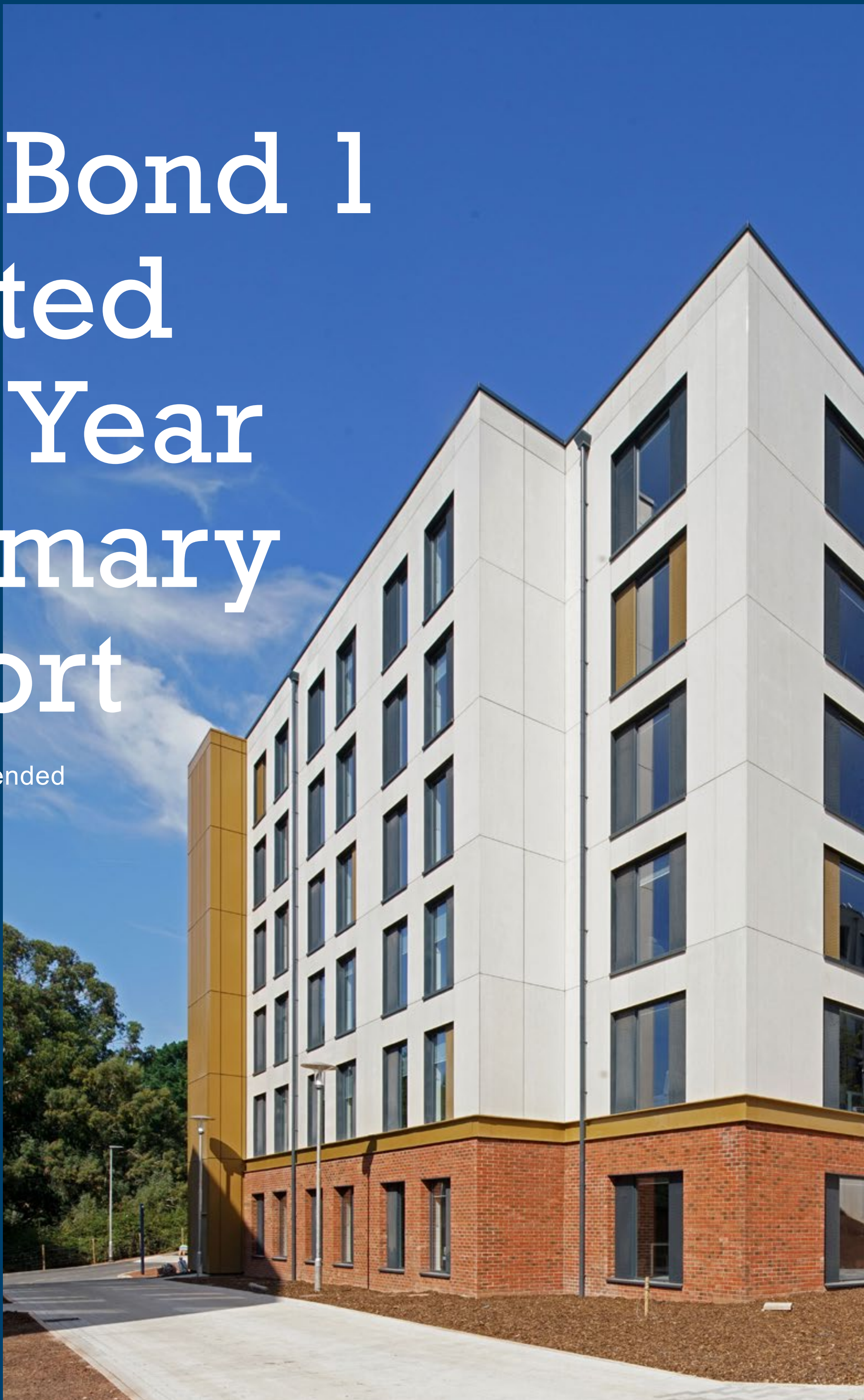
UPP Bond 1 Limited Half Year Summary Report

For the six months ended
28 February 2023



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In this report UPP Bond 1 Holdings Limited is referred to as "the Bond Group". UPP REIT Holdings Limited and its subsidiaries is referred to as "UPP Group".

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Forward-looking statements:

Unless otherwise stated, the figures in the Summary reflect the position as at 28 February 2023. In addition, the Summary contains forward-looking statements that reflect the current judgment of the management of the Obligors regarding conditions that it expects to exist in the future. Forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that will occur in the future and, accordingly, are not guarantees of future performance. Management's assumptions rely on its operational analysis and expectations for the operating performance of each Obligor's assets based on their historical operating performance and management expectations as described herein. Factors beyond management's control could cause events to differ from such assumptions and actual results to vary materially from the expectations discussed herein. Investors are cautioned that the assumptions and forecast information included herein are not fact and should not be relied upon as being necessarily indicative of future results and are cautioned not to place undue reliance on such assumptions and forecast information. It should also be noted that the information in this Investor Report has not been reviewed by the Obligors' auditors.

Note on higher education sector:

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Unless otherwise defined herein, capitalised terms have the meanings given in the Prospectus for the £5,000,000,000 multicurrency programme for the issuance of senior secured notes dated 5 March 2013 ('The Programme') and as updated on 1 December 2014.

Contents

Half year summary

Back to contents

General overview

UPP Bond 1 Holdings Limited

UPP Bond 1 Holdings Limited results for the six months ended 28 February 2023

Financial highlights for the six months ended 28 February 2023

£'000	February 2023	February 2022	Change %
Turnover	37,368	35,241	6.0
Gross profit	26,047	25,217	3.3
EBITDA pre sinking fund expenditure *	24,208	23,601	2.6
EBITDA margin *	64.8%	66.9%	
Sinking fund expenditure	(1,735)	(827)	(109.8)

*Earnings before interest, tax, depreciation and amortisation (EBITDA) pre sinking fund expenditure.

Business highlights

- Occupancy for 2022/23 of 99.6 per cent (2021/22: 99.5 per cent)
- Turnover up by 6.0 per cent to £37.4 million (2021/22: £35.2 million), reflecting RPI-linked annual term rental income increases and higher occupancy
- Gross profit increased by 3.3 per cent to £26.0 million (2021/22: £25.2 million) with improved turnover partially offset by a significant increase in utilities costs due to global supply issues raising wholesale prices and the impact of high inflation on other direct costs
- EBITDA pre sinking fund expenditure grew by 2.6 per cent to £24.2 million, with improved revenue partially offset by significantly higher utilities costs and other operating costs increasing due to high inflation
- The beginning of the financial year 2022/23 saw a continuing focus on the long-term strategic management of assets under operation, with the completion of a further major programme of asset investment works totalling £7.7 million across the Bond portfolio. This investment included the remedial works on the Francis Drake building at the Plymouth AssetCo which were completed ahead of the 2022/23 academic year and within budget
- Both the Historic and Projected Senior Debt Service Coverage Ratio (DSCR) for February 2023 test date are above lock-up triggers
- At the start of the period, UPP Group was delighted to be selected as the preferred bidder to deliver the University of Exeter's Clydesdale & Birks Residential Project – a truly leading-edge sustainable campus development scheme involving the development of over 1,700 new student rooms and the refurbishment of 300 existing bedrooms
- During the period we have continued to progress our commitment to achieve transparent net zero emissions across scopes 1, 2 and 3 by 2035
- UPP Group continues to hold the prestigious We Invest In People Gold Accreditation and in February 2023 received a Commended Gold Award from the Royal Society for the Prevention of Accidents (RoSPA) in recognition of its excellent health and safety standards
- We continued to deliver high quality services to students, as evidenced by customer satisfaction scores of 88.9 per cent across the wider UPP Group when residents were asked whether they would recommend UPP accommodation to future students

Elaine Hewitt, Chief Executive Officer

I am pleased to report that for the six months ended 28 February 2023 UPP Bond 1 Holdings Limited (the Bond Group) has continued to demonstrate strong performance, with occupancy at 99.6 per cent. Over the period, turnover has increased by 6.0 per cent from £35.2 million to £37.4 million. EBITDA pre sinking fund expenditure increased by 2.6 per cent to £24.2 million with EBITDA margin in line with expectations.

UK Higher Education (HE) continues to benefit from strong rates of academic demand from both home and international students. The UK remains a key destination for international students based on its excellent reputation, and applicant numbers for university in the post-pandemic period remain well above comparable UCAS data for 2020. The long-term projected increase in the 18-year-old population is set to continue, with more than 330,000 applicants in the 2022 cycle - an increase of just under 5 per cent year on year.

Whilst conditions in the wider economy continue to prove challenging, the unique partnership model of UPP continues to perform well and the Bond has had a very positive first half of the financial year. This has included the completion of a further major programme of asset investment works during the summer totalling £7.7 million across the portfolio*, UPP Group being named preferred bidder for a further scheme with our partners at the University of Exeter; and making progress on our environmental commitments under the Science Based Targets initiative (SBTi) Net-Zero Standard.

On the basis of these healthy market demand conditions, the resilience of the business model to economic headwinds and UPP Group's compelling market offer and effective service delivery by our passionate and professional teams across the UK, the Directors remain confident that the current strong performance of UPP Bond 1 Limited will continue.

1.1 Summary of the UPP Group business

UPP Bond 1 Issuer Plc is part of UPP Group (defined as UPP REIT Holdings Limited and its subsidiaries) which is the UK's leading provider of on-campus residential and academic accommodation infrastructure and currently has over 36,000 student rooms in operation through long-term partnerships with 15 leading UK universities, of which 11,693 are rooms operated by the asset companies ('the AssetCos') within the UPP Bond 1 ringfence.

The key features of UPP Group's cash-generative business model, based on bespoke partnerships with the universities and including the seven AssetCos, are:

- An integrated delivery model for universities encompassing design, funding, construction and operation of student accommodation
- A business model underpinned by long-term contracts (typically in excess of 40 years) with all partner universities
- Annual rent increases for the life of the project typically linked to the Retail Price Index ('RPI')
- A restrictive covenant regime that limits long-term competing university supply in order to maintain healthy demand dynamics
- Established partnerships with leading institutions targeted on the basis of rigorous selectivity criteria
- Accommodation is always located on, or very near to, campus, which is the preferred location for target cohorts of first-year domestic and international undergraduate and postgraduate students
- Typical occupancy above 99.0 per cent
- Credit and void risk passed to the university partner
- The university partner markets and allocates UPP accommodation at the agreed rent on at least an even-handed basis to its own stock
- The ability of each AssetCo to pass cost increases in utilities, insurances and those resulting from a change of law through to student rents to the extent that they are not covered by the annual uplift mechanism
- Facilities management costs subject to periodic benchmarking exercises

1.2 Summary of bond issuance

On 5 March 2013, UPP Bond 1 Issuer Plc issued a £382.1 million secured bond listed on the Irish Stock Exchange. The bond was secured against the income from the properties at the University of York, the University of Nottingham, Nottingham Trent University, the University of Kent, Oxford Brookes University and the University of Plymouth ('the AssetCos'). UPP Bond 1 Holdings Limited is a wholly owned subsidiary of UPP Group Holdings Limited and was initially set up to be the intermediate holding Company for the six AssetCos.

