

**Custodian Property Income REIT plc**

("the Company" or "Custodian Property Income REIT")

**Final results for the year ended 31 March 2023**

Custodian Property Income REIT (LSE: CREI), which seeks to deliver an enhanced income return by investing in a diversified portfolio of smaller regional, core/core-plus properties across the UK, today announces its final results for the year ended 31 March 2023.

Commenting on the final results, David Hunter, Chairman of Custodian Property Income REIT, said:

"Our strategy of investing in smaller, regional, core/core-plus property demonstrated its relative resilience and defensive qualities this year as the market corrected to the new interest rate environment, with the Company's portfolio experiencing a 11.8% like-for-like decline in valuations compared to a 17% market decrease.

"Since the year end we are beginning to see some optimism returning to real estate markets following six months of economic turbulence. Valuations appear to have largely stabilised and the Company saw a return to a positive quarterly NAV total return per share in Q4.

"Recurring (EPRA) earnings per share of 5.6p for the year compares to 5.9p in 2022 and 5.6p in 2021. While capital valuations have fluctuated, the underlying occupational property market has remained strong, maintaining relatively stable income returns.

"Capturing rental growth to support earnings is a key focus of the Investment Manager in the coming year. In an inflationary environment and with a lack of supply of modern, smaller regional properties we expect to see continued rental growth. It will be this growth in income that is likely to form the greater component of total return over the next phase of the property market and we believe that Custodian Property Income REIT's strong income yielding portfolio, supported by higher-than-peer group EPRA earnings, will underpin shareholder returns."

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## Custodian Property Income REIT plc Annual Report and Accounts 2023

Custodian Property Income REIT plc (“Custodian Property Income REIT” or “the Company”) is a UK real estate investment trust (“REIT”) which seeks to deliver an enhanced income return by investing in a diversified portfolio of smaller, regional, core/core-plus properties let to predominantly institutional grade tenants across the UK.

### Property highlights

|   | 2023   |  |
|---|--------|--|
|   | £m     | Comments   |
| Portfolio value                             | 613.6  |  |
| Property valuation decreases <sup>1</sup> : | (91.6) | Market movements due to rising interest rates and inflation, largely reversing the £94.0m of gains in the prior year, explained further in the Investment Manager’s report   |
| Property acquisitions <sup>2</sup>          | 52.6   | <ul style="list-style-type: none"> <li>• £15.0m retail park in Nottingham</li> <li>• £11.1m distribution unit near Glasgow</li> <li>• £8.9m retail warehouses in Droitwich and Measham</li> <li>• £7.5m industrial facility in Grangemouth</li> <li>• £3.6m high street retail units in Winchester</li> <li>• £3.5m industrial unit in Chesterfield</li> <li>• £3.0m drive-through restaurants in York</li> </ul>  |
| Capital investment                          | 11.1   | <p>Primarily comprising:</p> <ul style="list-style-type: none"> <li>• £3.6m redeveloping an industrial site in Redditch</li> <li>• £3.6m refurbishing industrial assets in Avonmouth and Winsford, offices in Manchester, a retail warehouse in Swindon and a leisure asset in Crewe</li> <li>• £1.2m invested in electric vehicle chargers and photovoltaics at various sites</li> </ul>  |
| Profit on disposal <sup>3</sup>             | 4.4    | <p>Sale proceeds of £28.8m at an aggregate 18% premium to valuation comprising:</p> <ul style="list-style-type: none"> <li>• £9.3m shopping centre in Gosforth</li> <li>• £8.5m industrial unit in Milton Keynes</li> <li>• £5.6m Audi dealership in Derby</li> <li>• £2.8m business park offices in Leicester</li> <li>• £1.4m industrial unit in Kilmarnock</li> <li>• £0.7m high street retail unit in Weston-Super-Mare</li> <li>• £0.5m high street retail unit in Bury St Edmunds</li> </ul> |

<sup>1</sup> Before acquisition costs of £3.4m.

<sup>2</sup> Before acquisition costs of £3.4m.

<sup>3</sup> Net of disposal costs of £0.2m.

## Financial highlights and performance summary

|   | 2023           | 2022   | Comments   |
|---|----------------|--------|--|
| <i>Returns</i>  |                |        |  |
| *EPRA <sup>4</sup> earnings per share <sup>5</sup>    | <b>5.6p</b>    | 5.9p   | Decreased due to increases in interest rates applicable to variable rate borrowing and professional fee inflation            |
| Basic and diluted earnings per share <sup>6</sup>     | <b>(14.9p)</b> | 28.5p  | Loss for the year a result of £91.6m valuation decreases caused by market sentiment around interest rate rises and inflation |
| (Loss)/profit before tax (£m)                         | <b>(65.8)</b>  | 122.3  |  |
| Dividends per share <sup>7</sup>                      | <b>5.5p</b>    | 5.25p  | Target dividend per share for the year ended 31 March 2024 of not less than 5.5p   |
| *Dividend cover <sup>8</sup>                          | <b>102.2%</b>  | 110.3% | In line with the Company's policy of paying fully covered dividends  |
| *NAV total return per share <sup>9</sup>              | <b>(12.5%)</b> | 28.4%  | 4.6% dividends paid (2022: 5.8%) and a 17.1% capital decrease (2022: 22.6% capital increase)                                 |
| *Share price total return <sup>10</sup>               | <b>(7.0%)</b>  | 17.0%  | Share price decreased from 101.8p to 89.2p during the year   |
| <i>Capital values</i>                                 |                |        |  |
| NAV and *EPRA NTA <sup>11</sup> (£m)                  | <b>437.6</b>   | 527.6  | Decreased due to £91.6m of valuation decreases   |
| NAV per share and *NTA per share                      | <b>99.3p</b>   | 119.7p |  |
| *Net gearing <sup>12</sup>                            | <b>27.4%</b>   | 19.1%  | Broadly in line with the Company's 25% target  |
| *Weighted average cost of drawn debt facilities       | <b>3.8%</b>    | 3.0%   | Base rate (SONIA) increased from 0.7% to 4.2% during the year  |
| <i>Costs</i>  |                |        |  |
| *Ongoing charges ratio <sup>13</sup> ("OCR")          | <b>1.96%</b>   | 1.94%  | Increases in ESG compliance and professional fee inflation   |
| *OCR excluding direct property expenses <sup>14</sup> | <b>1.23%</b>   | 1.20%  |  |

4 The European Public Real Estate Association ("EPRA").

5 Profit after tax, excluding net gains or losses on investment property, divided by weighted average number of shares in issue.

6 Profit after tax divided by weighted average number of shares in issue.

7 Dividends paid and approved for the year.

8 Profit after tax, excluding net gains or losses on investment property, divided by dividends paid and approved for the year.

9 Net Asset Value ("NAV") movement including dividends paid during the year on shares in issue at 31 March 2022.

10 Share price movement including dividends paid during the year.

11 EPRA net tangible assets ("NTA") does not differ from the Company's IFRS NAV or EPRA NAV.

12 Gross borrowings less cash (excluding rent deposits) divided by property portfolio value.

13 Expenses (excluding operating expenses of rental property recharged to tenants) divided by average quarterly NAV.

14 Expenses (excluding operating expenses of rental property) divided by average quarterly NAV.

## Environmental

|  |                     |                |               |        |  |
|--|---------------------|----------------|---------------|--------|--|
| *Weighted performance rating <sup>15</sup> | average certificate | energy ("EPC") | <b>C (58)</b> | C (61) | Continued improvements in the environmental performance of the portfolio |
|--|---------------------|----------------|---------------|--------|--|

*\*Alternative performance measures* - the Company reports alternative performance measures ("APMs") to assist stakeholders in assessing performance alongside the Company's results on a statutory basis, set out above. APMs are among the key performance indicators used by the Board to assess the Company's performance and are used by research analysts covering the Company. The Company uses APMs based upon the EPRA Best Practice Recommendations Reporting Framework which is widely recognised and used by public real estate companies. Certain other APMs may not be directly comparable with other companies' adjusted measures and APMs are not intended to be a substitute for, or superior to, any IFRS measures of performance. Supporting calculations for APMs and reconciliations between APMs and their IFRS equivalents are set out in Note 22.

