

Company Registration No: 03817291

UPPERBRIGHT LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2022

SATURDAY



AC2G7XIJ

A06

29/04/2023

#326

COMPANIES HOUSE

UPPERBRIGHT LIMITED

DIRECTORS AND OFFICERS

DIRECTORS

R Tchenguiz
V A Tchenguiz

REGISTERED OFFICE

1st Floor
35 Park Lane
London
W1K 1RB

AUDITOR

RSM UK Audit LLP
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

SOLICITORS

Osborne Clarke
One London Wall
London
EC2Y 5EB

UPPERBRIGHT LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements of Upperbright Limited for the year ended 31 May 2022.

Principal activities and business review

The company's principal activity is the letting of investment property. There were no additions or disposals of investment property during the year.

In the opinion of the directors the result for the year and the financial position of the company at 31 May 2022 were satisfactory, given the support of Rotch Property Group Limited, a related company.

Investment properties

The investment properties have been valued by the directors at £3,475,000 (2021: £3,869,000). The resultant fair value loss amounts to £394,000 (2021: £359,000). Details of the investment properties are set out in note 7.

Results and dividends

The loss for the year amounted to £230,469 (2021: £173,482). The directors do not recommend the payment of a dividend.

Directors

The following directors have held office since 1 June 2021:

R Tchenguiz
V A Tchenguiz

Statement of directors' responsibilities

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

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

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

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

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

UPPERBRIGHT LIMITED

DIRECTORS' REPORT (continued)

Statement as to disclosure of information to auditor

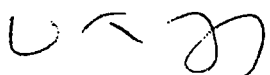
The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Auditor

The auditor, RSM UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

By order of the Board:



V Tchenguiz

Director

11 April 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UPPERBRIGHT LIMITED

Opinion

We have audited the financial statements of Upperbright Limited (the 'company') for the year ended 31 May 2022 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UPPERBRIGHT LIMITED (CONTINUED)

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.

Matters on which we are required to report by exception

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 material misstatements in the directors' report.

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

- adequate accounting records have not been kept, 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UPPERBRIGHT LIMITED (CONTINUED)

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur, including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and evaluating advice received from internal tax advisors.

The audit engagement team identified the risk of management override of controls and valuation of investment property as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and challenging judgments and estimates applied in the valuation of investment properties.

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

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.

RSM UK Audit LLP

Christopher Hurren BA FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
3rd Floor, One London Square, Cross Lanes
Guildford, Surrey, GU1 1UN

28 April 2023

UPPERBRIGHT LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MAY 2022

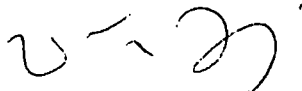
	Notes	2022 £	2021 £
Rent receivable	2	653,961	641,138
Administrative expenses		(14,634)	(8,300)
Operating profit		<u>639,327</u>	<u>632,838</u>
Fair value loss on investment property		(394,000)	(359,000)
Interest payable and similar charges	3	(433,836)	(447,320)
Loss before taxation	4	<u>(188,509)</u>	<u>(173,482)</u>
Taxation	6	(41,960)	-
Loss after taxation		<u>(230,469)</u>	<u>(173,482)</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u><u>(230,469)</u></u>	<u><u>(173,482)</u></u>

UPPERBRIGHT LIMITED**STATEMENT OF FINANCIAL POSITION (Company Registration Number: 03817291)****AT 31 MAY 2022**

	Notes	2022 £	2021 £
Fixed assets			
Investment properties	7	3,475,000	3,869,000
Current assets			
Debtors	8	1,154,940	1,170,750
Creditors: amounts falling due within one year	9	(418,924)	(344,285)
Net current assets		736,016	826,465
Total assets less current liabilities		4,211,016	4,695,465
Creditors: amounts falling due after more than one year	10	(6,765,692)	(7,019,672)
Net liabilities		(2,554,676)	(2,324,207)
Capital and reserves			
Called up share capital	11	1	1
Profit and loss account		(2,554,677)	(2,324,208)
Total equity		(2,554,676)	(2,324,207)

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 7 to 17 were approved by the board of directors and authorised for issue on 11 April 2023 and are signed on its behalf by:



V Tchenguiz
Director

UPPERBRIGHT LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 MAY 2022**

	Share capital £	Profit and loss account £	Total £
Balance at 1 June 2020	1	(2,150,726)	(2,150,725)
Total comprehensive income for the year	-	(173,482)	(173,482)
Balance at 31 May 2021	<u>1</u>	<u>(2,324,208)</u>	<u>(2,324,207)</u>
Total comprehensive income for the year	-	(230,469)	(230,469)
Balance at 31 May 2022	<u>1</u>	<u>(2,554,677)</u>	<u>(2,554,676)</u>

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

1. Accounting policies

Company information

Upperbright Limited ("the Company") is a limited company domiciled and incorporated in England. The address of the Company's registered office and principal place of business is 1st Floor, 35 Park Lane, London, W1K 1RB. The principal activity of the company during the year was that of property investment.