This issuance comprised two tranches:

- £307.1 million 4.9023 per cent amortising fixed-rate bond due 2040
- £75.0 million 2.7921 per cent amortising index-linked bond due 2047

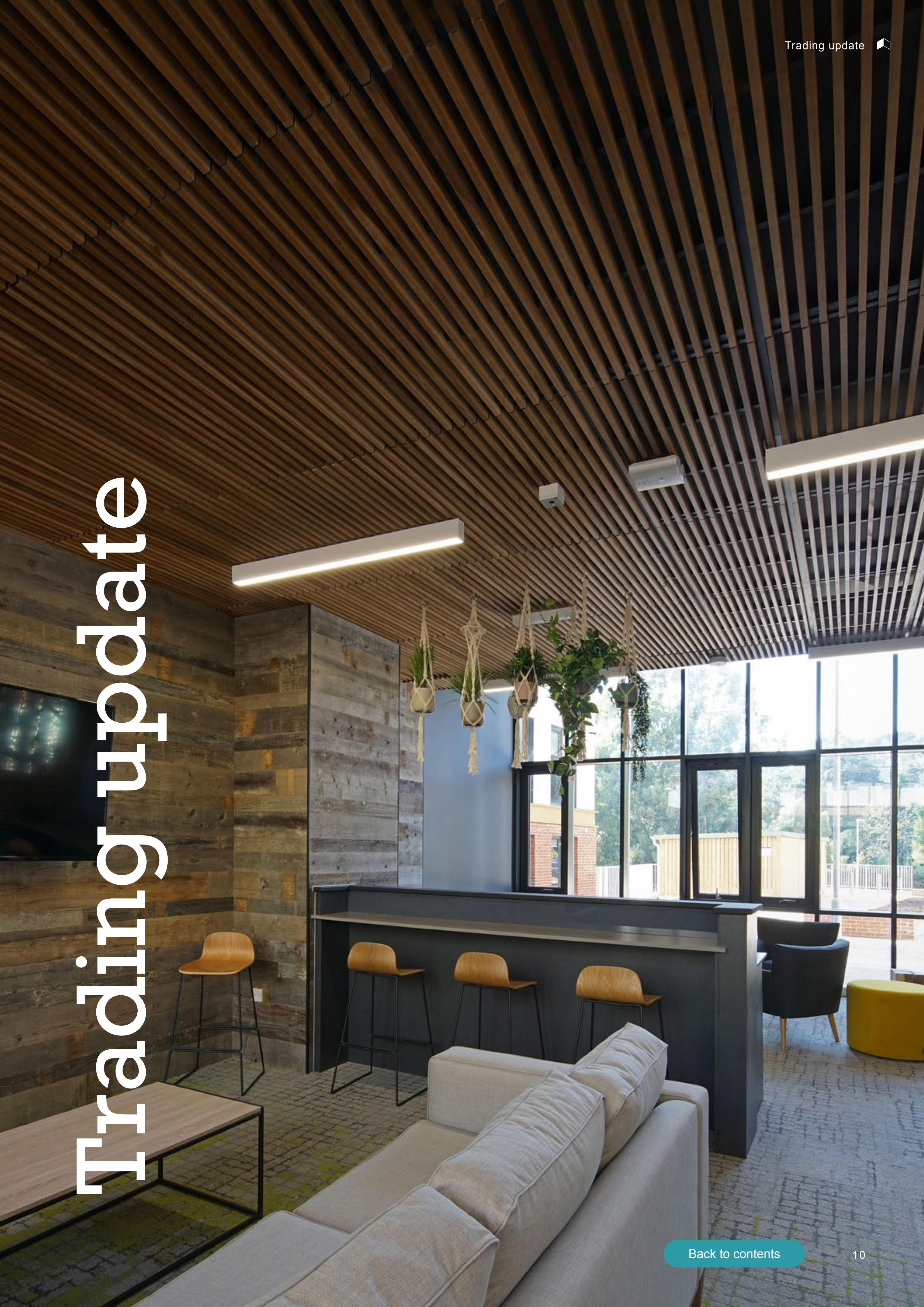
On 9 December 2014, the Group acquired UPP (Exeter) Limited from UPP Group Holdings Limited. On the same day, UPP Bond 1 Issuer Plc issued a new tranche of £149.7 million 1.037 per cent amortising index-linked secured notes, listed on the Irish Stock Exchange. These funds were on-lent to UPP (Exeter) Limited to enable that Company to repay its bank facilities and associated costs. This tranche is due to mature in 2049.

Proceeds of both issuances, along with a tranche of unsecured subordinated debt, were utilised to:

- Repay existing senior bank facilities owed by the seven AssetCos
- Fund the payment of break costs crystallised on the termination of the interest rate and RPI hedging arrangements in place with the current bank funders
- Prefund a debt service reserve account for the new bond issuance
- Purchase minority interest shareholdings held by two of the university partners in the relevant AssetCos
- Fund the costs associated with the transaction

Interest and principal repayments are due in February and August each year.

*£7.7m quoted is the total spend during the summer investment works and is not comparable to the figure of £1.7m incurred during the current reporting period.



Trading update

2.1 Business developments

The results for the six months ended 28 February 2023 continue to demonstrate the resilience of the UPP business model, which delivers returns based on stable, long-term, RPI-linked revenues.

The principal activities of the Bond Group during the six months continued to be the funding and operation - including Facilities Management (FM) - of student accommodation. While the wider UPP Group has continued to actively bid for new schemes with existing and potential new partners, there have been no additions to the UPP Bond 1 portfolio in the reporting period.

During the period, the Bond Group saw turnover increase by 6.0 per cent to £37.4 million (2021/22: £35.2 million) with contractual rental increases being applied across the Bond portfolio. Gross profit grew to £26.0 million and EBITDA pre sinking fund expenditure grew by 2.6 per cent to £24.2 million. The operational performance remained strong with the portfolio achieving 99.6 per cent occupancy during the six months as UK HE continued its return to normal operations following two years impacted by Covid-19. Increased inflationary pressure, particularly in relation to utilities costs, has partially reduced the impact of turnover gains. UPP Group continues to pro-actively manage costs impacting the Bond Group including where possible mitigating utilities wholesale price rises through pro-active forward purchasing and consumption reduction initiatives.

The beginning of the financial year 2022/23 saw a continuing focus on the long-term strategic management of assets under operation, including defects management. With respect to the Bond AssetCos, the business completed a further major programme of asset investment works during the summer of 2022 totalling £7.7 million across the portfolio. This included significant refurbishment work on town houses in the Alcuin AssetCo, the refurbishment of Hampden Hall in the Nottingham AssetCo, and a significant programme of window replacement at Broadgate Park.

The Bond Group also completed a significant programme of remedial works to the Francis Drake building at the Plymouth AssetCo, which was achieved to budget and ahead of the beginning of the 2022/23 academic year. The costs of these works totalled £3.8 million. In addition to the works at Francis Drake, intrusive survey works have also identified defects in the cladding on the Woolf halls of residence under the UPP (Kent Student Accommodation 1) Limited AssetCo. Remedial works are being scoped currently and, as with UPP (Plymouth Three) Limited, the UPP (Kent Student Accommodation 1) Limited AssetCo is seeking recovery of any costs and losses associated with remediating the Woolf halls of residence from the original building contractor. Taken together, a total provision of £7.5 million was recognised in the financial statements of the Bond Group for the financial year ended 31 August 2022. The provision recognised continues to be appropriate, with work underway to establish the scope and methodology of the works to be undertaken. It is anticipated that works will take place during the next financial year.

In September 2022, UPP Group was selected as the preferred bidder to deliver the design, development, financing and operation of the University of Exeter's Clydesdale & Birks Residential Project – a truly leading-edge sustainable campus development scheme. UPP Group and the University of Exeter are currently working towards a financial close of the scheme in the summer of 2023.

The Clydesdale & Birks Residential Project will develop over 1,700 new student rooms, refurbish 300 existing bedrooms at Birks Grange and create a new grounds compound for the University. It will be the largest and most innovative on-campus Passivhaus scheme in the sector and will set a high benchmark for truly sustainable student accommodation development in the future. On full phase delivery completion, projected for September 2026, UPP will be operating more than 6,000 rooms on the University's Streatham Campus.

The Exeter scheme follows UPP Group's commitment to the Science Based Targets initiative (SBTi) Net-Zero Standard, which it announced in March 2022 responding to investor requests to clarify our position on Scopes 1,2 and 3 SBTi is a global initiative publicly declaring, setting, and implementing scientifically based greenhouse gas emissions reduction targets in order to reach the Paris Agreement target of keeping the global temperature increase to 1.5°C. The Net-Zero Standard is the world's first and leading framework for corporate net-zero target setting in line with climate science and provides a common, robust, and science-based understanding of net-zero on an independently assured basis.

The science-based targets approach will enable the business to reduce its carbon emissions and provide tangible metrics by which our success can be measured. In addition to carbon reduction, the business has ambitious and innovative plans in place to address issues such as waste and water management as well as biodiversity.

The six months to 28 February 2023 have also proved a busy period for business development activity. Active bidding is taking place both on new potential transactions as well as standalone facilities management contracts. In the case of the former, during the reporting period the wider UPP Group has been shortlisted for the redevelopment of student accommodation at the College of St Hild and St Bede at Durham University including the establishment of a new 19th College located on the Leazes Road site. Numerous FM opportunities are also being pursued and these follow successful tender opportunities at Imperial College, and the University of Kent over recent years.

In terms of key appointments to the Executive Leadership Team (ELT), Mark Bamford joined the business in October 2022 as Chief Financial Officer. Mark joined UPP from Thames Water where he was Group Financial Controller and Finance Director Operations and Capital Delivery since 2017. Mark has 25 years' experience in the telecommunications, utilities, financial and professional services sectors. Before joining Thames Water, Mark spent six years at Arqiva, the UK communications and broadcasting infrastructure company, in the role of Finance Director and Director, Wireless Infrastructure Management. In November, the ELT also welcomed Deborah Prince as Chief Marketing Officer to the organisation. Deborah brings a wealth of experience spanning more than 20 years in key communication and marketing roles in the public and private sector.

