington Limited and Annington Property Limited. The Annington Limited group's forecasts do not indicate any of the above covenants will be breached in the foreseeable future. Further, the Group's forecasts do indicate that sufficient cash flow will be generated to cover payments of interest on its debt and generate significant additional free cash flows to allow for reinvestment or potential dividends to shareholders. Further, were this not possible, the undrawn revolving credit facility provides additional liquidity to the Group to allow for its continued operation for the foreseeable future.

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

Significant judgements and key estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

Cross currency swap valuations

The Company uses derivative financial instruments to hedge its exposure to foreign currency movements. The cross currency swaps are carried in the balance sheet at fair value with changes to fair value being included in the income statement, unless the derivative is designated and effective as a hedging instrument. See Note 13.

The derivative financial instruments are not actively traded and the fair value of these derivative contracts are based on assumptions and information derived from directly observable markets.

Changes in assumptions and observable market information could materially affect the computed fair value of the derivatives. This change may affect the profit or loss in the income statement and/or the gain or loss in other comprehensive income.

Details of the derivative financial instruments are set out in Note 13 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

3. STANDARDS ISSUED BUT NOT YET EFFECTIVE

At the date of authorisation of these financial statements, the following new and revised IFRSs have been issued but are not yet effective:

New and Amended Standards		Effective date (annual periods beginning on or after)
IFRS 7	Additional disclosures (and consequential amendments) resulting from IFRS 9	Concurrent with adoption of IFRS 9
IFRS 9	Financial Instruments	1 January 2018

Early adoption of IFRS 9

The Company has early adopted IFRS 9 *Financial Instruments* as at the start of the current financial period. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement*. The applicable changes are:

Classification and measurement of financial assets – The Company determines the classification of financial assets at initial recognition based on its business model for managing the financial assets and their contractual cash flow characteristics. If IAS 39 were applied, the classification would be based on the characteristics of the financial assets. Management have performed an assessment of the financial assets and have concluded that there would be no change as either way they would account for the financial assets under the amortised cost model. Details on the recognition and measurement of financial assets can be found in the individual notes of each category of financial asset.

Impairment – The standard introduces a forward-looking expected credit loss model for determining impairments of financial assets. The Company recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost. The loss allowance is measured at an amount equal to the lifetime expected credit losses.

Hedge Accounting - The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about the Company’s risk management activities have also been introduced.

During the year, the Company entered into arrangements that qualified for hedge accounting in accordance with IFRS 9 and designated the derivative instruments as cash flow hedges. A fair value gain of £0.5 million has been recognised in other comprehensive income as a result.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

4. OPERATING PROFIT

Operating profit is stated before finance income and finance costs.

The auditor's remuneration was £35,000 for the audit of the company's annual financial statements, and was borne by another group company in the current period. No other services were provided by the auditor.

5. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The Company had no employees of its own during the period. The directors of the Company are also directors of other Annington Limited group companies and were remunerated on a group-wide basis. The disclosures for director emoluments for the group can be found in the Annington Limited financial statements. The allocation of their emoluments to the Company is considered immaterial.

6. FINANCE INCOME AND COSTS

ACCOUNTING POLICY

Interest income is recognised over time, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Finance costs, including any transaction costs, are charged to the income statement using the effective interest rate method.

	11 May 2017 to 31 March 2018
	£'000
Finance income	
Interest receivable on intercompany balances	86,738
	<hr/>
Total finance income	86,738
	<hr/> <hr/>
Finance costs	
Interest payable on unsecured fixed rate bonds	70,284
Amortisation of issue costs	1,715
Interest payable on term loan	5,440
Foreign exchange (gains)/losses on financing	(405)
Transfer from equity for cash flow hedge	(3,060)
Debt issue costs	8,490
Other finance expenses	800
	<hr/>
Total finance costs	83,264
	<hr/> <hr/>

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

7. TAXATION

ACCOUNTING POLICY

The taxation for the period comprises current and deferred tax, which is recognised in the income statement.

Current tax

Current tax is measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Taxable profit differs from profit before tax as reported in the income statement because it excludes some items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset only if:

- the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously.