1.1 Basis of accounting

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, and under the historical cost convention modified to include investment properties at fair value, as applicable to companies subject to the small companies regime.

1.2 Cash flow statement

The company has taken advantage of the small company exemption from preparing a cash flow statement under the terms of FRS102, Section 7.

1.3 Going concern

The directors have assessed the structure and the continuation and availability of limited support provided by Rotch Property Group Limited (see note 14) and have determined that the company has, or can expect to have, sufficient working capital for its needs for at least the next 12 months from the date of approval of these financial statements. In view of this the directors consider it appropriate to prepare the accounts on the going concern basis.

1.4 Functional and presentational currencies

The financial statements are presented in sterling which is also the functional currency of the company.

1.5 Rent receivable

Rental income from investment properties leased out under operating leases is recognised in the profit and loss account on an accruals basis over the term of the lease. The effect of rent reviews is only recognised when such reviews have been agreed with tenants. Where rents are subject to fixed indexation in lieu of rent reviews, the rents are recognised on a systematic basis as income in the periods in which they are earned.

1.6 Loan finance charges

Loan finance costs are amortised over the term of the related borrowings and the loans to which they relate are stated after deducting the amount of the unamortised finance costs.

1.7 Investment properties

Investment properties are initially measured at cost and subsequently measured at fair value whilst a reliable measure of fair value is available without undue cost or effort. Changes in fair value are recognised in profit or loss.

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

1.8 Operating leases

Rental income from assets leased under operating leases is recognised on a straight-line basis over the term of the lease. Rent free periods or other incentives given to the lessee are accounted for as a reduction to the rental income and recognised on a straight-line basis over the lease term.

1.9 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the Company to consume substantially all of its economic benefits), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Current and deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.10 Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102, in full, to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

1.10 Financial instruments (continued)

Financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Equity Instruments

Financial instruments classified as equity instruments are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Creditors

Creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.11 Critical accounting estimates and areas of judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

1.11 Critical accounting estimates and areas of judgement (continued)

Valuation of investment properties

The key accounting estimate in preparing these financial statements relates to the carrying value of the investment property which is stated at fair value. The company uses reports provided by Chartered Surveyors employed by a related entity as a basis for determining the directors' estimation of the fair value of the investment properties. However, the valuation of the company's investment property is inherently subjective, as it is made on the basis of valuation assumptions which may in future not prove to be accurate.

Deferred taxation

Deferred tax liabilities are assessed on the basis of assumptions regarding the future, the likelihood that assets will be realised and liabilities will be settled, and estimates as to the timing of those future events and as to the future tax rates that will be applicable.

2. Rent receivable

The company's turnover for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3. Interest payable and similar charges

	2022 £	2021 £
Loan interest payable to group undertakings	421,168	434,652
Amortisation of finance charges	12,668	12,668
	<u>433,836</u>	<u>447,320</u>

4. Loss before taxation

	2022 £	2021 £
The loss before taxation is stated after charging:		
- Auditor's remuneration	3,500	3,500
	<u>3,500</u>	<u>3,500</u>

5. Employees and directors

There were no employees during the year apart from the directors who received no emoluments.

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

6. Taxation	2022	2021
	£	£
Current tax		
UK corporation tax	41,960	-
Total current tax	<u>41,960</u>	<u>-</u>
Total tax on loss	<u>41,960</u>	<u>-</u>

Factors affecting the tax charge for the year.

The tax assessed for the year is higher (2021: higher) than the standard rate of corporation tax in the UK 19% (2021: 19%). The differences are explained below:

	2022	2021
	£	£
Loss before tax	(188,509)	(173,482)
Loss multiplied by the standard rate of Corporation tax in the UK of 19% (2021: 19%).	(35,817)	(32,962)
Effects of:		
Fair value adjustment on investment property	74,860	68,210
UK transfer pricing	2,917	2,464
Group relief utilised	-	(37,712)
Tax charge	<u>41,960</u>	<u>-</u>

In March 2021, Chancellor announced that the tax rate would increase from 19% to 25% with effect from 1 April 2023. On 24 May 2021, the Finance No. 2 Bill 2021 became substantively enacted.

7. Investment properties

	Short leasehold interests	
	2022	2021
	£	£
Fair value		
As at 1 June 2021	3,869,000	4,228,000
Fair value deficit	(394,000)	(359,000)
As at 31 May 2022	<u>3,475,000</u>	<u>3,869,000</u>

The property was valued as at 31 May 2022 at £3,475,000 (2021: £3,869,000) by the directors based on reports provided to them by Chartered Surveyors employed by a related entity.