Our people continue to be a core focus of the business, relying as it does on the quality, capability and collective skill and expertise of our teams. We aim to provide an excellent experience for students and colleagues, one which embodies equality of treatment and inclusion, and equips our teams to be socially purposeful professionals and citizens.

UPP Group continues to hold the prestigious We Invest In People Gold Accreditation and recently received a Commended Gold Award by the Royal Society for the Prevention of Accidents (RoSPA) in recognition of its excellent health and safety standards At a time when the overall health and wellbeing of people is paramount, to be acknowledged by an internationally recognised and prestigious scheme for the lengths we to go to for our employees is something of which we are extremely proud.

In summary, the view of the Directors of the Bond Group remains that its business model is robust (as outlined in section 2.2 below) and that it is well positioned to continue to deliver strong operational performance from a portfolio of assets that are central to the operations of its university partners.

2.2 General Overview

UK HE continues to see strong rates of academic demand both domestically and from overseas. The UK remains a key destination for international students, with UCAS identifying that nearly 90 per cent find the UK a positive place to study, whilst more than three-quarters (77 per cent) applied on the strength of its strong reputational record.[1] Whilst applicant numbers experienced a spike during 2021 and 2022 reflecting the changes made to awarding grades, domestic undergraduate demand for university remains strong and well above comparable UCAS data for 2020.

Data for the end of the 2022 application cycle identified that in total 761,740 people across the UK applied to universities, an increase of 15,620 students (2.1 per cent) on 2021. Of this number 563,175 were accepted (+0.2 per cent). The long-term projected increase in the 18-year-old population continues, with the overall entry rate for UK 18-year-olds – one of the key demand cohorts for accommodation operated by Bond AssetCos – standing at 37.5 per cent this year, the second highest on record. Broken down by nation, the 2022 entry rates were: 38.4 per cent in England, 40.6 per cent in Northern Ireland, 32.4 per cent in Wales and 30.1 per cent in Scotland.

Whilst demand for places increased for the 2022 cycle, UK 18-year-olds were still keen to apply with 330,780 applicants – up from 315,945 in 2021 (+4.7 per cent). This proved significantly higher than the pre-pandemic total of 280,815 in 2019 (+17.8 per cent). The impact of this increase in UK 18-year-olds has been that 277,315 gained a place, the highest number to date. This is striking given that it comes against a backdrop of more cautious offer-making from universities and colleges at 54.3 per cent overall offer rate at higher tariff institutions, down from 59.7 per cent last year. Whilst 2021 saw the highest ever number of applicants securing their first-choice university (214,015) 2022 was a close second with 200,615. The figure for 2022 represents 72.3% of all placed UK 18-year-olds, compared to 77.8% in 2021.

In total the number of 18-year-old applicants from all domiciles, increased by 16,580 (4.4 per cent) to 390,395, meaning that there are now approximately 64,000 extra applicants than was the case five years ago – an increase of almost one-fifth (19.4 per cent).

In terms of international demand, the total number of applicants increased in the 2022 cycle, from 142,110 to 149,840. The increase of 7,730 (5.4 per cent) was driven by applicants from outside the EU. Applicant numbers from the latter have fallen for two years since the completion of Brexit by more than 28,000 or 54 per cent to 24,015. Whilst this was expected on the basis of post-Brexit modelling, the sector has still had to pivot towards non-EU demand which has continued to increase. Applicant numbers from outside to the EU have increased every year since 2016, and in 2022 more than 125,000 applied – an increase of 15,000 or 13.5 percent year on year. For the 2022 academic year the UK saw the highest number of accepted applicants on record from China (+13.4 per cent on 2021), India (+43.7 per cent) and Nigeria (+32.7 per cent).

[1] 'Where Next: the experience of international students connecting to UK higher education', UCAS (2022 January)

Back to contents

Turning to the 2023 cycle – applicants for the academic term 2023/24 – the table below identifies applicants at the UCAS January deadline which represents approximately 90 per cent of those who will apply through this cycle.

Applicants for all courses by domicile group (25 January 2023 deadline)

App. Domicile	2018	2019	2020	2021	2022	2023
England	374,440	373,740	373,860	415,470	416,400	405,130
Northern Ireland	18,530	17,910	17,400	18,780	17,750	17,020
Scotland	44,900	43,340	42,530	49,360	44,140	40,420
Wales	19,100	18,850	18,430	21,120	21,020	19,100
UK	**457,070**	**453,840**	**452,220**	**504,740**	**499,310**	**481,670**
EU (excluding UK)	43,510	43,890	43,030	25,740	20,820	20,500
Non-EU	58,450	63,690	73,080	85,890	90,590	94,410
Total	**559,030**	**561,420**	**568,330**	**616,360**	**610,720**	**596,590**

Source: UCAS

The data identify that total applicant numbers were down year on year by 2.3 per cent to 596,590. This was a fall of just over 14,000, however, this remains higher than the 2020 cycle with its change in approach to awarding moving to centre assessed grades.

In terms of the key demand cohorts for AssetCo accommodation, UK applicant numbers were down 3.5 per cent to 481,670, a fall of 17,640. As with overall numbers, these figures remain 8.4 per cent higher than 2020, and the third highest total on record. English applicant numbers were down 2.7 percent (-11,270) year on year to 405,130. Focusing on 18-year-olds, applicant numbers from this cohort fell by less than the average at just 1.1 per cent to 369,090.

Applicants from the EU continue to decline – if more gradually than in recent years – by 1.5 per cent to 20,500. As in other years, an increase in students from outside the EU more than compensated for this, increasing by 3,280 (4.2 per cent) potential students. In terms of the origin of this demand, January's data identifies that applicants from India continue to rise up 5.4 per cent for 2023/24 to 9,130. Nigerian numbers also continue to increase (up 23.1 per cent) to 2,930, however, applications from China were down (-4.2 per cent) to 27,710, most likely due to Covid-19 restrictions and disrupted learning. The number of applicants from Malaysia and Singapore have continued their upward trajectory at 5.4 per cent and 6.5 per cent respectively, with circa 4,000 applicants each, returning to levels seen around five years ago.

Notwithstanding a slight recalibration in applicant numbers following the unprecedented demand during the Covid pandemic, in general, UCAS is projecting that demand from UK 18-year-olds will continue on an upward trajectory for the rest of the decade, as will international demand, in line with the UK's International Student Strategy. In its recent long-term forecast entitled The Journey to a Million, UCAS has underlined this trend, projecting an increase in applicant numbers of more than 230,000 between the academic year 2022 and 2030, potentially taking annual applicant numbers to 997,500.

On the basis of this evidence, it appears that demand for UK HE and, in particular, the three year on-campus, residential model of delivery, will remain strong. This should maintain the robust levels of demand for the accommodation operated by the individual AssetCos, within UPP Bond 1 Limited, witnessed to date. UPP is therefore well placed to benefit from current and future market dynamics.

Financial highlights

Highlights of the consolidated results of UPP Bond Holdings 1 Limited were:

- Occupancy of 99.6 per cent achieved across the seven AssetCos
- Turnover of £37.4 million, up 6.0 per cent on the prior period
- EBITDA pre sinking fund expenditure of £24.2 million (2022: £23.6 million)
- Healthy cash balance of £54.7 million, made up largely of liquidity reserve accounts

For the period from 1 September 2022 through to 28 February 2023, the Bond portfolio had a historic Annual Debt Service Coverage Ratio (ADSCR) of 1.20, above the lock up trigger set at 1.15. The projected ratio for the twelve months to 29 February 2024 was also 1.20.

Occupancy for the 2022/23 academic year has been secured at 99.6 per cent across the portfolio. As such, rental receipts are now fixed for the year, evidencing the robust nature of the Bond business model.

The Bond Group made a loss for the period of £27.2 million (2022: £26.0 million), of this loss £22.3 million (2022: £22.3 million) relates to interest costs on subordinated debt. Debt service costs, as contributing to the ratio calculations, increased by £1.0 million from £30.3 million to £31.3 million as a result of impact of higher RPI costs. Consolidated profit and loss results for the seven AssetCos, UPP Bond 1 Limited, UPP Bond 1 Holdings Limited and UPP Bond 1 Issuer Plc are presented below for the financial period 28 February 2023.

3.1 AssetCo Consolidated Profit and Loss Account for the six months ended 28 February 2023

	Feb 2023 £'000	Feb 2022 £'000	Change %
Turnover	37,368	35,241	6.0
Cost of sales	(11,321)	(10,024)	(12.9)
Gross profit	26,047	25,217	3.3
Gross profit margin	*69.7%*	*71.6%*	
Operating expenses	(1,839)	(3,559)	(48.3)
EBITDA before sinking fund expenditure and provisions	24,208	21,658	11.8
Release of provisions	-	1,943	-
EBITDA pre sinking fund expenditure	24,208	23,601	2.6
EBITDA margin	64.8%	66.9%	-
Sinking fund expenditure	(1,735)	(827)	(109.8)
EBITDA post sinking fund expenditure and before provisions	22,473	20,831	7.9

Turnover is defined as rental receipts from students net of contractual amounts deducted by university partners for taking credit and void risk, incentives offered to returning students, plus commercial and vacation income derived from other activities at each AssetCo and any payments or receipts under the relevant inflation-linked swaps. Turnover increased by 6.0 per cent during the period, primarily due to these contractual rental increases and higher occupancy.

Cost of sales is made up of facilities management costs, employee costs, utilities and internet access costs which increased by 12.9 per cent to £11.3 million (2022 £10.0 million). This was primarily driven by a significant increase in utilities costs as a result of higher wholesale prices due to UK inflationary increases and global supply issues (due primarily to the Ukraine war) impacting gas and electricity market prices, with facilities management charges also subject to inflationary uplifts.

Operating expenses, before sinking fund costs, decreased by 48.3 per cent to £1.8 million (2022: £3.6 million) primarily due to asset remedial costs at Plymouth being incurred in the prior period. There was an increase in underlying expenses due to the impact of inflation.

In total, EBITDA before sinking fund increased by 2.6 per cent to £24.2 million (2022: £21.7 million). This increase was 11.8 per cent when the impact of the release of provisions relating to Plymouth remedial works were removed.

Sinking fund costs consist of items throughout the accommodation that reach the end of their economic life and require replacement. Whilst sinking fund expenditure is highly predictable and modelled in line with the relevant replacement period for each item, it is not necessarily comparable from one year to the next. Accordingly, the amount charged to the Profit and Loss account, while visible, can vary substantially between years and, as such, EBITDA before sinking fund expenditure is the preferred key performance indicator. Sinking fund costs increased on the prior period in part due to brought forward kitchen replacement spend at the Kent and Oxford Brookes AssetCos.

