

Company Number 04707160

VCP NOMINEES NO.2 LIMITED

**DIRECTORS' REPORT
AND
FINANCIAL STATEMENTS**

**FOR THE FINANCIAL YEAR ENDED
31 DECEMBER 2022**

TUESDAY



AC70Q4CX

A05

04/07/2023

#99

COMPANIES HOUSE

VCP NOMINEES NO.2 LIMITED

CONTENTS

Directors and other information.....	2
Directors' report.....	3-5
Income statement and statement of comprehensive income.....	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9-13

VCP NOMINEES NO.2 LIMITED

DIRECTORS AND OTHER INFORMATION

Directors	Jeremy Michael Jorgen Malherbe Jensen Neil Jonathan Robson Andrea Trozzi
Company Number	04707160
Registered Office	5 Churchill Place, 10th Floor London E14 5HU
Company Secretary	CSC Corporate Services (UK) Limited 5 Churchill Place, 10th Floor London E14 5HU

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and financial statements of VCP Nominees No.2 Limited (the "Company") for the year ended 31 December 2022.

The Company is incorporated and registered in England and Wales (company number 04707160). The Company's registered office is 5 Churchill Place, 10th Floor, London, England, E14 5HU.

The Company is exempt from the requirement to prepare a separate Strategic Report in accordance with Section 414B(b) of the Companies Act 2006.

Principal activities

The Company is a wholly owned subsidiary of VCP (GP) Limited (the "General Partner"), which acts as the general partner of The Victoria Centre Partnership (the "Partnership"). Together with VCP Nominees No.1 Limited, the Company holds legal title to the Victoria Centre, Nottingham (the "Property"). The Property is held on trust for the Partnership, which is the beneficial owner of the Property.. The Company is a subsidiary within the SGS Holdco Limited group (the "Group" or "SGS"). In addition to the Property, the Group currently owns and operates three shopping centres in the United Kingdom (together with the Property, the "Properties"): Lakeside Shopping Centre and Atria Watford in England, and Braehead Shopping Centre and Retail Park in Scotland. The Group was historically part of the Intu Properties plc ("Intu") group.

Dividends

No dividend was paid in the current or prior year. The directors do not recommend a dividend for 2022.

Capital Management

The directors consider the capital of the Company to be the ordinary share capital of £1 (2021: £1). Management of this capital is performed at a Group level.

Financial Risk Management

The financial risks of the Company are managed at a Group level as disclosed in the SGS Holdco Limited annual report and consolidated financial statements.

Review of business and future developments

The Company is currently dormant. Future developments are largely contingent on developments affecting the Group. Refer to the publicly available annual report and consolidated financial statements of SGS Holdco Limited for further details.

Going concern

The directors have prepared the financial statements on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future and will have adequate funds available to meet its obligations as they fall due.

In considering the appropriateness of this assumption, the directors have assessed the likelihood of whether the Company will be able to continue trading over the foreseeable future versus the likelihood of either intending to or being forced to cease trading and place the Company into liquidation. Full detail in respect of going concern is set out in note 3.

Subsequent events

Relevant subsequent events are described in note 6 to the financial statements.

Charitable and political donations

The Company did not make any political or charitable donations during the financial year (2021: £nil).

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements are set out below:

Jeremy Michael Jorgen Malherbe Jensen
Neil Jonathan Robson
Andrea Trozzi

CSC Corporate Services (UK) Limited acted as company secretary for the financial year ended 31 December 2022, and subsequently.

The directors and their immediate relatives and the company secretary did not hold an interest in any shares of the Company as at 31 December 2022 or at any time during or since the financial year then ended.

Directors' indemnity provision

A qualifying third party indemnity provision (as defined in S234 of the Companies Act 2006) was in force for the benefit of the directors of the Company during the financial year and at the date of the approval of the financial statements. The Group maintains directors' and officers' insurance which is reviewed annually.

Statement of directors' responsibilities in respect of the financial statements

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 UK adopted international accounting standards.

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 and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements; 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 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.