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<sup>15</sup> Weighted by passing rent or ERV if vacant. For properties in Scotland, English equivalent EPC ratings have been obtained.

## Business model and strategy

### *Purpose*

Custodian Property Income REIT offers investors the opportunity to access a diversified portfolio of UK commercial real estate through a closed-ended fund. The Company seeks to provide investors with an attractive level of income and the potential for capital growth from a portfolio with strong environmental credentials, becoming the REIT of choice for private and institutional investors seeking high and stable dividends from well-diversified UK real estate.

The Board also recognises the importance of stakeholder interests and keeps these at the forefront of business and strategic decisions, ensuring the Company:

- Understands and meets the needs of its occupiers, owning fit for purpose properties with strong environmental credentials in the right locations which comply with necessary safety regulations;
- Protects and improves its stable cash flows with long-term planning and decision making, implementing its policy of paying sustainable dividends fully covered by recurring earnings and securing the Company's future; and
- Adopts a responsible approach to communities and the environment, actively seeking ways to minimise the Company's impact on climate change and providing the real estate fabric of the economy, giving employers a place of business.

### *Investment Policy*

The Company's investment policy<sup>16</sup> is summarised below:

- To invest in a diverse portfolio of UK commercial real estate, principally characterised by individual property values of less than £15m at acquisition<sup>17</sup>.
- The property portfolio should be diversified by sector, location, tenant and lease term, with a maximum weighting to any one property sector or geographic region of 50%.
- To acquire modern buildings or those considered fit for purpose by occupiers, focusing on areas with:
  - High residual values;
  - Strong local economies; and
  - An imbalance between supply and demand.

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<sup>16</sup> A full version of the Company's Investment Policy is shown in the Investment Policy section of this Annual Report and available at [custodianreit.com/wp-content/uploads/2022/09/CREIT-Investment-policy-updated-31\\_8\\_22.pdf](https://custodianreit.com/wp-content/uploads/2022/09/CREIT-Investment-policy-updated-31_8_22.pdf).

<sup>17</sup> The Board proposes removing this upper lot-size limit at the Company's forthcoming AGM, subject to FCA approval.

- No one tenant or property should account for more than 10% of the rent roll at the time of purchase, except for:
  - Governmental bodies or departments; or
  - Single tenants rated by Dun & Bradstreet as having a credit risk score worse than two<sup>18</sup>, where exposure may not exceed 5% of the rent roll.
- The Company will not undertake speculative development, except for the refurbishment or redevelopment of existing holdings, but may invest in forward funding agreements where the Company may acquire pre-let development land and construct investment property with the intention of owning the completed development.
- The Company may use gearing provided that the maximum loan-to-value ("LTV") shall not exceed 35%, with a medium-term net gearing target of 25% LTV.

The Board reviews the Company's investment objectives at least annually to ensure they remain appropriate to the market in which the Company operates and in the best interests of shareholders.

#### *Differentiated property strategy*

The Company's portfolio is focused on smaller, regional, core/core-plus assets which helps achieve our target of high and stable dividends from well-diversified real estate by offering:

- An enhanced yield on acquisition – with no need to sacrifice quality of property/location/tenant or environmental performance for income and with a greater share of value in 'bricks and mortar';
- Greater diversification – spreading risk across more assets, locations and tenants and offering more stable cash flows; and
- A higher income component of total return – driving out-performance with forecastable and predictable returns.

Success in achieving the Company's performance and ESG objectives is, in part, measured by performance against key performance indicators set out in detail in the Financial review and ESG Committee reports respectively. The Principal risks and uncertainties section of the Strategic Report sets out potential risks in achieving the Company's objectives.

Richard Shepherd-Cross, Investment Manager, commented: "Our smaller-lot specialism has consistently delivered significantly higher yields without exposing shareholders to additional risk".

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<sup>18</sup> A risk score of two represents "lower than average risk".

## *Growth strategy*

The Board is committed to seeking further growth in the Company to increase the liquidity of its shares and reduce ongoing charges. Our growth strategy involves:

- Organic growth through share issuance at a premium to NAV;
- Broadening the Company's shareholder base, particularly through further penetration into online platforms;
- Becoming the natural choice for private clients and wealth managers seeking to invest in UK real estate;
- Taking market share from failing open-ended funds; and
- Strategic property portfolio acquisitions and corporate consolidation.

The Board ensures that property fundamentals are central to all decisions.



*Diverse portfolio*

| Top 10 tenants                       | Asset locations   | Annual<br>passing rent<br>(£m) | % portfolio<br>income |
|--------------------------------------|---|--------------------------------|-----------------------|
| Menzies Distribution                 | Aberdeen, Edinburgh, Glasgow,<br>Ipswich, Norwich, Dundee,<br>Swansea, York | 1.5                            | 3.7%                  |
| B&M Retail                           | Swindon, Ashton-under-Lyne,<br>Plymouth, Carlisle                           | 1.3                            | 3.0%                  |
| Wickes Building Supplies             | Winnersh, Burton upon Trent,<br>Southport, Nottingham                       | 1.2                            | 2.8%                  |
| B&Q                                  | Banbury, Weymouth   | 1.0                            | 2.4%                  |
| Matalan                              | Leicester, Nottingham   | 1.0                            | 2.3%                  |
| DFS                                  | Droitwich, Measham  | 0.9                            | 2.1%                  |
| First Title (t/a Enact Conveyancing) | Leeds   | 0.6                            | 1.5%                  |
| Homebase                             | Leighton Buzzard, Cromer  | 0.6                            | 1.5%                  |
| Regus (Maidstone West Malling)       | West Malling  | 0.6                            | 1.5%                  |
| Gist                                 | Glasgow   | 0.6                            | 1.5%                  |

| Sector             | Weighting by<br>income<br>31 March<br>2023 | Location      | Weighting<br>by income<br>31 March 2023 |
|--------------------|--|---------------|---|
| Industrial         | 40%  | West Midlands | 19%                                     |
| Retail warehouse   | 23%  | North-West    | 19%                                     |
| Office             | 16%  | East Midlands | 14%                                     |
| Other              | 13%  | South-East    | 13%                                     |
| High street retail | 8%   | Scotland      | 12%                                     |
|                    |  | South-West    | 10%                                     |
|                    |  | North-East    | 8%                                      |
|                    |  | Eastern       | 4%                                      |
|                    |  | Wales         | 1%                                      |

*Our environmental, social and governance (“ESG”) objectives*

- **Improving the energy performance of our buildings** - investing in carbon reducing technology, infrastructure and onsite renewables and ensuring redevelopments are completed to high environmental standards
- **Reducing energy usage and emissions** - liaising closely with our tenants to gather and analyse data on the environmental performance of our properties to identify areas for improvement
- **Achieving positive social outcomes and supporting local communities** - engaging constructively with tenants and local government to ensure we support the wider community through local economic and environmental plans and strategies and playing our part in providing the real estate fabric of the economy, giving employers safe places of business that promote tenant well-being
- **Understanding environmental risks and opportunities** - allowing the Board to maintain appropriate governance structures to ensure the Investment Manager is appropriately mitigating risks and maximising opportunities
- **Complying with all requirements and reporting in line with best practice where appropriate** - exposing the Company to public scrutiny and communicating our targets, activities and initiatives to stakeholders

## *Investment Manager*

Custodian Capital Limited (“the Investment Manager”) is appointed under an investment management agreement (“IMA”) to provide property management and administrative services to the Company. Richard Shepherd-Cross is Managing Director of the Investment Manager. Richard has over 25 years’ experience in commercial property, qualifying as a Chartered Surveyor in 1996 and until 2008 worked for JLL, latterly running its national portfolio investment team.