	11 May 2017 to 31 March 2018 £'000
Current tax	
United Kingdom corporation tax at 19%	-
Deferred tax	
Deferred taxation: origination and reversal of temporary differences	-
Total taxation for the period	-

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

7. TAXATION (continued)

The standard rate of current tax for the year, based on the UK standard rate of corporation tax is 19%. The tax for the year and the previous year differs from the standard tax rate for the reasons set out in the following reconciliation:

	11 May 2017 to 31 March 2018 £'000
Profit before tax	3,474
Tax on profit at 19%	(660)
Factors affecting the current tax for the period: Group relief claimed	660
Taxation for the period	-

From 1 April 2017, the headline rate of corporation tax was 19%. It will be reduced to 17% from 1 April 2020.

8. RECEIVABLES

ACCOUNTING POLICY

Receivables are initially recognised at fair value. If the receivables fall within a “held to collect” business model and its contractual terms give rise to cash flows that are solely payments of principal and interest on that principal, they are subsequently measured at amortised cost using the effective interest method, less any impairment.

	2018 £'000
Amounts falling due within one year	
Amounts owed by group undertakings	22,916
Interest receivable	3,104
	<u>26,020</u>
Amounts falling due after more than one year	
Amounts owed by group undertakings	3,373,360
	<u>3,373,360</u>

Amounts due to the Company by group undertakings include:

Unsecured, interest-bearing and no fixed date of repayment	<u>3,396,276</u>
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The recoverable amount of loans receivable from related parties are reviewed annually by reference to the entities’ balance sheets and expected future activities, with a provision recorded to the extent the loan is not considered recoverable. Interest is charge on the loan at a rate of 3.5966%. Unpaid interest balances are accrued within the amount receivable from group undertakings, balances expected to be received in the next 12 months are shown separately. There are no balances past due and no impairment has been deemed necessary.

The carrying value of receivables approximates fair value.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

9. CASH AND CASH EQUIVALENTS

ACCOUNTING POLICY

Cash and cash equivalents comprise cash at bank. Cash and cash equivalents are limited to instruments with a maturity of less than three months.

	2018 £'000
Cash at bank	6,014

10. PAYABLES

ACCOUNTING POLICY

Payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

	2018 £'000
Amounts due to group undertakings	1,124
Accrued interest	26,020
Other accruals	287
	<u>27,431</u>

The carrying value of payables approximates fair value.

Intercompany loans are disclosed in more detail under the related party Note 17. Balances due to Group undertakings are classified as current as there is no set repayment date.

11. LOANS AND BORROWINGS

ACCOUNTING POLICY

Loans and borrowings are initially recognised at fair value less the transaction costs directly attributable to their issue. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method, such that discounts and costs are charged to the income statement over the term of the borrowing at a constant return on the carrying amount of the liability. The debt is classified as current and non-current based on the contractual payments required within 12 months of the balance sheet date.

	31 March 2018 £'000
Amounts falling due between one and five years	
Unsecured term loan	396,010
Amounts falling due after five years	
Unsecured bonds	2,981,489
Total loans and borrowings	<u>3,377,499</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

11. LOANS AND BORROWINGS (continued)

In July 2017 the Group completed a refinancing involving an injection of new capital into the Group, the issuance of new debt instruments and the early redemption of all the existing debt within the Group.

The Company was established to obtain new funding and provide funding to the rest of the Group. The Company issued five tranches totalling c.£3.0 billion of corporate, unsecured bonds under an Euro Medium Term Note (“EMTN”) programme and drew down a term loan totalling £400 million, also unsecured, with overall borrowing costs significantly lower than the legacy financing structures. Arranged as part of the refinancing, a £300 million five-year revolving credit facility, which is currently undrawn, is available to the Company.

The Company issued the new bonds in the following denominations, maturities and fixed interest rates:

Currency	Sterling (£)				Euro (€)
Principal Amount	625m	600m	625m	625m	600m
Final Maturity	12-Jul-25	12-Jul-29	12-Jul-34	12-Jul-47	12-Jul-24
Coupon	2.646%	3.184%	3.685%	3.935%	1.650%

Cross currency swaps are in place for the €600 million bond, converting the nominal balance to £526.26 million. These swaps also mitigate volatility of foreign currency movements in future interest and capital repayments. The function of these swaps increases the effective interest rate of the Euro Tranche debt to 2.764%, fixed for the life of the bond.