As detailed in the prior year Investor Report, during the period the Kent AssetCo continued to report under a Trigger Level 2, Phase 1 Monitoring Event with subsequent enhanced reporting as required by the Monitoring Services Agreement. In addition, the Plymouth AssetCo continued to report under a Trigger Level 2, Phase 2 Monitoring Event with subsequent enhanced reporting as required by the Monitoring Services Agreement. The historic ratio of the Plymouth AssetCo and the projected ratio for the Kent AssetCo include remedial costs associated with these works. As noted in section 3.2 below, remedial spend at Kent is anticipated to begin in the next financial year with a portion of the provision noted impacting the projected ratio.

3.2 Operational performance, sinking fund and defect remedial work

FM services are provided by UPP Group's 100 per cent-owned subsidiary, UPP Residential Services Limited (URSL). Services are delivered to a high level to ensure the continued attractiveness of the accommodation and to maximise occupancy for future years. This is evidenced by our Customer Satisfaction rating of 88.9 per cent.

During the period ended 28 February 2023, URSL suffered only £636 of deductions for poor performance at Exeter and £1,589 of deductions for unavailability at Plymouth and this reflects the high standards set in previous years.

Sinking fund expenditure is also managed by URSL. In total in 2022, £7.7 million (2021: £7.9 million) was invested by the AssetCos to maintain the quality of the accommodation and this, combined with high service levels, was reflected in continued high customer satisfaction scores averaging 88.9% across UPP Group.

In addition to the works at Francis Drake (outlined above), intrusive survey works have also identified defects in the cladding of the Woolf halls of residence under the UPP (Kent Student Accommodation 1) Limited AssetCo. Remedial works are being scoped currently and, like with UPP (Plymouth Three) Limited, the UPP (Kent Student Accommodation 1) Limited AssetCo is seeking recovery of any costs and losses associated with remediating the Woolf halls of residence from the original building contractor. A provision of £7.5 million was recognised in the August 2022 financial statements for these works, which are expected to be undertaken in the August 2024 financial year.

Ratio calculations and Compliance Certificate

As set out in Paragraph 2 of Part 2 of Schedule 9 of the CTA, the ratio calculations as at 28 February 2023 are:

4.1 Historic Senior DSCR (for the 12 months to 28 February 2023)

Consolidated	£'000
Turnover	73,756
Cost of sales	(21,370)
Operating expenses	(5,135)
EBITDA pre-sinking fund	**47,251**
Sinking fund	(8,635)
EBITDA	**38,616**
CAFDS adjustment[1]	(1,110)
CAFDS	37,506
Debt service	31,314
Historic Senior DSCR	**1.20**

4.2 Projected Senior DSCR (for the 12 months to 29 February 2024)

Consolidated	£'000
Turnover	78,232
Cost of sales	(24,066)
Operating expenses	(7,701)
EBITDA pre-sinking fund	**46,465**
Sinking fund	(5,818)
EBITDA	**40,647**
CAFDS adjustment[1]	(1,379)
CAFDS	39,268
Debt service	32,666
Projected Senior DSCR	**1.20**

[1]The Cash Available for Debt Service (CAFDS) adjustment adds back sinking fund expenditure and deducts the sinking fund deposits to get to the net sinking fund cash position in the year. Interest receivable is added to get to the final CAFDS figure.

4.3 Historic AssetCo DSCR

UPP (Alcuin) Limited	1.48
UPP (Broadgate Park) Holdings Limited	1.18
UPP (Kent Student Accommodation) Limited	1.32
UPP (Nottingham) Limited	1.21
UPP (Oxford Brookes) Limited	1.23
UPP (Plymouth Three) Limited*	0.64
UPP (Exeter) Limited	1.35

4.4 Projected AssetCo DSCR

UPP (Alcuin) Limited	1.55
UPP (Broadgate Park) Holdings Limited	1.30
UPP (Kent Student Accommodation) Limited*	(0.84)
UPP (Nottingham) Limited	1.29
UPP (Oxford Brookes) Limited	1.51
UPP (Plymouth Three) Limited	1.16
UPP (Exeter) Limited	1.27

* Historic ratios for UPP (Plymouth Three) Limited and projected ratios for UPP (Kent Student Accommodation) Limited include one off spend relating to asset remedial works. As noted in section 3.2, remedial spend at Kent is anticipated to begin in the next financial year with a portion of the provision noted impacting the projected ratio.

Compliance Certificate

To: U.S. Bank Trustees Limited as Issuer Security Trustee, the Issuer Note Trustee and Cash Administrator and any Private Placement Noteholder (or its representative)

c.c. Bishopsfield Capital Partners Ltd as Monitoring Adviser

From: UPP Bond 1 Limited ("the Group Agent")
UPP Bond 1 Issuer PLC ("the Issuer")

Date: 27 April 2023

Dear Sirs

Common Terms Agreement dated 5 March 2013 between, among others, the Issuer, the AssetCos, the Issuer Security Trustee and the Issuer Note Trustee (the "CTA")

Capitalised terms not defined in this certificate have the meaning given to them in the CTA.

1. We refer to the CTA.
2. This is a Compliance Certificate delivered by the Issuer and the Group Agent pursuant to paragraph 7.3 of Part 1 of Schedule 6.
3. We confirm that the ratios (together the "Ratios") contained herein are as detailed in the table below.

	12 months ended 28 February 2023	
Historic Ratios	**Applicable Ratio**	**Actual Ratio**
Historic AssetCo DSCR		
UPP (Alcuin) Limited	1.15	1.48
UPP (Broadgate Park) Limited	1.15	1.18
UPP (Kent Student Accommodation) Limited	1.15	1.32
UPP (Nottingham) Limited	1.15	1.21
UPP (Oxford Brookes) Limited	1.15	1.23
UPP (Plymouth Three) Limited	1.15	0.64
UPP (Exeter) Limited	1.15	1.35
Historic Senior DSCR	1.15	1.20

	Projected for 12 month ended 29 February 2024	
Projected Ratios	**Applicable Ratio**	**Actual Ratio**
Projected AssetCo DSCR		
UPP (Alcuin) Limited	1.15	1.55
UPP (Broadgate Park) Limited	1.15	1.30
UPP (Kent Student Accommodation) Limited	1.15	(0.84)
UPP (Nottingham) Limited	1.15	1.29
UPP (Oxford Brookes) Limited	1.15	1.51
UPP (Plymouth Three) Limited	1.15	1.16
UPP (Exeter) Limited	1.15	1.27
Projected Senior DSCR	1.15	1.20

4. We confirm that the historic ratios have been calculated using the most recently available audited financial information required to be provided by the relevant AssetCo under Schedule 8 (Covenants of the AssetCos) of the CTA and delivered together with this Compliance Certificate.

5. We confirm that all forward-looking financial ratio calculations and projections:
   (a) have been made on the basis of assumptions made in good faith and arrived at after due and careful consideration;
   (b) are consistent and updated by reference to the most recently available financial information required to be produced by the AssetCos under Schedule 8 (Covenants of AssetCos) to the CTA and delivered together with this Compliance Certificate;
   (c) are consistent with the Accounting Standards (insofar as such Accounting Standards reasonably apply to such calculations and projections); and

6. We set out below the computation of the following Ratios set out in Paragraph 2 above for your information:
   (a) Historic AssetCo DSCR means, in respect of any AssetCo as at the Test Date, the ratio of:
      i. the aggregated Net Cash Flow in respect of such AssetCo for the 12 months ended (the "Test Period") ended on 28 February 2023 (the "Test Date"); to
      ii. the AssetCo Debt Service Requirement in respect of such AssetCo for the Test Period ended on the Test Date.
   (b) Historic Senior DSCR means, as at the Test Date, the ratio of:
      i. the aggregated Net Cash Flow in respect of all AssetCos for the Test Period ended on the Test Date; to
      ii. the aggregated AssetCo Debt Service Requirement in respect of all AssetCos for the Test Period ended on the Test Date.

(c) Projected AssetCo DSCR means, in respect of any AssetCo as at the Test Date, the ratio of:

i. the aggregated Net Cash Flow in respect of such AssetCo projected for the Test Period following the Test Date; to

ii. the AssetCo Debt Service Requirement of such AssetCo projected for the Test Period immediately following the Test Date.

(d) Projected Senior DSCR means, as at the Test Date, the ratio of:

i. the aggregated Net Cash Flow in respect of all AssetCos projected for the Test Period immediately following the Test Date; to

ii. the aggregated AssetCos Debt Service Requirement in respect of all AssetCos projected for the Test Period immediately following the Test Date.

7. We also confirm that:

(a) to the best of the knowledge and belief of the signatories to this Compliance Certificate having made all due enquiries, no Default has occurred and is continuing other than as previously notified or waived.

(b) to the best of the knowledge and belief of the signatories to this Compliance Certificate having made all due enquiries, no Monitoring Trigger Event has occurred and is continuing with the exception of the Plymouth AssetCo Monitoring Trigger Event and the Kent AssetCo Monitoring Trigger Event (both of which are continuing).

The Plymouth AssetCo Trigger Level 2, Phase 1 Monitoring Trigger Event notified on 31 August 2019 is ongoing (and moved into a Trigger Level 2, Phase 2 Monitoring Trigger Event from 1 September 2022), with the following steps being taken to remedy the referenced Monitoring Trigger Event:

- A remedial plan setting out the cure period and measurable milestones (the “Plymouth Remedial Plan”) has been implemented in full consultation with the Monitoring Adviser in line with the provisions in the CTA. We are implementing the incremental requirements that arise as a result of the Trigger Level 2, Phase 2 Monitoring Trigger Event in conjunction with the Monitoring Adviser.
- The Plymouth AssetCo and ParentCo are continuing to ensure that the milestones outlined in the Plymouth Remedial Plan are achieved (and updated as appropriate) and that, where the Monitoring Adviser has sought clarifications, these are actioned accordingly.
- The Plymouth AssetCo is continuing to provide quarterly reports to the Monitoring Adviser outlining its actual performance against the agreed performance objectives set out in the Plymouth Remedial Plan (the most recent relating to the quarter period ending 28 February 2023). The Monitoring Adviser in turn, is continuing to provide its quarterly review reports stating its views and analysis as required. These reports are available per the notification to the Noteholders dated 17 December 2019 and as updated on the UPP Investor website, most recently on 28 February 2023.
- Certain fire remediation works were completed in July 2022 at the building known as “Francis Drake” in accordance with an MA Proposal Request dated 20 December 2021.
- The Monitoring Adviser undertook a site visit at the Plymouth Property most recently in September 2022.
- On 26 October 2022, the Plymouth AssetCo sought consent to issue a claim against the underlying contractor, relative to certain defects that have been identified at the Plymouth Property. Such consent was granted on 31 October 2022.