Richard established Custodian Capital Limited as the Property Fund Management subsidiary of Mattioli Woods plc (“Mattioli Woods”) and in 2014 was instrumental in the launch of Custodian Property Income REIT from Mattioli Woods’ syndicated property portfolio and its 1,200 investors. Following the successful IPO of the Company, Richard has overseen the growth of the Company to its current property portfolio of over £600m.

Richard is supported by the Investment Manager’s other key personnel: Ed Moore - Finance Director, Alex Nix - Assistant Investment Manager and Tom Donnachie – Portfolio Manager, along with a team of five other surveyors and four accountants.

## Chair's statement

The year to 31 March 2023 was a year of two halves. In the six months to September a market driven by weight of incoming capital and cheap debt pushed market valuations to levels that swiftly became unsupportable in the face of rising interest rates in the second half of the year. Custodian Property Income REIT's strategy of investing in smaller regional property demonstrated its relative resilience and defensive qualities as the market corrected to the new interest rate environment, with its portfolio experiencing a 11.8% like-for-like decline in valuations during the year of £91.6m (2022: increase of £94.0m) compared to a 17%<sup>19</sup> market decrease. However, since the year end we are beginning to see some optimism returning to real estate markets following six months of economic turbulence. Property pricing has reacted promptly to the new interest rate environment and to punishing refurbishment/build cost inflation, allowing the market to continue to function despite transaction levels remaining low.

Valuations appear to have largely stabilised and the Company saw a return to a positive quarterly NAV total return per share in Q4. NAV total return per share for the year was -12.5%, compared to +28.4% last year and these significant variations in the headline return demonstrate the extreme impact of volatile valuations which are driven by market sentiment. This volatility reinforces our view that NAV is a poor measure of underlying performance, believing instead that we should follow the US approach of focusing on EPRA earnings per share ("EPRA EPS" or funds from operations). EPRA EPS was 5.6p for the year which compares to 5.9p in 2022 and 5.6p in 2021. While capital valuations have fluctuated, the underlying occupational property market has remained strong, maintaining relatively stable income returns.

### Dividends

Acknowledging the importance of income for shareholders the Board was pleased to maintain the rate of quarterly dividends during the second half of the year taking the total dividends declared for the year to 5.5p per share (2022: 5.25p). This dividend was one of the highest fully covered dividends amongst the Company's peer group of listed property investment companies<sup>20</sup> for the year ended 31 March 2023 and, in line with the Company's policy, was 102% covered by EPRA earnings.

The Company is targeting a dividend per share of at least 5.5p per share for the year ending 31 March 2024.

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<sup>19</sup> Source: Knight Frank LLP.

<sup>20</sup> Source: Numis Securities Limited.

### Strategy for future growth

We continue to believe that there is a strong case for consolidation amongst the subscale listed REITs, with much of the market trading at persistently high discounts to NAV. In this respect, and given our low discount to NAV relative to much of the listed REIT sector, we intend to seek opportunities to purchase complementary portfolios via mergers or corporate acquisitions, similar to our acquisition of Drum Income Plus REIT plc (“DRUM”) in 2021.

### Net asset value

The NAV of the Company at 31 March 2023 was £437.6m, approximately 99.3p per share, a decrease of 20.4p or 17.0% since 31 March 2022 (2022: increase of 22.1p or 22.6%):

|  | Pence per share | £m           |
|--|-----------------|--------------|
| NAV at 31 March 2022                           | 119.7           | 527.6        |
| Valuation decrease before acquisition costs    | (20.7)          | (91.6)       |
| Impact of asset acquisition costs              | (0.8)           | (3.4)        |
| Valuation decrease including acquisition costs | (21.5)          | (95.0)       |
| Profit on disposal of investment property      | 1.0             | 4.4          |
| Net loss on investment property                | (20.5)          | (90.6)       |
| EPRA earnings                                  | 5.6             | 24.8         |
| Dividends paid <sup>21</sup>                   | (5.5)           | (24.2)       |
| <b>NAV at 31 March 2023</b>                    | <b>99.3</b>     | <b>437.6</b> |

The valuation decrease before acquisition costs of £91.6m largely reversed the £94.0m gains in the year to 31 March 2022 despite improving prospects for rental growth across the portfolio. A property valuation commentary is detailed in the Investment Manager’s report.

<sup>21</sup> Dividends totalling 5.5p per share (1.375p relating to the prior year and 4.125p relating to the year) were paid on shares in issue throughout the year.

## The market

Much of the optimism in real estate is due to the prospect of rental growth which is the key component of anticipated total returns. In an inflationary environment, real returns from real assets can be achieved when rents are growing. The Company's portfolio has an EPRA net initial yield<sup>22</sup> of 5.8% and an equivalent yield<sup>23</sup> of 7.3%, demonstrating the reversionary potential of the Company's properties, which we continue to capture.

Our asset management of the portfolio and the types of assets we own are focused on where occupational demand is strongest, allowing us to lease vacant space across all sectors and deliver rental growth. This has supported EPRA earnings per share and underpins the Company's long-term track record of paying a fully covered dividend.

Custodian Property Income REIT's balance sheet resilience, with low gearing and a longer-term fixed rate debt profile, has left the Company well insulated from the negative impact of interest rate rises. Rental growth feeding into the portfolio will create headroom for eventual refinancing.

## Borrowings

In June 2022 the Company arranged a £25m tranche of 10 year debt with Aviva Real Estate Investors ("Aviva") at a fixed rate of interest of 4.10% per annum to refinance a £25m variable rate revolving credit facility with Royal Bank of Scotland ("RBS") which was due to expire in September 2022.

This refinancing mitigated interest rate risk and refinancing risk for shareholders and increased the proportion of the Company's drawn debt facilities that are at fixed rates of interest to 81% at 31 March 2023. The refinancing also maintained the accretive margin between the Company's 3.8% weighted average cost of debt and property portfolio EPRA topped-up net initial yield<sup>24</sup> of 6.2%.

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22 Annualised cash rents at the year-end, less estimated non-recoverable property operating expenses, divided by the gross property valuation plus estimated purchaser's costs. Considered an APM.

23 Weighted average of annualised cash rents at the year-end date and ERV, less estimated non-recoverable property operating expenses, divided by property valuation plus estimated purchaser's costs. Considered an APM.

24 Annualised cash rents at the year-end date, adjusted for the expiration of lease incentives, less estimated non-recoverable property operating expenses, divided by property valuation plus estimated purchaser's costs. Considered an APM.

### Investment Manager

The performance of the Investment Manager is reviewed each year by the Management Engagement Committee. During the year the fees charged by the Investment Manager were £4.5m (2022: £4.4m) in respect of annual management, administrative and transaction fees.

Further details of fees payable to the Investment Manager are set out in Note 19.