The new debt has a number of covenants to comply with under both the bonds and loan facility. The covenants attaching to the debt are:

Covenant	Test	Limit for Bonds	Limit for Loans
Limitation on Debt	Total debt / total assets	<65%	<65%
Limitation on Secured Debt	Secured debt / total assets	<40%	<40%
Interest Cover Ratio	EBITDA / interest	1.0x (dividend lockup at 1.3x)	1.15x (dividend lockup at 1.3x)
Unencumbered Assets	Unencumbered assets / unsecured debt	>125%	>125%

The Company’s forecasts do not indicate any of these covenants will be breached in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

11. LOANS AND BORROWINGS (continued)

Reconciliation of movement

	31 March 2018 £'000	Amortisation bond issue costs and write offs £'000	Revaluation adjustment £'000	Issue costs £'000	Issued £'000	11 May 2017 £'000
Fixed Rate EUR Bonds 2024	522,917	318	(405)	(3,256)	526,260	-
Fixed Rate GBP Bonds 2025	620,949	358	-	(4,409)	625,000	-
Fixed Rate GBP Bonds 2029	596,064	206	-	(4,142)	600,000	-
Fixed Rate GBP Bonds 2034	620,819	133	-	(4,314)	625,000	-
Fixed Rate GBP Bonds 2047	620,741	55	-	(4,314)	625,000	-
Term Loan 2022	396,009	645	-	(4,636)	400,000	-
	<u>3,377,499</u>	<u>1,715</u>	<u>(405)</u>	<u>(25,071)</u>	<u>3,401,260</u>	<u>-</u>

12. SHARE CAPITAL

	2018
	£'000
Allotted, called up and fully paid	
50,000 ordinary shares of £1 each	<u>50</u>

Upon incorporation, 50,000 ordinary shares of £1 each were allotted.

13. DERIVATIVE FINANCIAL INSTRUMENTS

ACCOUNTING POLICY

The Company uses derivative financial instruments to reduce exposure to foreign exchange rate risk. The Company does not hold or issue derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. Changes in the fair value are recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Hedge accounting

Hedges of foreign currency exchange risk on firm commitments are accounted for as cash flow hedges. The relationship between the hedging instrument and the hedged item, along with its risk management objective and its strategy for undertaking hedge transactions is documented at the inception of the hedge relationship.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

13. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Hedge accounting (continued)

Additionally, on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributed to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income (“OCI”) and accumulated in the cash flow hedge reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the ‘other gains and losses’ line item.

Amounts previously recognised in OCI and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the income statement as the recognised hedged item.

The Group discontinues hedge accounting only when the hedging relationship ceases to meet the qualifying criteria.

Financial asset measured at fair value through OCI

Cross currency swaps that are in designated hedge accounting relationships

2018
£’000

3,559

Reconciliation of movements

	31 March	Revaluation	11 May
	2018	£’000	2017
	£’000	£’000	£’000
Cross currency swaps	3,559	3,559	-
Total derivative financial instruments	3,559	3,599	-

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

ACCOUNTING POLICY

Financial assets and financial liabilities are recognised when the Company becomes party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value and net of directly attributable transaction costs as appropriate.

Financial assets

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost. The loss allowance is measured at an amount equal to the lifetime expected credit losses.

Financial liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings and derivative financial instruments.

The Company has the following financial instruments:

	Note	2018 £'000
Financial assets		
Cash and receivables:		
Receivables	8	3,399,380
Cash, cash equivalents and restricted cash	9	6,014
Assets measured at fair value through OCI:		
Cross currency swaps	13	3,559
Total financial assets		<u>3,408,953</u>
Financial liabilities		
Liabilities measured at amortised cost:		
Payables	10	27,431
Loans and borrowings	11	3,377,499
Total financial liabilities		<u>3,404,930</u>

Exposure to credit, liquidity, and interest rate risks arise in the normal course of the Company's business activities. Derivative financial instruments are in place to manage exposure to fluctuations in exchange rates but are not employed for speculative purposes.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit Risk

The Company's principal financial assets are cash and cash equivalents and trade and other receivables.

The Company's exposure to credit risk is assessed as low as this is primarily attributed to its trade and other receivables, which consists principally of an intercompany loan to AHL. AHL indirectly holds a portfolio of c.40,000 homes, the majority of which form part of the Retained Estate. These are homes that were originally acquired from the Ministry of Defence of the United Kingdom ("MoD") via 999-year leases and subsequently leased back to them on a 200 year under lease. The rent is paid in advance and the MoD does not have a history of payment default.