With regard to the Kent AssetCo, the Trigger Level 2, Phase 1 Monitoring Trigger Event notified on 15 December 2020 is ongoing, and the following steps are being taken to remedy the referenced Monitoring Trigger Event:

- A remedial plan setting out the cure period and measurable milestones (the **"Kent Remedial Plan"**) has been implemented in full consultation with the Monitoring Adviser in line with the provisions in the CTA.
- The Kent AssetCo is continuing to provide quarterly reports to the Monitoring Adviser outlining its actual performance against the agreed performance objectives set out in the Kent Remedial Plan (the most recent relating to the quarter period ending 28 February 2023). The Monitoring Adviser has since, provided its quarterly review report stating its views and analysis of the Trigger Level 2, Phase 1 Monitoring Trigger Event as required. This report is available per the notification to the Noteholders dated 26 March 2021 and as updated on the UPP Investor website, most recently on 28 February 2023.
- The Monitoring Adviser undertook a site visit at the Kent Property most recently during September 2022.
- On 26 October 2022, the Kent AssetCo sought consent to issue a claim against the underlying contractor, relative to certain defects that have been identified at the Kent Property. Such consent was granted on 31 October 2022.

(c) to the best of the knowledge and belief of the signatories to this Compliance Certificate having made all due enquiries, no Lock-Up Event has occurred and is continuing;

(d) to the best of the knowledge and belief of the signatories to this Compliance Certificate having made all due enquiries, the Group is in compliance with the Hedging Policy; and

(e) this Compliance Certificate is accurate in all material respects.

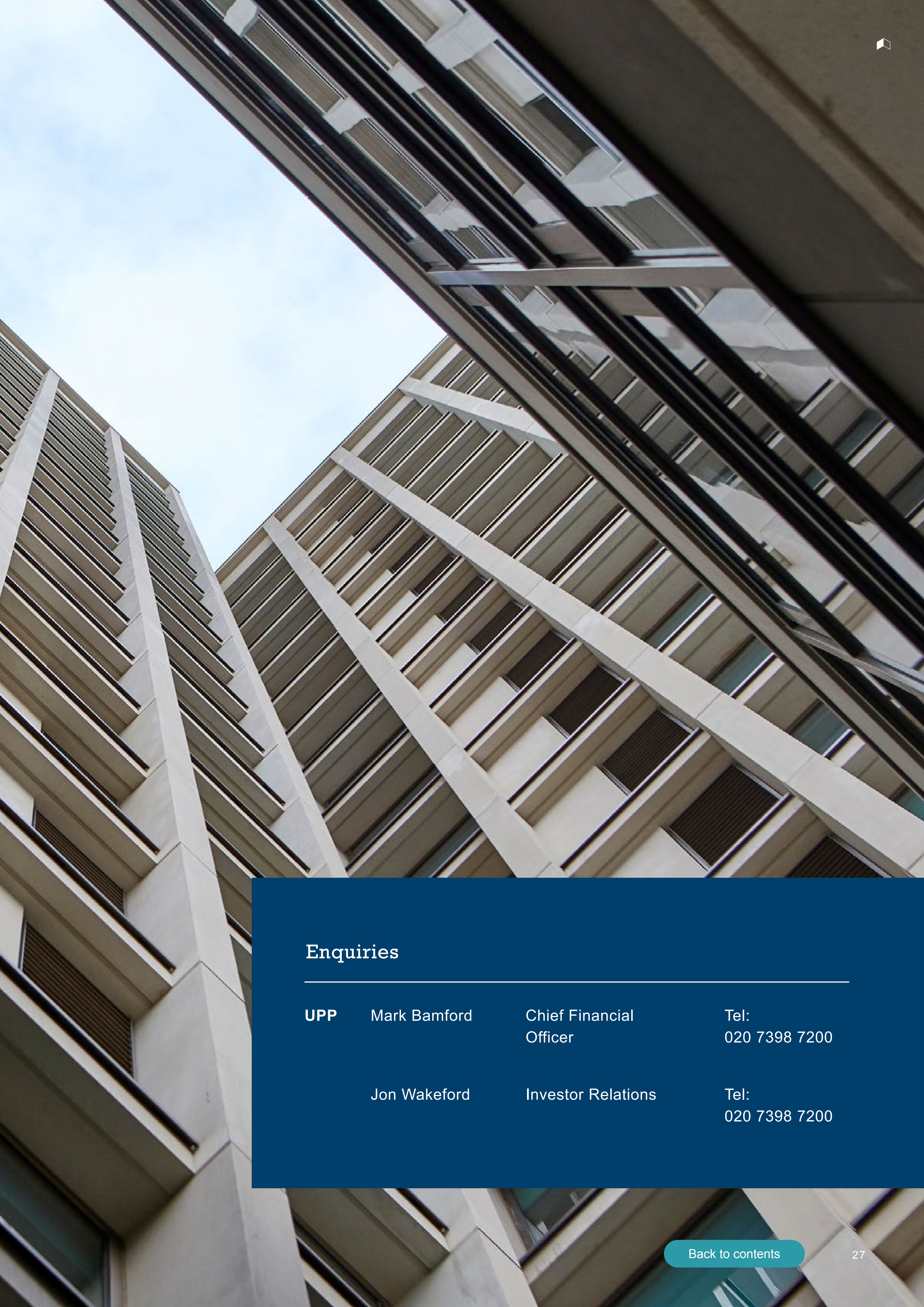
Yours faithfully

Simon Boorne
Group Investment Director

For and on behalf of UPP Bond 1 Limited

Mark Bamford
Chief Financial Officer

For and on behalf of UPP Bond 1 Issuer Plc



Enquiries

UPP	Mark Bamford	Chief Financial Officer	Tel: 020 7398 7200
	Jon Wakeford	Investor Relations	Tel: 020 7398 7200

Unaudited consolidated financial statements

Financial statements

Principal activity

UPP Bond 1 Holdings Limited ("the Company") is the parent company of UPP Bond 1 Holdings Limited group ("the Group"). The Company's principal activity is that of a holding company for its subsidiary undertakings. The principal activity of the subsidiary undertakings is the operation of student accommodation and the provision of related facilities management services for seven AssetCos; consisting of 11,699 rooms (2022: 11,693).

Group income statement

For the six months ended 28 February 2023

	Notes	**Unaudited six months ended 28 February 2023 £'000**	Unaudited six months ended 28 February 2022 £'000
Turnover	5	**37,368**	35,241
Cost of sales		**(11,321)**	(10,024)
Gross profit		**26,047**	25,217
Operating expenses		**(8,281)**	(8,811)
Reversal of provisions	17	**-**	1,943
Operating profit	8	**17,766**	18,349
Interest receivable and similar income	9	**2,673**	59
Interest payable and similar charges	10	**(47,679)**	(44,451)
Loss on ordinary activities before taxation		**(27,240)**	(26,043)
Tax credit/(charge) on loss on ordinary activities	11	**-**	-
Loss for the financial period		**(27,240)**	(26,043)

The above results all relate to continuing operations.

The notes on pages 37 to 57 form part of these financial statements.

Group statement of comprehensive income

For the six months ended 28 February 2023

	Unaudited six months ended 28 February 2023	Unaudited six months ended 28 February 2022
	£'000	£'000
Loss for the financial year	**(27,240)**	(26,043)
Fair value movements on RPI swaps	**6,089**	(14,459)
Total other comprehensive loss	**6,089**	(14,459)
Total comprehensive loss for the period	**(21,151)**	40,502

The notes on pages 37 to 57 form part of these financial statements.

Group statement of financial position

As at 28 February 2023

	Notes	Unaudited 28 February 2023 £'000	31 August 2022 £'000
Fixed assets			
Intangible assets	12	**107,577**	109,548
Tangible assets	13	**624,697**	627,400
		732,274	**736,948**
Current assets			
Debtors: amounts falling due within one year	14	**7,831**	8,545
Cash at bank and in hand		**54,682**	52,727
		62,513	**61,272**
Creditors: amounts falling due within one year	15	**(38,438)**	(30,877)
Net current assets		**24,075**	**30,395**
Total assets less current liabilities		**756,349**	**767,343**
Creditors: amounts falling due after more than one year	16	**(873,450)**	(863,293)
Net assets excluding provisions		**(117,101)**	**(95,950)**
Provisions for liabilities	17	**(7,933)**	(7,933)
Net liabilities		**(125,034)**	**(103,883)**

Registered number: 08253967

The notes on pages 37 to 57 form part of these financial statements.

Group statement of financial position (conitnued)

	Notes	**Unaudited 28 February 2023**	31 August 2022
		£'000	£'000
Share capital and reserves			
Called-up share capital	18	**55,570**	55,570
Revaluation reserve		**106,669**	106,669
Cash flow hedge reserve		**(32,058)**	(38,147)
Profit and loss account		**(255,215)**	(227,975)
		(125,034)	**(103,883)**

Registered number: 08253967

The notes on pages 37 to 57 form part of these financial statements.

Group statement of changes in equity

For the six months ended 28 February 2023

Attributable to owners of the Parent

	Share capital	Revaluation reserve	Cash flow hedge reserve	Profit and loss account	Total equity
	£'000	£'000	£'000	£'000	£'000
At 1 September 2021	**55,570**	**47,023**	**(18,346)**	**(215,463)**	**(131,216)**
Loss for the financial period	-	-	-	(26,043)	(26,043)
Other comprehensive income	-	-	(14,459)	-	(14,459)
Balance at 28 February 2022	**55,570**	**47,023**	**(32,805)**	**(241,506)**	**(171,718)**
At 1 March 2022	**55,570**	**47,023**	**(32,805)**	**(241,506)**	**(171,718)**
Loss for the financial period	-	-	-	10,411	10,411
Transfer to profit & loss account	-	(1,212)		1,212	-
Other comprehensive income	-	60,858	(5,342)	1,908	57,424
Balance at 31 August 2022	**55,570**	**106,669**	**(38,147)**	**(227,975)**	**(103,883)**
At 1 September 2022	**55,570**	**106,669**	**(38,147)**	**(227,975)**	**(103,883)**
Loss for the financial period	-	-	-	(27,240)	(27,240)
Other comprehensive income	-	-	6,089	-	6,089
Balance at 28 February 2023	**55,570**	**106,669**	**(32,058)**	**(255,215)**	**(125,034)**

The notes on pages 37 to 57 form part of these financial statements.