The Board is pleased with the performance of the Investment Manager, particularly its effective communication programme with shareholders, continued successful asset management initiatives and capital improvements to the Company's portfolio, which mitigated decreases in valuations, enhanced the environmental performance and maintained occupancy and income. As a result the Board believes the continued appointment of the Investment Manager is in the interests of the shareholders as a whole.

In light of additional work required to achieve the Company's environmental objectives the Board has agreed, with effect from 1 April 2022, to amend the rates applicable in calculating administrative fees payable to the Investment Manager under the IMA (detailed in Note 19). A rate increase for NAV between £200m and £500m has resulted in administrative fees increasing by £95k for the year with a projected additional annual fee of £83k based on the year-end NAV of £437.6m. However, rate decreases applicable to NAV in excess of £500m mean that this fee differential decreases with growth in NAV beyond £500m and the rate changes, in aggregate, will decrease the overall administrative fee if NAV exceeds £950m. The Board believes this fee change is in the long-term interest of shareholders and is satisfied that the Investment Manager's performance remains aligned with the Company's purpose, values and strategy.

### *Board succession and tenure*

In line with the Company's succession plan, Matthew Thorne retired as a director at the 31 August 2022 AGM and I intend to retire as a Director at the 8 August 2023 AGM following our respective eight and nine years of service.

Where possible, the Board's policy is to recruit successors well ahead of the retirement of Directors. Responding pre-emptively to these departures we were delighted to welcome Malcolm Cooper and David MacLellan, who joined the Board on 6 June 2022 and 9 May 2023 respectively. Their appointments bring a wealth of experience and skills including leadership, financial expertise, property and governance.

The Company's independent Directors are appointed on an initial three-year term, with a typical expectation that two, three-year terms will be served, plus the potential to be invited to serve for an additional three-year period. The Company's succession policy allows for a Chair tenure of longer than nine years, in line with the 2019 AIC

Corporate Governance Code for Investment Companies (“AIC Code”), but the Board acknowledges the benefits of ongoing Board refreshment.

### *Diversity*

The Board is conscious of the importance stakeholders place on diversity and understands a diverse Board brings constructive challenge and fresh perspectives to discussions.

The Company follows the AIC Code which recommends:

- The Board has a combination of skills, experience and knowledge; and
- Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

The Board’s positive approach to diversity means that, where possible, each time a director is recruited at least one of the shortlist candidates is female and at least one of the shortlist candidates is from a minority ethnic background. During both recruitment processes a number of female candidates and at least one candidate from a minority ethnic background were interviewed. Neither David MacLellan nor Malcolm Cooper are from minority ethnic backgrounds and the appointments were made based on skillset and experience, particularly having chaired the Board and Audit Committees of other listed or investment entities.

The Board supports the overall recommendations of the FTSE Women Leaders Review and Parker Reviews for appropriate gender and ethnic diversity. During the year the FCA has introduced ‘comply or explain’ targets of:

- At least 40% of the board should be women;
- At least one of the senior board positions (Chair, Chief Executive Officer, Chief Financial Officer or Senior Independent Director (“SID”) should be a woman; and
- At least one member of the board should be from a minority ethnic background.

At the year end, the Company only meets one of the three criteria above, as Elizabeth McMeikan acts as the Senior Independent Director. In line with the requirements of listing rule LR 9.8.6, the Board’s ethnicity and gender balance at the year-end is shown in tabular format below. No other categories of ethnicity are relevant for the Company and as the Company has no executive directors it has not reported the fields and the corresponding data relating to executive management in the table below as required by listing rule 15.4.29RB.



|  | Number of board members | Percentage of the board | Number of senior positions on the board (SID and Chair) |
|--|-------------------------|-------------------------|---|
| White British or other White (including minority-white groups) | 6                       | 100%                    | 2   |
| Female   | 2                       | 33%                     | 1   |
| Male   | 4                       | 67%                     | 1   |

This information has been collected by self-disclosure directly from the individuals concerned who were asked to confirm their gender and ethnicity.

Custodian Property Income REIT is an investment company with no Executive Directors and a small Board compared to equivalent size listed trading companies. As a result, the Company does not comply with the newly introduced diversity targets.

The Committee considers diversity in a broad sense, not limited to gender or ethnicity, including socio-economic background and education. 14% of the Board are from working class backgrounds<sup>25</sup> and 57% attended state-run schools.

The Board welcomes the diversity offered by the Investment Management team working with the Company, which has a 33% ethnic minority representation and is 33% female.

### Environmental, social and governance

The Board recognises that its decisions have an impact on the environment, people and communities. The Board also believes that the Company's property strategy and ESG aspirations create a compelling rationale to make environmentally beneficial improvements to its property portfolio and incorporate ESG best practice into everything the Company does.

The Company's ESG Committee: develops the Company's environmental key performance indicators ("KPIs") and monitors its performance against them; ensures it complies with its environmental reporting requirements and best practice; assesses the engagement with the Company's environmental consultants; and assesses the level of social outcomes being achieved for its stakeholders and the communities in which it operates.

The Company's ESG policy outlines our approach to managing ESG impacts and provides the framework for setting and reviewing environmental and social objectives to ensure we are continuously improving our performance and setting a leadership direction.

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<sup>25</sup> As defined by the Social Mobility Commission.

As a result, the Board has committed to:

- Understanding environmental risks and opportunities;
- Improving the energy performance of our buildings;
- Reducing energy usage and emissions;
- Achieving positive social outcomes and supporting local communities; and
- Complying with all requirements and reporting in line with best practice where appropriate.

Progress towards these commitments during the year and details of the Company's environmental policy and performance against its targets are contained within the ESG Committee report within the Strategic report.

The Board is determined to ensure the Company's expected pathway towards net zero carbon fits with stakeholder expectations and the Company's property strategy. We see the careful implementation of a practical carbon reduction strategy as a crucial next step in the Company's ESG journey and during the course of the year ending 31 March 2024 we will publish a detailed plan to achieve this.

#### Case study – Winsford

The previous tenant at this site vacated in June 2022 and alongside the required dilapidations works we have recently completed an extensive refurbishment of the site including the following which have significantly improved the building's ESG credentials and futureproofed the site:

- LED lighting across the warehouse and office space;
- Decarbonisation of the site by removing the gas boiler and replacing with an air source heat pump system; and
- 12 EV charging points installed for the tenant's usage.

The site also benefits from the installation of photovoltaics ("PV") which will be utilised by the incoming tenant, with any surplus to be sold back to a distribution network operator to assist with the shortfall of green energy currently available in the UK. This assists with investment returns of the PV with providers offering between 5-20p/kWh for surplus energy produced.

### Company name

To better reflect the Company's focus on income and to facilitate retail investors more easily identifying the Company's shares via online platforms, the Board changed the Company's name from Custodian REIT plc to Custodian Property Income REIT plc at the 31 August 2022 AGM.

### Investment policy

Since IPO the Company has sought to provide enhanced income returns from UK real estate by following a smaller lot-sized, regional property strategy, and we expect this approach to continue in the future.

As market demand has changed over time, the properties that provide the enhanced income characteristics targeted by the Company have also changed, and the Company's Investment Policy relating to maximum lot-size and weighted average unexpired lease term has been updated a number of times in response.

While smaller lot-size properties will continue to dominate the strategy, we believe their characteristics can be found in a wider range of properties that offer the same enhanced income characteristics, which are not purely defined by lot-size.

Commercial real estate equity investments are classified into three strategies:

- Core - generally lowest risk and target returns;
- Core-plus - generally low-to-moderate risk and target returns; and
- Value add - generally moderate-to-higher risk and target returns.