The Company also holds cross currency swaps with Barclays Bank plc, JP Morgan Securities plc, Goldman Sachs Bank USA and Santander UK plc. The swap with Santander UK plc was novated to Banco Santander SA, London Branch on 14 May 2018. The Company's exposure to counter party credit risk with respect to these derivatives is assessed as low, as each of the counterparties holds at least an upper medium grade rating.

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk.

Debt Management

The Company's borrowings are through the issue of various classes of unsecured corporate bonds as well as an unsecured term loan.

There is a £300 million five year revolving borrowing facility in place to ensure that there is no default in the repayment of the borrowing and interest to the bondholders. This facility to date has never been called upon.

Capital Risk Management

The capital is managed at a Group level to ensure that entities in the Group are able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of debt and equity. Debt includes loans and borrowings (Note 11) and cash, cash equivalents, and equity comprises equity attributable to equity holders of the Company, being issued share capital, reserves and retained earnings (Note 12).

The new debt has a number of covenants to comply with under both the bonds and loan facility. Refer to Note 11 for the covenants attaching to the debt.

Currency risk

In July 2017, the Company issued a 7 year unsecured euro bond of €600 million expiring July 2024. To hedge against fluctuations in the Euro to Pound Sterling exchange rate, the Company entered into a cross currency swap of €600 million, converting the nominal balance to £526.26 million. These swaps mitigate the volatility of foreign currency movements in future interest and capital payments. The function of this swap increases the effective interest rate of Euro Tranche debt to 2.764%. The hedge is in line with the Group Treasury Policy whereby the Company should look to put in place hedges covering 50-100% of the FX risk arising from foreign currency debt, to the extent that foreign currency debt exceeds £50m in aggregate.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Currency risk sensitivity analysis

The impact of a hypothetical strengthening/weakening of pound sterling against the Euro for both derivatives and non-derivatives, with all other variables constant, would have increased/(decreased) equity and profit by the amounts shown below:

	Strengthening 10%		Weakening 10%	
	Gains/(Losses) in consolidated income statement	Gains/(losses) included in equity	Gains/(Losses) in consolidated income statement	Gains/(losses) included in equity
	(£'000)	(£'000)	(£'000)	(£'000)
2018	(3,465)	(1,967)	(3,465)	10,104

Interest rate risk management

Annington Funding plc has a relatively low interest rate risk as the majority of the Company's borrowings are at fixed interest rates. The term loan is the only instrument that has a floating interest rate of LIBOR + 1.5%. The term loan is for a value of £400 million maturing in 2022.

Interest Rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the balance sheet date. The impact of a hypothetical increase/decrease in interest rates with all other variables constant, would have increased/(decreased) equity and profit by the amounts shown below:

	50 bps increase		50 bps decrease	
	Gains/(Loss) in consolidated income statement	Gains/(losses) included in equity	Gains/(Loss) in consolidated income statement	Gains/(losses) included in equity
	(£'000)	(£'000)	(£'000)	(£'000)
2018	(2,445)	-	2,062	-

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Cash Management and Liquidity

Cash levels are monitored at a group level to ensure sufficient resources are available to meet the individual entities and Group's current and projected operational commitments. Annington Funding plc provides funding to Annington Homes Limited which in turn provides intercompany loans at fixed interest rates to other entities in the Group.

The company holds a £300 million liquidity facility that was undrawn as at 31 March 2018.

Liquidity risk and financial maturity analysis

In respect of the net non-derivative financial liabilities, the following table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay or receive monies. The table includes both interest and principal cash flows. In respect of derivative financial instruments, the fair values have been calculated using appropriate market discount rates to arrive at the future cash flows.

	2018			
	Total	Less than	One to five	More than
	£'000	one year	years	five years
		£'000	£'000	£'000
Non-derivative financial liabilities				
Trade and other payables	27,431	27,431	-	-
Loans and borrowings	4,947,106	100,037	795,935	4,051,134
Total non-derivative financial liabilities	4,974,537	127,468	795,935	4,051,134
Net payments for derivative financial instruments				
Cross currency swaps	25,176	4,644	18,576	1,956
Total derivative financial instruments	25,176	4,644	18,576	1,956

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Fair values

The fair values of the Company's borrowings, interest rate swaps and offsetting swaps are determined by a Level 2 valuation technique.