Valuations take in account tenure, lease terms, market conditions, inflation assumptions and sales prices based upon on known market transactions for similar properties. The lease runs to 2028 and there is no reversionary value at the end of the lease term. The valuation is driven by a discounted future cash flow.

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

7. Investment properties (continued)

If investment properties were stated on an historical basis rather than a fair value basis, the amounts would have been included as follows:

	Short leasehold interests	
	2022	2021
	£	£
Cost	5,516,086	5,516,086

The company's investment property is subject to a charge in connection with cross-guarantees and cross collateralisations of other group companies' investment properties as for security group loans (see note 10).

8. Debtors

	2022	2021
	£	£
Amounts falling due within one year:		
Amounts owed by group undertakings	1,154,940	1,170,750

9. Creditors: amounts falling due within one year

	2022	2021
	£	£
Loan from group undertakings (note 10)	253,981	226,595
Corporation tax	41,960	-
Accruals and deferred income	122,983	117,690
	418,924	344,285

10. Creditors: amounts falling after more than one year

	2022	2021
	£	£
Loans from group undertakings	6,765,692	7,019,672
Loan maturity analysis		
In less than one year	266,649	239,263
In more than one year but not more than two years	294,866	266,649
In more than two years but not more than five years	1,083,530	982,381
In more than five years	5,454,690	5,850,704
	7,099,735	7,338,997
Less: finance charges allocated to future periods	(80,062)	(92,730)
	7,019,673	7,246,267
Less: included in amounts due within one year	(253,981)	(226,595)
	6,765,692	7,019,672

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

10. Creditors: amounts falling after more than one year (continued)

The group undertaking loan is repayable by instalments until 2028 when one bullet payment of £4,908,000 will be made. It is financed by a loan from a third party to that group undertaking and has been provided to the company on the same interest and repayment terms. The loan is secured by a fixed and floating charge over the company's investment property. The loan bears interest at 5.73% per annum.

The loan is subject to cross guarantees and cross-collateralisation of the underlying properties used as security with other group loans. The total value of the group loans subject to this cross collateralisation, as at 31 May 2022, including the company's loan, is £94,315,514 (2021: £98,115,203), and the fair value of the financial instruments also subject to the cross-collateralisation is a liability of £18,050,471 (2021: £25,497,966).

11. Share capital and reserves

Share capital

	2022 £	2021 £
Allotted, issued and fully paid:		
1 ordinary share of £1	1	1

Ordinary share rights

The company's ordinary share, which carries no right to fixed income, carries the right to one vote at general meetings of the company.

Reserves

Reserves of the Company represent the following:

Retained earnings

Cumulative profit and loss net of distributions to owners.

UPPERBRIGHT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2022

12. Commitments under operating leases

At the year end, the Company had contracted with tenants, under non-cancellable operating leases, for the following future minimum lease payments:

	2022 £	2021 £
Amounts receivable:		
Less than one year	666,447	653,379
Between one and five years	2,804,171	2,749,187
After five years	971,957	1,693,959
	<u>4,442,575</u>	<u>5,096,525</u>

The operating lease represents amounts due from tenants in respect of the investment property. This relates to one property with current annual income of £658,040 (2021: £645,137) and a lease expiry date of September 2028. The rental agreement contains a rent review every year. The next rent review will take place in September 2022.

13. Ultimate parent company and ultimate controlling party

The company's immediate parent company is Zenmouth Limited, which is domiciled and incorporated in England.

The directors regard the ultimate holding company to be Sunnymist Limited a company incorporated in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

14. Related party transactions

The company is related to fellow subsidiaries of Sunnymist Limited, with whom in many cases it has directors in common.

One such company is Rotch Property Group Limited ("Rotch"). At the balance sheet date, and included within amounts owed by group undertakings, £1,154,940 (2021: £1,170,750) was due from that company. No interest accrues on this balance. Management fees payable for the year amounted to £4,800 (2021: £4,800). The company also incurred professional fees of £4,615 (2021: £nil) from Vincos Limited, a related company also under the control of Tchenguiz Family Trust.

Rotch has also agreed to provide limited support to assist the company in meeting its operational costs as they arise should this be necessary.

As set out in note 10, the company is party to a cross-collateralisation arrangement in respect of loan facilities as at the year end totalling £94,315,514 (2021: £98,115,203). Of this amount £15,609,003 (2021: £17,895,670) relates to loan facilities with Uni Lease No 1 Limited, a fellow subsidiary of Sunnymist Limited. The fair value of the financial instruments also subject to this cross-collateralisation arrangement is a liability of £18,050,471 (2021: £25,497,966) of which £581,417 (2021: £1,448,002) relates to Uni Lease No 1 Limited.

The company has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.