The Custodian Property Income REIT strategy is best defined as a balance between core and core-plus strategies. Its core strategy delivers stable, long-term income from predominantly smaller regional properties and the core-plus strategy provides enhanced income through asset management or differentiated location, lease length, tenant covenant or sector. We believe that 'core/core-plus' best describes Custodian Property Income REIT's strategy, providing no greater volatility in underlying values and a better risk and return reward than a pure core strategy.

Accordingly, to better align the Investment Policy with the Company's property strategy, and to provide more flexibility when considering future acquisitions, the Board recommends that shareholders approve changing the Company's Investment Policy, using this well-established terminology rather than lot-size, as follows (wording added or deleted is shown in underline and strikethrough respectively):

*“To invest in a diversified portfolio of UK commercial real estate principally characterised by smaller, regional, core/core-plus properties that provide enhanced income returns. ~~individual values of less than £15 million at acquisition.~~”*

### Outlook

The Company enjoys the support of a wide range of shareholders with the majority classified as private client or discretionary wealth management investors. The Company’s investment and dividend strategy and diversified portfolio are well suited to investors looking for a close proxy to direct real estate investment but in a managed and liquid structure.

Capturing rental growth to support earnings is a key focus of the Investment Manager as discussed in its report. In an inflationary environment and with a lack of supply of modern, smaller regional properties we expect to see continued rental growth over the year ahead. Furthermore, where we can provide space that meets the modern environmental standards demanded by both legislation and tenants, we expect to see additional rental growth.

It will be this growth in income that is likely to form the greater component of total return over the next phase of the property market and we believe that Custodian Property Income REIT’s strong income yielding portfolio, supported by higher-than-peer group EPRA EPS, will underpin shareholder returns.

**David Hunter**

Chair

14 June 2023

## Investment Manager's report

### The UK property market

Despite investment market volatility during 2022, in many ways the real estate market is in a much better place than it has been for the last 18 months. Rent collection levels are very strong, COVID-19 restrictions appear to be behind us and the impact of COVID-19 on tenants' businesses is largely resolved. The economy has, thus far, narrowly avoided recession but even in a slowdown we are not faced with an over-supply of real estate and rising vacancy rates which are so often associated with the property market in recession.

In the 12 months to 31 March 2023 the UK commercial property market saw valuations decline by 17% with the bulk of the rerating in the quarter to December 2023. These valuation decreases were primarily due to changes in the macro-economic environment including heightened uncertainty from rising inflation, slowing economic growth, the energy crisis, increasing interest rates, stresses in supply chains, constraints in the labour market and low consumer spending against the backdrop of seeking to mitigate the impact of climate change. The Company's portfolio experienced a more muted fall of 11.8% like-for-like and we believe this lower volatility is primarily due to Custodian Property Income REIT's smaller regional property strategy and focus on income returns. Firstly, the Company's valuations did not 'overheat' during mid-2022 to the same extent as, say, prime logistics. Secondly, the diversified strategy provided a softer landing as sub-sectors such as high street retail, drive through restaurants and car showrooms saw much less pricing volatility than logistics. With valuations appearing to have stabilised it is possible to see the rapid correction due to the new interest rate environment as strongly positive for the market, maintaining liquidity and providing future acquisition opportunities.

The table below shows the reversionary potential of the portfolio by sector once, by comparing EPRA net initial yields (“NIY”) to the equivalent yield, which factors in expected rental growth and the letting of vacant units. Across the whole portfolio, valuers’ estimated rental values are 16% ahead of passing rent and while part of the reversionary potential is due to vacancy, the balance is this latent rental growth which will be unlocked at rent review and lease renewal.

| Sector             | Equivalent<br>yield <sup>26</sup><br>31 March 2023 | EPRA<br>Topped-up<br>NIY <sup>27</sup><br>31 March<br>2023 | EPRA NIY <sup>28</sup><br>31 March<br>2023 |
|--------------------|--|--|--|
| Industrial         | 6.6%   | 5.1%   | 4.9%                                       |
| Retail warehouse   | 7.3%   | 7.2%   | 6.7%                                       |
| Other              | 8.0%   | 6.8%   | 6.3%                                       |
| Office             | 8.9%   | 6.4%   | 5.4%                                       |
| High street retail | 8.6%   | 9.6%   | 9.4%                                       |
| Portfolio total    | 7.3%   | 6.2%   | 5.8%                                       |

Retail warehousing has been a key sector for acquisitions for some time and it demonstrated extraordinary resilience through the pandemic, particularly in our favoured sub-sectors of food, homewares, DIY and the discounters. Vacancy rates are very low and future rental growth appears affordable for occupiers.

In the office sector, a much clearer picture is emerging of how tenants will use and occupy offices in the new world of hybrid working. Occupiers are demanding much higher levels of amenity both from their offices and from their office locations. This favours modern, flexible office space in city centre locations with strong transport links and high environmental credentials. Where this space can be provided there appears to be meaningful rental growth, but conversely office space that cannot meet these criteria risks becoming obsolete and will need to be re-purposed. In our portfolio we have seen strong rental growth in Oxford and central Manchester where we are currently refurbishing offices to meet the new market demand.

Rental growth remains strong in the industrial and logistics sector which accounts for 40% of the Company’s rent roll and 48% of the portfolio by value. Lack of supply, limited development of smaller and mid-box industrial units and construction cost inflation have all combined to heighten occupational demand and produce low vacancy rates, driving rental growth for new-build regional industrial units and well specified, refurbished space.

<sup>26</sup> Weighted average of annualised cash rents at the year-end date and ERV, less estimated non-recoverable property operating expenses, divided by property valuation plus estimated purchaser’s costs. Source: Knight Frank.

<sup>27</sup> Annualised cash rents at the year -end date, adjusted for the expiration of lease incentives, less estimated non-recoverable property operating expenses, divided by property valuation plus estimated purchaser’s costs.

<sup>28</sup> Annualised cash rents at the year-end, less estimated non-recoverable property operating expenses, divided by the property valuation plus estimated purchaser’s costs.

We have reorganised our high street retail portfolio over the last two years, exiting most of the secondary retail locations. We have let three vacant high street properties during the year and have terms agreed or are seeing active demand for the very limited remaining vacant space we have in the high street portfolio from both retail and leisure occupiers. Low vacancy rates in prime locations and occupier demand should be supportive of future rental growth.

### Prevailing investment approach

Based on our assessment of the current market, our strategy of a regionally focused diversified portfolio, set out below, has proven resilient and we expect to continue to reinvest the proceeds from selective disposals. In particular we intend to focus on:

- Maintain weighting to industrial and logistics - assets in this sector still have latent rental growth, and strong occupier demand for small/mid-box units;
- Retail warehousing let off low rents which should recover from 2021 levels;
- Selective regional offices with a focus on strong city centre locations instead of out-of-town business parks;
- Drive-through expansion involving acquisition and development where rental growth is anticipated;
- Selective high street retail assets in the country's strongest locations where rents have stabilised and there is potential for growth; and
- Refurbishment of existing property, maximising all opportunities to invest in the quality of our assets and support our ESG goals.

### Sectoral view

#### *Industrial and logistics*

The recent rerating of market pricing was most acute in the industrial and logistics sector and most particularly for large prime distribution units where the margin over the cost of money disappeared as debt costs escalated. While smaller regional industrial assets were also re-rated the impact was less severe. Low vacancy rates in the industrial sector are still driving rental growth and take up continues to be at or above long-term averages according to CBRE. A restricted supply should lead to an increase in development activity but to generate the necessary gross development value required to bring forward new developments, higher investment yields and increased costs of finance, labour and materials dictate that rents should continue to grow.