Group statement of cash flows

For the six months ended 28 February 2023

	Notes	**Unaudited six months ended 28 February 2023 £'000**	Unaudited six months ended 28 February 2022 £'000
Net cash flow inflow from operating activities	19(a)	**19,981**	19,694
Investing activities			
Interest received		701	59
Net cash flow from investing activities		**701**	59
Financing activities			
Cash outflow from repayment of fixed-rate debt		**(6,965)**	(6,581)
Cash outflow from repayment of index-linked debt		**(3,073)**	(2,783)
Interest paid		**(8,689)**	(8,648)
Net cash flow from financing activities		**(18,727)**	(18,012)
Increase in cash and cash equivalents		**1,955**	1,741
Cash and cash equivalents at 1 September		**52,727**	50,993
Cash and cash equivalents at 28 February	19(b)	**54,682**	52,734

The notes on pages 37 to 57 form part of these financial statements.

Notes to the unaudited consolidated financial statements

For the six months ended 28 February 2023

1. Company information

UPP Bond 1 Holdings Limited is a limited liability company incorporated in England. The registered office is 12 Arthur Street, London, EC4R 9AB.

2. Basis of preparation

These interim financial statements have been prepared in accordance with The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for all derivative instruments and revaluation of fixed assets as specified in the accounting policies below.

The financial statements are presented in Sterling (£) which is the Group's functional currency, rounded to the nearest thousand.

For the purposes of these financial statements and the relevant notes provided the comparative period is for the six-months ended 28 February 2022 for the Statement of Comprehensive Income and 31 August 2022 for the Statement of Financial Position.

2. Basis of preparation (continued)

Basis of consolidation

The non-statutory consolidated financial statements consolidate the financial statements of UPP Bond 1 Holdings Limited and its subsidiaries using the acquisition method from the date control passes to the Group.

The Directors consider the acquisition of subsidiary undertakings by way of a share for share exchange and cash purchase of minorities from the Parent Company on 5 March 2013 and 9 December 2014 as a series of transactions and not individual transactions.

On this basis, the Directors have concluded that acquisition accounting must be applied as overall the series of transactions do not qualify for merger accounting and have prepared these financial statements accordingly.

Where the Company has used merger relief or group reconstruction relief to account for an investment in a subsidiary the difference between the fair value of the equity issues and the value of the equity issued after applying merger relief or group reconstruction relief is reinstated as another reserve on consolidation.

Going concern

Notwithstanding net liabilities the financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons.

In preparing these financial statements, the directors have considered the impact of the current inflationary environment on the ability of the Company to continue as a going concern by preparing a cash flow forecast through to 31 August 2024, modelling a severe but plausible downside scenario that demonstrates that the Company is expected to have sufficient funds to meet its obligations as they fall due over the period of at least 12 months from the date of approval of the financial statements.

A key feature of the Company's contractual arrangements with the universities, is that the university counterparty bears the risk of in-year rental income collection once students have been contracted for the rooms. In addition, there are contractual mechanisms in place that allow for rental uplifts as a result of inflation.

For the 2022/23 academic year, the Company has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Company's university counterparties will meet their payment obligations as they fall due, even in the severe but plausible downside scenario and, as a result, the risk around revenues leading to non-compliance with financial covenants for the 2022/23 year remains low. The directors consider the Company's costs to be reasonably controllable and, whilst there are likely to be increased costs arising from inflationary pressures and geopolitical issues, these are either likely to be offset by cost savings elsewhere or not considered sufficient to threaten the viability of the business.

The directors believe that the fundamentals of the student accommodation market remain supportive of the long-term success of the business.

The directors received a letter of support and confirmation from the Group's parent undertaking, UPP Group Limited that financial support will be provided to the Group, such that it is able to meet its liabilities as they fall due, in connection with the last statutory accounts and that letter of support continues in effect over the period covered by these interim financial statements and for the remainder of the financial year.

On this basis, the directors are confident that the Company will have sufficient funds to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

3. Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to exercise judgement in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses. However, the nature of estimation means that actual outcomes could differ from those estimates.

3. Judgements and key sources of estimation uncertainty (continued)

Estimates and assumptions are reviewed on an ongoing basis with revisions recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving the most sensitive estimates and assumptions that are significant to the financial statements are set out below:

Revaluation of the principal assets (note 13)

The Group has adopted a policy to revalue the principal assets every five years with an interim valuation performed in year three of the cycle and in other years if there is evidence that the value has changed significantly. The Group engages independent valuation specialists to determine the fair value of the assets every two years, with a Directors' valuation performed at any other interim period. The valuation technique employed by both the independent valuers and Directors is based on a discounted cash flow model as there is a lack of comparable market data due to the specific nature of the property assets. The determined fair value of the principal assets is most sensitive to the estimated rental growth, discount rate, as well as the long-term occupancy rates.

Valuation of RPI swaps (note 16)

UPP Bond 1 Issuer Plc, one of the Group companies, entered into derivative financial instruments, being RPI swaps, to manage the Group's exposure to RPI.

In estimating the fair value of the RPI swaps, the Group incorporates credit valuation adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements, which are subjective in nature and require significant judgement. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Group has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Goodwill useful economic life (note 12)

The Group establishes a reliable estimate of the useful economic life of goodwill arising on business combinations. Goodwill attributed to subsidiary undertakings is amortised on a straight-line basis over the remaining lease period on the principal asset held by each subsidiary. This period of amortisation represents the period over which each subsidiary undertaking acquired will continue to generate operating cash flows. For further details refer to note 12.

Impairment of non-financial assets (note 12)

The Group assesses at each reporting date whether an asset may be impaired. If any such indication exists the Group estimates recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. The recoverable amount of an asset or cash generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through impairment in profit and loss unless the asset is carried at a re-valued amount where the impairment loss of a re-valued asset is a revaluation decrease.

An impairment loss recognised for all assets is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply, except for Goodwill.

Defined benefit pension scheme (note 17)

The cost of defined benefit pension plans and other post-employment medical benefits are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and the long term nature of these plans, such estimates are subject to significant uncertainty. In determining the appropriate discount rate, management considers the interest rates of high-quality corporate bonds in the respective currency, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables.

3. Judgements and key sources of estimation uncertainty (continued)

Future salary increases and pension increases are based on expected future inflation rates.

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Presentation of the principal asset (note 13)

Rent receivable is generated from the Group's interests in university accommodation.

These interests fall within the scope of Section 34 of FRS 102, however, due to the transitional relief adopted in relation to service concession arrangements, the Group continues to account for all its principal assets applying the policies under the extant UK GAAP, FRS 5 (Application Note F).

Each year the Group applies judgement in assessing the status of these interests, in accordance with the provisions of FRS 5 (Application Note F), assessing the balance of the significant risks and rewards of ownership of the asset. The appropriate balance sheet treatment of these interests is to treat the asset as a finance receivable asset where the Group does not have the majority of significant risks and rewards. Where it does, the asset is treated as a tangible fixed asset.

The directors consider the balance of the risks and rewards lies with the Group due to the Group taking the key demand risk and therefore the assets are treated as tangible fixed assets.

Classification of index-linked financial instruments (note 16)

The Group's index linked senior secured notes are fully amortising with both principal repayments and real interest adjusted semi-annually by the change in the RPI index. Management have concluded that despite both principal and interest being linked to RPI, these links are not leveraged because both principal and interest repayment obligations change in the same proportion and therefore the condition in paragraph 11.9(a) and paragraph 11.9(aA) is met and the Group's index linked financial instruments are classified as basic and carried at amortised cost.

Hedge accounting for inflation swaps (note 16)

The Group has chosen to apply hedge accounting for all hedging instruments which are in a qualifying hedging relationship under FRS 102 Section 12. Significant judgement is exercised in concluding that future inflationary increases or decreases in rent receivable from university partners are separately identifiable and reliably measurable components of the rental income which ensures the inflation component of rental income and the related RPI swaps are in a hedging relationship which meets the qualifying criteria for hedge accounting under Section 12 of FRS 102.

4. Principal accounting policies

(a) Tangible fixed assets

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment. Depreciation is calculated so as to write off the cost of the tangible fixed assets, less any residual value, over the expected useful economic lives of the assets concerned once construction is complete. The principal rates of depreciation used for this purpose are:

Assets for use in operating leases – annuity method over the term of the lease.

The economic benefit of the principal assets for use in operating leases is the return on assets invested into the financing arrangement with the relevant university. The annuity method takes into account the cost of capital notionally invested in the principal asset. Notional interest calculated using the relevant Group's actual weighted cost of capital and depreciation combined will give an approximately constant charge to revenue.

The Group has adopted a policy to revalue the principal asset every five years with an interim valuation performed in year three of the cycle and in other years if there is evidence that the value has changed significantly. The movement in fair value is recognised in other comprehensive income and accumulated in equity in a revaluation reserve, except that a deficit which is in excess of any previously recognised surplus over depreciated cost relating to the same property, or the reversal of such a deficit, is charged to the profit and loss account.

4. Principal accounting policies (continued)

A deficit which represents a clear consumption of economic benefits is charged to the profit and loss account regardless of any such previous surplus.

Where depreciation charges are increased following a revaluation, an amount equal to the increase is transferred annually from the revaluation reserve to the profit and loss account as a movement on reserves.

At each reporting date the Group assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

(b) Turnover

Rent receivable is recognised on straight line basis of the amount receivable in respect of the rental period. Amounts received in advance are included within deferred income.

(c) Intangible assets

Goodwill arising on acquisition of subsidiary undertakings is the difference between the fair value of consideration paid and the fair value of the net assets acquired from the date that control passes.

Goodwill attributed to the subsidiary undertakings is amortised on a basis over the remaining lease period on the principal asset held by each subsidiary. This period of amortisation is greater than 20 years but represents the period over which each subsidiary undertaking acquired will continue to generate operating cash flows.

(d) Investment in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

(e) Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Impairment is determined by making an estimate of the likely recoverable value of short-term debtors by considering factors such as the credit rating, the aging profile and the historic experience of the respective debtor.

(f) Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than 95 days from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

(g) Interest bearing loans and borrowings

Fixed rate senior secured notes, index-linked senior secured notes and subordinated loan notes are initially measured at transaction price, net of transaction costs. They are then subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash flows through the expected life of the financial liability, or (where appropriate) a shorter year, to the net carrying amount on initial recognition.

Where the financial liability has variable cash flows, such as the index-linked interest and principal repayments, the change in RPI is charged to the profit and loss in the period to which it relates.