Independent auditor

The Company is exempt under section 480 of the Companies Act 2006 from the provisions of part 16 of this Act relating to the audit of financial statements.

Streamlined Energy and Carbon Reporting ("SECR")

As the Company has no employees and primarily conducts its business at the offices of the Company Secretary the Company is not directly responsible for the consumption of electricity and gas in the UK, nor is the Company responsible for greenhouse gas emissions related to transport in the UK.

As the Company did not consume more than 40,000 kWh of energy during the year ended 31 December 2022, it has nothing to report

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

Directors' confirmations

Each director in office at the date the Directors' Report is approved confirms that to the best of their knowledge:

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Directors' report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces; and
- the financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance.

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

On behalf of the Board



Andrea Trozzi

Director

30 June 2023

VCP NOMINEES NO.2 LIMITED

**INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

There are no items of income and expenditure and hence the profit/loss and total comprehensive income for year ended 31 December 2022 are nil (2021: nil). Therefore, the income statement and statement of comprehensive income are not presented.

The notes on pages 9 to 13 form part of these financial statements.

VCP NOMINEES NO.2 LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2022**

	Note	31-Dec-22 £	31-Dec-21 £
Current assets			
Trade and other receivables		1	1
Total assets		1	1
Net assets		1	1
Equity			
Share capital	4	1	1
Total equity		1	1

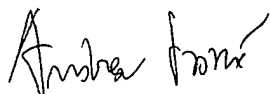
For the year ending 31 December 2022, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006.

The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The notes to the financial statements on pages 9 to 13 form an integral part of the financial statements.

The financial statements of VCP Nominees No.2 Limited (registration number 04707160) were approved and authorised for issue by the Board of Directors on 30 June 2023 and signed on its behalf by:



Andrea Trozzi
Director

VCP NOMINEES NO.2 LIMITED**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022**

	Share capital £	Accumulated profit/losses £	Total equity £
At 1 January 2021	1	-	1
Profit for the year	-	-	-
Total comprehensive income for the year	-	-	-
At 31 December 2021	1	-	1
At 1 January 2022	1	-	1
Profit for the year	-	-	-
Total comprehensive income for the year	-	-	-
At 31 December 2022	1	-	1

The notes to the financial statements on pages 9 to 13 form an integral part of the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

1 General information

Reporting entity

VCP Nominees No.2 Limited ('the Company') is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 2.

The nature of the Company's operations and its principal activities are set out in the directors' report on page 3.

These financial statements are presented in pounds sterling (£) which is the currency of the primary economic environment in which the Company operates.

Statement of compliance

These financial statements have been prepared on a going concern basis and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and with the requirements of the Companies Act 2006.

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

The Company has taken advantage of certain disclosure exemptions in FRS 101 as its financial statements are included in the publicly available annual report and consolidated financial statements of SGS Holdco Limited. Copies of that annual report and consolidated financial statements can be obtained from SGS Holdco Limited at 5 Churchill Place, 10th Floor, London, E14 5HU.

In preparing the Company financial statements the Company has taken advantage of the following disclosure exemptions available under FRS 101, and therefore the Company financial statements do not include:

- certain comparative information as otherwise required by IFRS
- disclosures regarding the Company's management of capital
- a statement of cash flows
- disclosures in respect of financial instruments
- disclosures in respect of IFRS 13 fair value measurement
- disclosure of related party transactions
- the effect of future accounting standards not yet adopted

The disclosure exemptions have been adopted because equivalent disclosures are included in the SGS Holdco Limited annual report and consolidated financial statements, into which the Company is consolidated. A summary of the significant accounting policies as applied to the Company is set out below.

Except as described above, the accounting policies are consistent with those applied in the last annual financial statements, as amended when relevant to reflect the adoption of new standards, amendments and interpretations which became effective in the year.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)**

2 Adoption of new and revised standards

There were a number of narrow scope amendments to existing standards which were effective from 1 January 2022. None of these had a material impact on the Company.