In summary:

- Occupational demand is robust; supply is tight
- Vacancy rate below the long-term average
- Latent rental growth potential
- Target sector for well-priced opportunities

### *High street retail*

We have been a seller of smaller retail units in market towns where we do not forecast rental growth. However, we are holders in prime locations where rents appear to have bottomed out or are even seeing a slight recovery, and lower rents are supporting occupier demand and reducing vacancy rates and void periods.

In summary:

- Over-supply - rents have suffered but are bottoming out
- Yields are high in this unfashionable area

### *Retail warehouse*

Out-of-town retail saw great pricing volatility throughout the year to March 2023, but has shown early stability and some growth in investor demand post year-end. The combination of convenience, lower costs per square foot and the complementary offer to online retail has kept these assets trading strongly, most notably amongst DIY, discounters, homewares and food retailers, which should prove defensive if consumer spending levels decrease. As the second largest sector in the Custodian Property Income REIT portfolio, the recovery in market sentiment towards out-of-town retail is positive and vacancy rates remain low.

In summary:

- Units let off low rents
- Lower costs of occupation
- Complementary to online

### *Offices*

While there is talk of 'stranded assets' that are incapable of meeting modern environmental standards, obsolescence in commercial property and particularly in offices is a well understood concept. For many years offices have required regular updating and refurbishment to meet current fashions or requirements. The focus on environmental improvements is little different and we believe that the offices in the portfolio will be able to keep up with modern requirements or be profitably re-purposed.



## Other

| Sub-sector of 'Other' sector assets | Weighting<br>by income<br>31 March 2023 | Weighting<br>by income<br>31 March<br>2022 |
|-------------------------------------|---|--|
| Pub and restaurant                  | 20%                                     | 18%  |
| Gym                                 | 18%                                     | 20%  |
| Drive-through                       | 17%                                     | 14%  |
| Motor trade                         | 16%                                     | 24%  |
| Leisure                             | 13%                                     | 8%   |
| Trade counter                       | 8%                                      | 8%   |
| Other                               | 8%                                      | 8%   |
| Total of 'Other' sector             | 100%                                    | 100%                                       |

The additional diversification provided by the 'other' or 'alternative' sector of the commercial property market has long been a key differentiator and mitigator of risk for the Company. It continues to be a target sector with opportunities for the development of drive-through units being explored on existing sites and the roll out of public access EV chargers on retail parks adding to the rent roll.

## Property portfolio balance

### *Property portfolio summary*

|  | 2023             | 2022      |
|--|------------------|-----------|
| Property portfolio value   | <b>£613.6m</b>   | £665.2m   |
| Separate tenancies   | <b>319</b>       | 339       |
| EPRA occupancy rate  | <b>90.3%</b>     | 89.8%     |
| Assets   | <b>161</b>       | 160       |
| Weighted average unexpired lease term to first break of expiry ("WAULT") | <b>5.0 years</b> | 4.7 years |
| EPRA topped-up NIY   | <b>6.2%</b>      | 5.5%      |
| Weighted average EPC rating  | <b>C (58)</b>    | C (61)    |

The property portfolio is split between the main commercial property sectors in line with the Company's objective to maintain a suitably balanced investment portfolio. The Company has a relatively low exposure to office and high street retail combined with a relatively high exposure to industrial and to alternative sectors, often referred to as 'other' in property market analysis. The current sector weightings are:

| Sector                | Valuation<br>31 March<br>2023<br>£m | Weighting by<br>income <sup>29</sup><br>31 March<br>2023 | Valuation<br>31 March<br>2022<br>£m | Weighting<br>by income<br>31 March<br>2022 | Valuation<br>movement<br>before<br>acquisition<br>costs<br>£m | Valuation<br>movement<br>including<br>acquisition<br>costs<br>£m | Weighting<br>by value<br>31 March<br>2023 | Weighting<br>by value<br>31 March<br>2022 |
|-----------------------|-------------------------------------|--|-------------------------------------|--|---|--|---|---|
| Industrial            | 295.1                               | 40%  | 325.1                               | 38%  | (53.0)  | (54.4)   | 48%                                       | 49%                                       |
| Retail<br>warehouse   | 131.8                               | 23%  | 125.4                               | 21%  | (17.7)  | (19.4)   | 21%                                       | 19%                                       |
| Other                 | 78.6                                | 13%  | 76.9                                | 13%  | 2.0   | 1.9  | 13%                                       | 12%                                       |
| Office                | 71.7                                | 16%  | 88.1                                | 17%  | (15.6)  | (15.6)   | 12%                                       | 13%                                       |
| High street<br>retail | 36.4                                | 8%   | 49.7                                | 11%  | (7.3)   | (7.5)  | 6%  | 7%  |
| Total                 | 613.6                               | 100%   | 665.2                               | 100%                                       | (91.6)  | (95.0)   | 100%                                      | 100%                                      |

For details of all properties in the portfolio please see [custodianreit.com/property/portfolio](https://custodianreit.com/property/portfolio).

<sup>29</sup> Current passing rent plus ERV of vacant properties.

## Acquisitions

The Company invested £52.6m (excluding acquisition costs) during the year, described below:

- The 70,160 sq ft Springfield Retail Park in Nottingham for £15.0m comprising four units occupied by Wickes, Matalan, Poundland and KFC. The leases have a WAULT of nine years with an aggregate passing rent of £994k per annum, reflecting a NIY<sup>30</sup> of 6.21%;
- A 91,955 sq ft distribution facility on Eurocentral park between Edinburgh and Glasgow for £11.125m let to Gist on a five-year lease with third year break option. The annual rent is £623k reflecting a NIY of 5.25% with an expected reversionary yield<sup>31</sup> of 7.0%;
- Two retail warehouses covering an aggregate 40,077 sq ft in Droitwich and Measham for £8.9m. Both units are let to DFS with an aggregate WAULT of 8.0 years and aggregate annual passing rent of £894k reflecting a NIY of 9.43%;
- An 86,922 sq ft industrial facility in Grangemouth for £7.5m let to Thornbridge Sawmills for a further 18 years. The unit has a passing rent of £388k per annum, with a reversion in September 2023 linked to RPI, which is expected to reflect a net reversionary yield of 5.5%;
- Two retail units on Winchester high street covering an aggregate 5,228 sq ft for £3.65m let to Nationwide Building Society and Hobbs. The tenants' leases expire in April 2028 and December 2031 respectively and are currently at an aggregate current passing rent of £249k per annum, reflecting a NIY of 6.41%;
- A 47,882 sq ft industrial facility near Chesterfield let to Container Components with 20 years remaining on the lease for £3.5m. The property produces an index linked passing rent of £227k per annum, reflecting a NIY of 6.10%; and
- Two drive-through restaurants on Clifton Moor Retail Park, York for £3.025m. The units are occupied by Burger King and KFC franchisees with a WAULT of 9.7 years and an aggregate passing rent of £163k per annum, reflecting a NIY of 5.07%.

## *Disposals*

Owning the right properties at the right time is a key element of effective property portfolio management, which necessarily involves periodically selling properties to balance the property portfolio. Custodian Property Income REIT is not a trading company but identifying opportunities to dispose of assets significantly ahead of valuation or that no longer fit within the Company's investment strategy is important.

The Company sold the following properties during the year for an aggregate consideration of £28.8m:

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30 Passing rent divided by property valuation plus purchaser's costs.