(h) Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at transaction price, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

4. Principal accounting policies (continued)

(i) Derivative instruments

To mitigate its exposure to changes in inflation, the Group has entered into inflation-linked swaps ('RPI swaps') with external counterparties. All derivative instruments are initially measured at fair value on the date the contract is entered into and subsequently re measured to fair value at each reporting date. The gain or loss on re measurement is taken to the income statement in finance cost or finance income as appropriate, unless they are included in a hedging arrangement.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair values of inflation swap contracts are determined by calculating the present value of the estimated future cash flows using observable yield curves.

(j) Hedge accounting

The Group applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings and rental income. The Group designates all its derivative financial instruments, which meet the qualifying conditions for hedge accounting, as cash flow hedges:

Inflation swaps are held to manage the Group's exposure to changes in RPI. The Group's rental income from student accommodation is linked to RPI and the swap contacts manage the exposure to RPI by swapping RPI annual rate changes with a fixed rate.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised in other comprehensive income directly in cash flow hedge reserve. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the profit and loss account.

The gain or loss recognised in other comprehensive income is reclassified to the income statement when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is de-recognised or the hedging instrument is terminated.

The Group has elected to adopt hedge accounting for all its swaps which meet the qualifying criteria for hedge accounting under Section 12 of FRS 102.

(k) Interest payable & similar charges

Interest payable & similar charges, comprising interest payable on loans and subordinated loan notes and the costs incurred in connection with the arrangement of borrowings are recognised in the income statement using the effective interest method. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument unless the capital instrument is subsequently carried at fair value in which case the initial issue costs are expensed in the profit and loss account.

Interest payable & similar charges also include losses or gains arising on any ineffective portion of fair value changes of designated for hedge accounting derivative instruments. Any movements in fair value of derivative instruments designated for hedge accounting that are effective are recognised in other comprehensive income as finance gains or losses.

(l) Borrowing costs

Borrowing costs directly attributable to the acquisition and construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(m) Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company and the Group operate and generate income.

4. Principal accounting policies (continued)

Deferred tax is calculated on a non-discounted basis using the tax rates and laws that that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference. Group relief is only accounted for to the extent that a formal policy is in place at the reporting period end. Where no policy is in place, current and deferred tax is measured before benefits which may arise from a formal group relief policy.

(n) Related party transactions

The Group is a wholly owned subsidiary of UPP Group Holdings Limited and as such the company has taken advantage of the terms of FRS 102.33.1A not to disclose related party transactions which are eliminated on consolidation.

(o) Defined contribution pension scheme

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Group income statement when they fall due. Amounts not paid are shown in accruals as a liability in the Group statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

(p) Defined benefit pension plan

The Group operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including but not limited to age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the Group statement of financial position in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the Group statement of financial position date less the fair value of plan assets at the balance sheet date (if any) out of which the obligations are to be settled.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Group engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating to the estimated period of the future payments (‘discount rate’).

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Group’s policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as ‘re-measurement of net defined benefit liability’.

The cost of the defined benefit plan, recognised in income statement as employee costs, except where included in the cost of an asset, comprises:

a) the increase in net pension benefit liability arising from employee service during the period; and

b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in income statement as a ‘finance expense’.

(q) Interest income

Interest income is recognised in the Group income statement using the effective interest method.

5. Turnover

Turnover represents income, on the basis of accounting policy 4(b), was attributed to the provision of student accommodation.

All turnover arose within the United Kingdom.

Back to contents

6. Directors' remuneration

The immediate subsidiary undertaking, UPP Bond 1 Limited, paid fees of £12,553 (2022: £6,893) to Intertrust Management Limited in respect of services performed in connection with the management of the affairs of the Group for the period up to 28 February 2023.

All Directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the Group are considered to be key management personnel.

No Directors or other key management personnel of the Group received payment for services performed in relation to the management of the Group other than already mentioned above.

7. Staff costs

	Unaudited six months ended 28 February 2023 £'000	Unaudited six months ended 28 February 2022 £'000
Wages and salaries	**3,471**	3,244
Social security costs	**305**	235
Pension costs	**182**	63
	3,958	3,542

8. Operating profit

The operating profit is stated after charging:

	Unaudited six months ended 28 February 2023 £'000	Unaudited six months ended 28 February 2022 £'000
Depreciation	**2,703**	2,454
Amortisation of goodwill	**1,971**	1,971

9. Interest receivable and similar income

	Unaudited six months ended 28 February 2023 £'000	Unaudited six months ended 28 February 2022 £'000
Bank interest	**747**	59
Financial assets measured at fair value through profit or loss		
Fair value movement on RPI swaps	**1,926**	-
	2,673	59

10. Interest payable and similar charges

	Unaudited six months ended 28 February 2023 £'000	Unaudited six months ended 28 February 2022 £'000
Financial liabilities measured at amortised cost		
Fixed-rate senior secured notes	**6,625**	6,608
Index-linked senior secured notes	**18,688**	10,328
Unsecured loan notes	**22,312**	22,278
Amortised cost adjustment on unsecured loan notes	**54**	-
	47,679	39,214
Financial liabilities measured at fair value through profit or loss		
Fair value movement on RPI swaps	**-**	5,237
	47,679	44,451

Back to contents

11. Tax on loss on ordinary activities

UPP REIT Holdings Limited is a Real Estate Investment Trust ('REIT'). As a result, the deferred tax accrued to the date of conversion in respect of assets and liabilities of the qualifying property rental business has been released due to the relevant temporary differences no longer being taxable on reversal.

Additionally the Group no longer pays UK corporation tax on profits and gains from qualifying property rental business providing it meets certain conditions. Non-qualifying profits and gains continue to be subject to UK corporation tax as normal. During the period ended 28 February 2023 the tax charge on ordinary activities was £nil (2022: £nil)

On 3 March 2021, it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023, which was enacted in May 2021.

12. Intangible fixed assets

	Goodwill £'000
Cost	
At 1 September 2022 and at 28 February 2023	**145,035**
Amortisation	
At 1 September 2022	(35,487)
Charge for the period	(1,971)
At 28 February 2023	**(37,458)**
Net book value	
At 28 February 2023	**107,577**
At 31 August 2022	109,548

Goodwill arose on the acquisition of UPP (Alcuin) Limited, UPP (Broadgate Park) Holdings Limited, UPP (Kent Student Accommodation) Limited, UPP (Nottingham) Limited, UPP (Oxford Brookes) Limited, UPP (Plymouth Three) Limited and UPP (Exeter) Limited by UPP Bond 1 Limited, a subsidiary undertaking, and is the difference between the consideration given and the fair value of the net assets acquired.

Goodwill is amortised on a straight-line basis over the remaining lease period on the principal asset held by each of the subsidiaries which expire between 2048 and 2058. This period of amortisation is greater than 20 years but represents the period over which the subsidiary undertaking acquired will continue to generate operating cash flows. The Group has not identified any indicators of impairment during the period.

13. Tangible fixed assets

	Goodwill £'000
Cost or valuation	
At 1 September 2022 and at 28 February 2023	**627,400**
Depreciation	
At 1 September 2022	-
Charge during the period	(2,703)
At 28 February 2023	**(2,703)**
Net book value	
At 28 February 2023	**624,697**
At 31 August 2022	627,400

Fixed assets include finance costs up to the date of completion of £16,771k (2022: £16,771k), these have been capitalised at 100%.

Assets used in operating leases were independently valued by Jones Lang LaSalle ('JLL'), Chartered Surveyors, on an existing-use basis at 31 August 2022 in accordance with the Appraisal and Valuation Manual of The Royal Institution of Chartered Surveyors. JLL have confirmed that the value as at that date was £627,400k.

The critical assumptions made in relation to the valuation are set out below:

- Discount rates 7.90% - 8.50%
- Occupancy rates 99%
- Long term annual rental growth 3%

The historic cost of tangible assets held at valuation, should these be measured using the cost model is as follows:

	£'000
At 31 August 2022	535,159
Accumulated depreciation	(41,566)
At 28 February 2023	**493,593**

14. Debtors: amounts falling due within one year

	Unaudited 28 February 2023 £'000	31 August 2022 £'000
Trade debtors	95	246
Amounts owed by related parties	2,980	3,256
Prepayments and accrued income	382	540
VAT receivable	1	130
Group relief receivable	4,373	4,373
	7,831	**8,545**

Amounts owed by related parties are interest free and repayable on demand.

15. Creditors: amounts falling due within one year

	Unaudited 28 February 2023	31 August 2022
	£'000	£'000
Fixed-rate senior secured notes	**8,880**	8,177
Index-linked senior secured notes	**5,971**	6,264
Trade creditors	**(419)**	1,032
Accruals and deferred income	**20,335**	10,253
Amounts owed to related parties	**3,671**	5,151
	38,438	30,877

The amounts owed to related parties are interest free and repayable on demand.

16. Creditors: amounts falling due after more than one year

	Unaudited 28 February 2023	31 August 2022
	£'000	£'000
Fixed rate senior secured notes	**249,308**	256,052
Index-linked senior secured notes	**252,552**	239,281
Unsecured loan notes	**343,263**	331,208
Derivative financial instruments	**43,178**	51,193
	888,301	877,734
Less: included in creditors amounts falling due within one year	**(14,851)**	(14,441)
	873,450	863,293

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

	Unaudited 28 February 2023 £'000	31 August 2022 £'000
Maturity of debt		
Repayable within one year or on demand	**14,851**	14,441
Repayable in more than one year but less than two years	**15,993**	15,760
Repayable in more than two years but less than five years	**54,931**	53,811
Repayable in more than five years	**802,526**	793,722
	888,301	877,734
Less: included in creditors amounts falling due within one year	**(14,851)**	(14,441)
	873,450	863,293

Senior secured notes

On 5 March 2013 one of the Group's subsidiary undertakings, UPP Bond 1 Issuer plc, issued £307,100,000 of fully-amortising fixed-rate senior secured notes and £75,000,000 of fully-amortising RPI index-linked senior secured notes, listed on the Irish Stock Exchange. The proceeds of this issuance were on-lent on the same terms and conditions to six other subsidiary undertakings to enable them to repay their previous bank facilities and associated costs.

The fixed-rate senior secured notes are fully-amortising by 2040 and bear interest at 4.9023%, with repayments commencing on 30 August 2013.

The index-linked senior secured notes are fully-amortising by 2047 with a real interest rate of 2.7291% increasing semi-annually by RPI. The notional amount of these notes at issuance was £75,000,000 and repayments are scheduled to commence in August 2038.