This fair value measurement hierarchy level is specified in accordance with IFRS 13 'Fair Value Measurement'. The levels are defined below:

- 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).

	Par value of debt £'000	2018 Balance sheet value £'000	Fair value £'000
Level 2			
Non-derivative financial liabilities			
Unsecured bonds	3,001,260	2,981,489	3,020,152
Unsecured term loan	400,000	396,010	400,000
	<u>3,401,260</u>	<u>3,377,499</u>	<u>3,420,152</u>
Derivative financial assets			
Cross currency swaps	-	(3,559)	(3,559)
	<u>3,401,260</u>	<u>3,373,940</u>	<u>3,416,593</u>

Unsecured bonds

Listed bonds have been fair valued using indicative pricing at balance sheet date. These prices are derived from actual market trades. The volume of market trades of the Company's bonds is not considered sufficient to be an active market. Therefore, this represents a Level 2 fair value measurement. Further details, including covenant information is included in Note 11.

Cross currency swaps

The fair value of derivative financial instruments is based on valuations by an independent valuer using the present value of estimated future cash flows, which are discounted using the applicable yield curves derived from quoted interest rates as at 31 March 2018.

Unsecured term loan

This loan relates to a £400 million term loan ending in July 2022 that is unsecured. Further details, including covenant information is included in Note 11.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

15. NOTES TO CASH FLOW STATEMENT

	2018 £'000
Profit after taxation	3,474
<i>Adjustment for:</i>	
Finance costs	83,264
Finance income	(86,738)
	<hr/>
Cash generated by operations	<u><u>-</u></u>

16. ANALYSIS OF CHANGES IN NET DEBT

	31 March 2018 £'000	Cash flow £'000	Other non-cash changes £'000	11 May 2017 £'000
Cash and cash equivalents	6,014	6,014	-	-
Debts falling due after more than one year	(3,377,499)	(3,376,189)	(1,310)	-
Net debt	<u><u>(3,371,485)</u></u>	<u><u>(3,370,175)</u></u>	<u><u>(1,310)</u></u>	<u><u>-</u></u>

Non-cash changes include amortisation of issue costs relating to debt issuance and foreign exchange gains and losses on translation of Euro denominated debt.

17. RELATED PARTY DISCLOSURES

During the year, the Company had amounts due to and owed by group undertakings and recognised finance income related to these balances under the terms detailed in Note 8 and 10.

The following transactions with related parties were entered into during the period:

	2018 £'000
Immediate Parent – Finance income	
Annington Homes Limited	86,738
Fellow subsidiaries – Reimbursement of finance costs	
Annington Finance No. 1 plc	309
Annington Finance No. 4 plc	11,632
Annington Finance No. 5 plc	252
	<hr/>
	12,193
	<hr/>
	<u><u>98,931</u></u>

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the period from 11 May 2017 to 31 March 2018

17. RELATED PARTY DISCLOSURES (continued)

The following amounts were outstanding at the balance sheet date:

	Amounts owed by related parties 2018 £'000	Amounts owed to related parties 2018 £'000
Immediate Parent		
Annington Homes Limited	3,396,276	-
Fellow subsidiaries		
Annington Rentals (Holdings) Limited	-	55
Annington Management Limited	-	1,069
	<u>3,396,276</u>	<u>1,124</u>

The balance outstanding from Annington Homes Limited relates to an intercompany loan provided by Annington Funding plc with no set redemption date and at an interest rate of 3.5966% per annum. An annual fee of £10,000 is payable to Annington Funding plc by Annington Homes Limited for administration services.

18. ENTITY INFORMATION AND CONTROLLING PARTY

The Company is incorporated in the United Kingdom and the address of its registered office is 1 James Street, London W1U 1DR.

Annington Homes Limited, a company incorporated in the United Kingdom, is the immediate parent company.

The directors regard Terra Firma Holdings Limited, a company registered in Guernsey, as the ultimate parent entity. The ultimate controlling party is Guy Hands.

Annington Limited is the parent company of the largest and smallest group of which the Company is a member and for which Group financial statements are drawn up. The Annual Report and Financial Statements for Annington Limited are available on request from the registered office at 1 James Street, London W1U 1DR.

REGISTERED OFFICE

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