31 Reversionary rent divided by purchase price plus assumed purchasers' costs.

- A shopping centre in Gosforth for £9.3m, which had been part of the purchase of DRUM REIT in November 2021, for a 3.5% premium to the £8.975m apportioned value of the asset at purchase. Since acquisition, the asset has produced rental income of c. £0.9m with the completion of several asset management activities increasing occupancy and extending contractual lease terms;
- An industrial unit in Milton Keynes to a special purchaser for £8.5m, reflecting a 73% premium to valuation
- An Audi car dealership in Derby for £5.6m, £1.2m ahead of valuation;
- Business park offices in Leicester for £2.8m at valuation where minimal future rent and valuation growth was expected;
- An industrial unit in Kilmarnock at auction for £1.4m, 12% ahead of valuation. The unit's environmental credentials did not fit with the Company's ESG objectives and it was not considered practical to mitigate these risks;
- A high street retail unit in Weston-Super-Mare at valuation for £0.7m; and
- A high street retail unit in Bury St Edmunds at auction for £0.5m, £0.1m (35%) ahead of valuation.

Since the year end the Company has sold a retail unit in Cirencester at valuation for proceeds of £0.7m.

## *ESG*

The sustainability credentials of both the building and the location have become ever more important for occupiers and investors. As Investment Manager we are absolutely committed to achieving the Company's challenging goals in relation to ESG and believe the real estate sector should be a leader in this field.

Until recently we considered the environmental impact of real estate and the management of the portfolio as separate issues. It is now central to the asset management of the portfolio with the moral imperative, legislation and importantly financial advantage all pulling together to keep our focus on improving environmental performance, as measured by the EPC.

Happily, our efforts in this regard are reflected in greater tenant demand, additional rental growth and, increasingly, in valuations.

As EPC requirements of the Minimum Energy Efficiency Standards ("MEES") tighten we expect to maintain a compliant portfolio of properties. With energy efficiency a core tenet of the Company's asset management strategy and with tenant requirements aligning with our energy efficiency goals we see the advance of MEES as an opportunity to secure greater tenant engagement and higher rents.

## *Outlook*

We remain confident that our ongoing intensive asset management of the portfolio, which still offers a number of wide-ranging opportunities to add value, will unlock its reversionary potential, enhance cash flow and support

consistent returns. Coupled with the strength of the Company's balance sheet, this should continue to support our high income return strategy.

**Richard Shepherd-Cross**

for and on behalf of Custodian Capital Limited

Investment Manager

14 June 2023

## **ESG Committee report**

### **Composition and designation**

The ESG Committee (“the Committee”) comprises Hazel Adam as Chair, Malcolm Cooper and Elizabeth McMeikan, all of whom are independent non-executive directors.

### **Reporting**

The Committee was delighted to publish its inaugural ESG Report earlier this year which is available at:

[custodianreit.com/wp-content/uploads/2023/03/ESG%20Report%202023.pdf](https://custodianreit.com/wp-content/uploads/2023/03/ESG%20Report%202023.pdf)

This report contains details of the Company’s ESG approach, successes and aspirations along with case studies of recent positive steps taken to improve the environmental performance of the portfolio.

### **Responsibilities**

The Committee’s key responsibilities are:

- To develop the Company’s environmental KPIs, monitor performance against those KPIs and ensure the Investment Manager is managing its property portfolio in line with the ESG policy;
- To ensure the Company complies with its external reporting obligations and best practice on ESG matters including the Global Real Estate Sustainability Benchmark (“GRESB”), EPRA and Streamlined Energy and Carbon Report (“SECR”);
- To assess, at least annually, the fees and scope of engagement of the Company’s environmental consultants; and
- To assess whether the Company is obtaining a suitable level of social outcomes for its tenants, other stakeholders and the communities in which it operates.

The Company is committed to delivering its strategic objectives in an ethical and responsible manner and meeting its corporate responsibilities towards society, human rights and the environment. The Board acknowledges its responsibility to society is broader than simply generating financial returns for shareholders. The Company’s approach to ESG matters addresses the importance of these issues in the day-to-day running of the business, as summarised below.

## ESG approach

**Environmental** - we want our properties to minimise their impact on the local and wider environment. The Investment Manager carefully considers the environmental performance of our properties, both before we acquire them, as well as during our period of ownership. Sites are visited on a regular basis by the Investment Manager and any obvious environmental issues are reported.

**Social** - Custodian Property Income REIT strives to manage and develop buildings which are safe, comfortable and high-quality spaces. As such, the safety and well-being of occupants of our buildings is paramount.

**Governance** - high standards of corporate governance and disclosure are essential to ensuring the effective operation of the Company and instilling confidence amongst our stakeholders. We aim to continually improve our levels of governance and disclosure to achieve industry best practice.

The Committee encourages the Investment Manager to act responsibly in the areas it can influence as a landlord, for example by working with tenants to improve the environmental performance of the Company's properties and minimise their impact on climate change. The Committee believes that following this strategy will ultimately be to the benefit of shareholders through enhanced rent and asset values.

The Company's environmental policy commits the Company to:

- **Improving the energy performance of our buildings** - investing in carbon reducing technology, infrastructure and onsite renewables and ensuring redevelopments are completed to high environmental standards.
- **Reducing energy usage and emissions** - liaising closely with our tenants to gather and analyse data on the environmental performance of our properties to identify areas for improvement.
- **Achieving positive social outcomes and supporting local communities** - engaging constructively with tenants and local government to ensure we support the wider community through local economic and environmental plans and strategies and playing our part in providing the real estate fabric of the economy, giving employers safe places of business that promote tenant well-being.
- **Understanding environmental risks and opportunities** – allowing the Board to maintain appropriate governance structures to ensure the Investment Manager is appropriately mitigating risks and maximising opportunities
- **Reporting in line with best practice and complying with all requirements** - exposing the Company to public scrutiny and communicating our targets, activities and initiatives to stakeholders

## Environmental key performance indicators

The Company's environmental targets are measured by key performance indicators ("KPIs"), which provide a strategic way to assess its success towards achieving its environmental objectives and ensure the Investment Manager has embedded key ESG principles.

To help the assessment of progress against KPIs a central data management system, hosted by the Company's environment consultants, has been established to provide a robust data collation and validation process. As 2023 KPIs have changed to monitor landlord and tenant performance, this data management system will allow us to identify data inefficiencies and improve data collection. This data management system is also being used to identify tenant engagement and asset optimisation opportunities and facilitates the communication of environmental performance data to various stakeholders.

The Company's performance against its KPIs is set out below:

| Area   | Target   | Progress during the year   |
|--|--|--|
| <b>Physical building improvements (whole portfolio boundary)</b> | Increase EV charging capacity to the following by 2025 <sup>32</sup> : <ul style="list-style-type: none"> <li>• 4,200 kW/hr<sup>33</sup> across retail warehouse and other sector assets; and</li> <li>• 980 kW/hr<sup>34</sup> across office and industrial assets</li> </ul> | 31 x 62.5kW or 75kW chargers (2,125kW/hr of capacity) are currently active across the public facing assets in the portfolio.<br><br>Works are in progress at a further three sites with installing 6 x 75kW chargers (450kW/hr capacity), and we are in discussions with suppliers to install a further 12 x 62.5kW chargers.<br><br>Our non-public facing assets (office and industrial) have 23 x 7kW chargers totalling 161kW/hr of capacity with a further 117 installations planned.                |
|  | Install on-site renewable electricity generation at 75% of redevelopments and major refurbishments   | PV has been installed on two of the six redevelopments and major refurbishments which took place during the year (33%). The plans for the refurbishment of other assets were agreed before this KPI was set. Ongoing PV and air source heat pumps installed at Trafford Park and Winsford refurbishments and such installations are planned in Ashby. We are actively working with our largest tenant, Menzies Distribution, to proactively install PV at all eight of their sites let from the Company. |
|  | Install smart meters across 25% of the portfolio by floor area   | We have successfully installed smart meters at 18 sites (19% of floor areas) with four further locations due to be online in Q1 FY24 (22% floor area).   |

<sup>32</sup> Excluding assets with no car parking facilities.