On the same day the Group entered into derivative financial instruments, being RPI swaps. This is to manage the exposure to RPI movements on the underlying portion of revenue streams generated by the Group used to repay the fixed-rate senior secured notes.

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

On 9 December 2014, UPP Bond 1 Issuer plc, issued £149,700,000 of fully-amortising RPI index-linked senior secured notes, listed on the Irish Stock Exchange. The proceeds of this issuance were on-lent on the same terms and conditions to UPP (Exeter) Limited to enable the Company to repay its previous bank facilities and associated costs.

The index-linked senior secured notes are fully-amortising by 2049 with a real interest rate of 1.037% increasing semi-annually by RPI. The notional amount of these notes at issuance was £149,700,000 with repayments commencing in February 2015.

The senior notes above are secured under a debenture deed. Under the terms of the debenture, the finance provider, UPP Bond 1 Issuer plc, has security by way of a first legal mortgage over all estates or interests in the leasehold properties and buildings and fixtures on those properties, as well as security over all other assets of the Group by way of fixed and floating charges.

Unsecured loan notes

UPP Group Limited has provided unsecured loan notes of £146,669,000. These loan notes bear interest at 13.5% and are repayable by 2057. Payment of interest is subject to the Group passing lock up tests and availability of cash reserves.

Derivative financial instruments

	Cash flow hedge reserve	Profit and loss account	Total
	£'000	£'000	£'000
Fair value of RPI swaps at 1 September 2022	(38,147)	(13,046)	(51,193)
Fair value movement in the period	6,089	1,926	8,015
Fair value of RPI swaps at 28 February 2023	**(32,058)**	**(11,120)**	**(43,178)**

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of these swaps is determined using discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, spot and forward rates, as well as option volatility.

The Company incorporates credit valuation adjustments and debit value adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

17. Provisions for liabilities

	Provisions	Pension liability	Total
	£'000	£'000	£'000
At 1 September 2022	7,740	193	7,933
Release of provisions	-	-	-
At 28 February 2023	**7,740**	**193**	**7,933**

During the previous financial year, following detailed inspections, the Group identified various remediation works that need to be carried out at buildings at the University of Kent. Accordingly a provision of £7,500k was recognised, as the Directors believe the Group has a present obligation, it is probable that transfer of economic benefit will be required, and the obligation can be reliably estimated. The amount recognised is based on the Group's best estimate of the transfer of economic benefit.

During the year ended 31 August 2021 a provision of £3,999k was raised for works required at the University of Plymouth. Whilst the works have reached practical completion it is anticipated that £240k of costs remain.

18. Called-up share capital

	28 February 2023	31 August 2022
	£'000	£'000
Issued, allotted, called-up and fully-paid		
55,570,409 Ordinary shares of £1 each	**55,570**	55,570

On 15 October 2012 the Company issued 1 ordinary share of £1 each at par. On 16 January 2013 the company issued 50,000 ordinary shares of £1 each at par for cash consideration.

On 5 March 2013 the company issued 32,884,298 ordinary shares of £1 each at par in exchange for the issued share capital in six subsidiary undertakings owned by UPP Group Limited. On the same day the company also issued 3,914,429 ordinary shares of £1 each at par for cash consideration.

On 9 December 2014 the company issued 18,721,682 ordinary shares of £1 each at par in exchange for the issued share capital in UPP (Exeter) Limited owned by UPP Group Limited.

The Ordinary shares have full voting, dividend, and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

19. Notes to the statement of cash flows

(a) Reconciliation of operating profit to net cash inflow from operating activities:

	Unaudited six months ended 28 February 2023 £'000	Unaudited six months ended 28 February 2022 £'000
Operating profit	**17,766**	18,349
Depreciation	**2,703**	2,454
Goodwill amortisation	**1,971**	1,971
Release of provisions	**-**	(1,943)
Decrease / (Increase) in debtors due within one year	**483**	(606)
Increase/ (Decrease) in creditors due within one year	**(2,942)**	(531)
Decrease in creditors due within one year	**19,981**	**19,694**

(b) Cash and cash equivalents comprise the following:

	At 28 February 2023 £'000	At 28 February 2022 £'000
Cash at bank and in hand	**54,574**	22,716
Short-term deposits	**108**	30,018
Cash and cash equivalents	**54,682**	**52,734**

20. Financial risk management

The use of financial instruments is managed under policies and procedures approved by the Board. These are designed to reduce the financial risks faced by the Group, which relate to interest, inflation and liquidity risks as well as demand and portfolio risk which arise in the normal course of the Group's business.

Interest rate risk

Through the issue of fixed rate loan notes the Group has mitigated its exposure to interest rate fluctuations on that portion of its borrowings. The index-linked loan notes have a real fixed rate that is linked to RPI (see below).

Inflation rate risk

The Group funds its financing activities through the provision of student accommodation and rental income received on this accommodation. Growth in rental income is linked to the movement in RPI and the Group manages the exposure to this index through a mix of inflation-linked debt and the use of RPI swaps to hedge a portion of the fixed rate debt servicing costs.

20. Financial risk management (continued)

To mitigate the impact of inflation movements on future rental income and the Group's ability to service the fixed rate tranche of the bond debt UPP Bond 1 Issuer Plc, a fellow Group undertaking, has entered into RPI swaps with external counterparties all initially entered into on 5 March 2013, details of which are as follows:

External hedge arrangements

- a 27 year RPI swap with Royal Bank of Canada commencing in August 2013 and finishing in February 2040
- a 24 year RPI swaps with Royal Bank of Canada commencing in June 2016 and finishing in February 2040
- a 27 year RPI swap with Mitsubishi UFJ Securities International plc commencing in March 2013 and finishing in February 2040

The notional amounts swapped for each year have been determined with reference to a percentage of the fixed rate bond servicing costs, and split equally over the hedge counterparties. On each of these swap arrangements the hedge counterparty pays or receives a fixed amount and the company pays or receives a floating amount.

These instruments with matching derivative instruments are on–lent to six AssetCos. This is to manage the exposure of the Group to RPI movements from loan receipts from AssetCos where revenue streams are sensitive to inflation rate risk.

Hedge arrangements with fellow group undertakings

- a 26 year RPI swap with UPP (Alcuin) Limited commencing in February 2014 and finishing in February 2040
- a 26 year RPI swap with UPP (Broadgate Park) Holdings Limited commencing in February 2014 and finishing in February 2040
- a 26 year RPI swap with UPP (Kent Student Accommodation) Limited commencing in February 2014 and finishing in February 2040
- a 26 year RPI swap with UPP (Nottingham) Limited commencing in February 2014 and finishing in February 2040
- a 26 year RPI swap with UPP (Oxford Brookes) Limited commencing in February 2014 and finishing in February 2040
- a 26 year RPI swap with UPP (Plymouth Three) Limited commencing in February 2014 and finishing in February 2040

The notional amounts swapped for each year have been determined with reference to a percentage of the debt servicing costs of the fixed rate tranche of the relevant AssetCo on-loan agreement with Bond 1 Issuer Plc.

RPI swaps are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged.

Due to limitations on the application of hedge accounting, volatility has been introduced into the income statement as market value movements are not fully offset by movements in the underlying hedged item within each period and/or hedging items do not meet the qualifying criteria of being separately identifiable and reliably measurable. We note, however, that these limitations within Section 12 do not impact the Group's cash flow position. The reasons for entering into RPI swaps remain commercially sound, that is they are intended to be held to maturity in order to reduce volatility in the Group's cash flows.

20. Financial risk management (continued)

Liquidity risk

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and debt servicing and by investing cash assets safely and profitably. The Group's facility agreements require adequately funded reserve accounts which provide further mitigation against liquidity risk. The maturity of borrowings is set out in note 16 to the financial statements.

Terms and debt repayment schedule

	Currency	Effective interest rate (%)	Year of maturity	Book value £'000
Fixed-rate senior secured notes	£	4.9023%	2040	249,308
Index-linked senior secured notes (issued 2013)	£	2.7291%	2047	103,365
Index-linked senior secured notes (issued 2014)	£	1.0370%	2049	149,187
Unsecured loan notes (issued 2013)	£	13.500%	2056	343,263
				845,123

Demand risk

The Group is subjected to risks arising from occupancy voids and lack of nominations by the university partners, which can lead to uncertain revenues. This risk is managed by maintaining strong relationships with the university, improved marketing of accommodation and improved third party revenues to compensate for any shortfalls in rental income.

Portfolio risk

The assets of the Group are in the student market and reduced student numbers could impact upon financial performance. The Group seeks to mitigate this risk by building excellent long-term relationships with each of its university partners and ensuring up to date in depth market analysis is completed each year to enable the Group to review its strategic position. The criteria with which the Group selects partners includes creditworthiness and a strong profile with which to attract students over the long term.

Back to contents

21. Financial instruments

The carrying amounts of financial instruments by categories shown in the statement of financial position are as follows:

	Carrying amount at 28 February 2023 £'000	Carrying amount at 31 August 2022 £'000
Financial assets		
Financial assets measured at fair value:		
Trade debtors	**95**	246
Related party receivable	**7,353**	7,629
Total financial assets measured at amortised cost	**7,448**	**7,875**
Financial liabilities		
Financial liabilities measured at amortised cost:		
Fixed-rate senior secured notes	**249,308**	256,052
Index-linked senior secured notes	**252,552**	239,281
Unsecured loan notes	**343,263**	331,208
Trade creditors	**(419)**	1,030
Accruals (minus deferred income)	**8,172**	9,416
Other related party loans	**3,671**	5,151
Total financial liabilities measured at amortised cost	**856,547**	**842,138**
Financial assets measured at fair value		
Derivative financial liability	**43,178**	51,193
Total financial liabilities measured at fair value	**43,178**	**51,193**

22. Parent undertaking and controlling party

The Group is wholly owned by UPP Group Limited, a company itself a wholly owned subsidiary of UPP Group Holdings Limited, in turn wholly owned by UPP REIT Holdings Limited. The parent undertaking of the largest group of which the Company is a member and of which group accounts are prepared is UPP REIT Holdings Limited.

UPP REIT Holdings Limited is controlled by a 60% stake held by PGGM Infrastructure Fund ("PGGM"), incorporated in The Netherlands.

The ultimate controlling party is PGGM by virtue of their majority shareholdings. Copies of the UPP REIT Holdings Limited accounts can be obtained from www.upp-ltd.com, once they have been published.

The parent undertaking of the smallest group of which the Company is a member and for which Group accounts are prepared is UPP Bond 1 Holdings Limited.

Copies of the UPP Bond 1 Holdings Limited accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ once they have been filed.

www.upp-ltd.com