3 Significant accounting policies

The principal accounting policies that the Company applied in preparing its financial statements for the financial year ended 31 December 2022 are set out below.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

Going concern

The directors have prepared the financial statements on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future and will have adequate funds available to meet its obligations as they fall due.

The Company is reliant on the SGS Holdco Limited group for financial support. The Group's consolidated financial statements include a material uncertainty related to going concern which would have a direct impact on the Group's ability to provide required financial support to the Company and as a result this indicates that a material uncertainty exists which may cast significant doubt on the Company's ability to continue as a going concern, and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business. This material uncertainty relates to the upcoming maturity of certain of the Group's borrowing facilities in March 2024. The directors of SGS Holdco Limited are currently engaged in discussions with an ad hoc group of the Group's larger creditors with a view to extending the maturity of some or all of the facilities in question, potentially in conjunction with a broader reorganisation of the Group's capital structure. The directors of SGS Holdco Limited are targeting reaching formal agreement with creditors on the terms of a capital reorganisation, including extensions to the relevant maturity dates, before 31 March 2024.

As such, the directors consider that the going concern basis of preparation remains appropriate for the Company's financial statements for the year ended 31 December 2022. The financial statements do not include adjustments that would be required should the going concern basis of preparation no longer be appropriate.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)**

3 Significant accounting policies (continued)

Financial assets

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss

The Company does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Amortised cost

These assets arise principally from the provision of goods and services to customers (eg trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for expected credit losses.

When applying a loss allowance for expected credit losses, judgement is exercised as to the collectability of trade receivables and to determine if it is appropriate to impair these assets. When considering expected credit losses, management has taken into account days past due, credit status of the counterparty and the status of negotiations between the Company and the counterparty. On confirmation that the trade debtor will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Company's financial assets measured at amortised cost comprise trade and other receivables.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)

3 Significant accounting policies (continued)**Current/non-current classification**

Current assets include assets held primarily for trading purposes, cash and cash equivalents, and assets expected to be realised in, or intended for sale or consumption within one year of the reporting date. All other assets are classified as non-current assets.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

Critical accounting judgements and key sources of estimation uncertainty

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

Key sources of estimation uncertainty

There are no key sources of estimation uncertainty in the preparation of these financial statements.

Critical accounting judgements

Going concern – when preparing the financial statements, management is required to make an assessment of the entity's ability to continue as a going concern and prepare the financial statements on this basis unless it either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. As set out earlier in this note, certain of the Group's borrowings are currently due to be repaid on 31 March 2024. Although the Group is engaged in discussions with its creditors with a view to extending the maturities of some or all of these borrowings, the outcome of these discussions is not yet certain. This represents a material uncertainty regarding the Company's ability to continue as a going concern as at the date of this report. Having taken all relevant factors into consideration, including the current status of discussions with the Group's creditors and the intended timeline for their conclusion, the directors have formed the judgement that it is appropriate to prepare the financial statements on the going concern basis.

4 Share capital

	2022 £	2021 £
Issued and called up		
1 (2021: 1) ordinary share of £1	<u>1</u>	<u>1</u>

100% of this share capital was held by VCP (GP) Limited, a subsidiary within the SGS Holdco Limited group.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022 (CONTINUED)**

5 Immediate and ultimate controlling party

The immediate parent company is VCP (GP) Limited (registered number: 08355675), a company registered in England and Wales. The registered office of this entity is 5 Churchill Place, 10th Floor, London, E14 5HU.

The ultimate parent company of the Company is SGS (Jersey) NewCo Limited, a company incorporated and registered in Jersey, Channel Islands. The registered address of SGS (Jersey) NewCo Limited (registered number: 138555) is Charter Place, 23-27 Seaton Place, St. Helier, Jersey, JE1 1JY.

6 Subsequent events

As disclosed in Note 3, the directors of SGS Holdco Limited have commenced discussions with an ad hoc group of the Group's larger creditors regarding the extension of maturities of certain borrowings, potentially in conjunction with a broader reorganisation of the Group's capital structure.

There have been no other significant events affecting the Company since the period-end.