<sup>33</sup> Equating to 56 x 75kW 'Rapid' Chargers.

<sup>34</sup> Equating to 140 x 7kW 'Fast' Chargers.



|   |  |   |
|---|--|---|
|   | <p>All 'D' EPC ratings to be removed or improved by 2027</p> <p>All 'E' EPC ratings to be removed or improved by 2025</p>  | <p>EPC ratings across the portfolio are detailed below.</p>   |
|   | <p>All redevelopments to achieve Building Research Establishment Environmental Assessment Method ("BREEAM") Excellent rating</p>   | <p>No redevelopments have been completed during the year. The ongoing work at Alto60 in Redditch is expected to be BREEAM Excellent.</p>  |
| <p><b>Landlord controlled usage (landlord controlled boundary<sup>35</sup>)</b></p> | <p>For landlord controlled areas in the like for like portfolio, on a 2019 baseline, achieve:</p> <ul style="list-style-type: none"> <li>• Reduction in Scope 1 and 2 emissions of 30% by 2025</li> <li>• Reduction in energy consumption of 15% by 2025</li> <li>• Less than 5% waste to landfill by 2022</li> <li>• Reduction in water consumption by 50% by 2025</li> </ul> | <ul style="list-style-type: none"> <li>• 7% like-for-like<sup>36</sup> decrease in Scope 1 and 2 emissions since 2019</li> <li>• 12% like-for-like increase in energy consumption since 2019</li> <li>• Actual waste to landfill data coverage for the year is insufficient and the amount of data estimation required to measure the progress towards this KPI would not depict an accurate performance.</li> <li>• 6% like-for-like increase in water consumption since 2019</li> </ul> |
|   | <p>Switch all landlord-controlled sites to 100% renewable electricity by 2023</p>  | <p>Achieved</p>   |
|   | <p>Switch all landlord controlled sites to green gas by 2023.</p>  | <p>Achieved</p>   |
| <p><b>Risk management and reporting</b></p>   | <p>Use best practice recommendations and reporting frameworks to disclose our approach to climate related governance, strategy, risk management and opportunities.</p>   | <p>Disclosure is within the Company's ESG report available at:<br/> <a href="https://custodianreit.com/wp-content/uploads/2023/03/ESG%20Report%202023.pdf">custodianreit.com/wp-content/uploads/2023/03/ESG%20Report%202023.pdf</a></p> <p>As a closed-end investment fund, the Company is exempt from disclosures relating to the Task Force for Climate Disclosures ("TCFD").</p>   |
|   | <p>Incorporate ESG factors into all investment due diligence undertaken</p>  | <p>Achieved - Investment Committee reports all include a section on ESG impact of decisions.</p>  |
|   | <p>Achieve an annual improvement in GRESB score between 2021 and 2025</p>  | <p>GRESB 'Real Estate' and 'Development' scores have both increased from 2022 to 2023:</p> <ul style="list-style-type: none"> <li>• Real estate - 50 (2022: 49)</li> <li>• Developments - 46 (2022: 35)</li> </ul>  |

<sup>35</sup> Utilities and waste directly related to the Company's operations.

<sup>36</sup> For properties owned for the years ending 31 March 2022 and 2023.

|   |   |  |
|---|---|--|
| <b>Tenant engagement (tenant boundary<sup>37</sup>)</b> | <p>For the non-landlord controlled like-for-like portfolio, on a 2019 baseline, achieve:</p> <ul style="list-style-type: none"> <li>Reduction in tenants' emissions of 20% by 2025</li> <li>Reduction in energy consumption of 10% by 2025</li> </ul> | Tenant data collection via a data platform currently covers c. 19% of the Company's portfolio by floor area which is expected to increase with improved tenant engagement. Analysis of this data will allow us to analyse the portfolio and identify assets which are performing poorly in order to make improvements. |
|   | Engage with tenants on a quarterly basis on ESG issues  | Ongoing - tenant survey has now been issued to tenants with a 32% response rate representing an increase of 125% on the prior year.  |
|   | Engage with occupiers during lease negotiations to incorporate sustainability clauses into new leases   | Ongoing. 23% of tenants are interested in green leases (based on the latest tenant survey).  |
| <b>Social outcomes</b>                                  | Utilise 25% of vacant high street retail space for short-term not-for-profit lettings   | Of three vacant retail properties one is being used by a charity and another property's windows and frontage are used by the local Business Improvement District.  |
|   | Install changing facilities and secure cycle parking at all appropriate assets  | New cycle storage and shower facilities installed at Lochside Way, Edinburgh. Amenity block to be installed at industrial property in Ashby as part of refurbishment. Cycle racks being installed at Winsford and Oxford Willow Court.   |
|   | Ensure properties comply with the Company's cladding policy within three months of acquisition  | Achieved for acquisitions made during the year.  |
|   | Consider biodiversity and habitat strategy during all redevelopments  | Bat roost now installed at Alto 60, Redditch. We are exploring a green wall and bug hotel as part of Ashby refurbishment where an ecology survey has been commissioned as part of the refurbishment works.   |

## ESG policy

The Company's ESG policy is set out at:

[custodianreit.com/wp-content/uploads/2022/06/Custodian-Capital-ESG-Policy-June-2022-FINAL.pdf](https://custodianreit.com/wp-content/uploads/2022/06/Custodian-Capital-ESG-Policy-June-2022-FINAL.pdf)

<sup>37</sup> Utilities and waste directly related to tenant operations.

## EPC ratings

During the year the Company has updated EPCs at 42 units across 32 properties covering 745k sq ft for properties where existing EPCs had expired or where works had been completed. For updated EPCs, there was an aggregate decrease in rating of 25 'energy performance asset rating points'<sup>38</sup> and the portfolio weighted average EPC score has improved from 63 (C) to 58 (C) during the year.

Significant improvements in rating occurred during the year through the:

- Refurbishment and conversion of two former Pizza Hut restaurants into Tim Hortons drive-throughs in Leicester and Watford, moving the EPC ratings from 87(D) to 24 (A) and from 109 (E) to 32 (B) respectively;
- Tenant improvements of a pub in High Wycombe improving the rating from 106 (E) to 34 (B); and
- Refurbishment of an industrial unit in Avonmouth improving the rating from 51 (C) to 29 (B).

The Investment Manager is currently reviewing and undertaking new assessments of any EPCs that are older than five years and below a 'C' rating. A 'C' rating is expected to become the minimum standard under the MEES in 2027.

The Company's EPC profile is shown below:

| EPC rating | Number of EPCs |               | Weighted average |               |
|------------|----------------|---------------|------------------|---------------|
|            | 31 March 2023  | 31 March 2022 | 31 March 2023    | 31 March 2022 |
| A          | 12             | 8             | 2%               | 1%            |
| B          | 82             | 61            | 24%              | 17%           |
| C          | 161            | 199           | 44%              | 45%           |
| D          | 50             | 63            | 20%              | 26%           |
| E          | 32             | 27            | 9%               | 11%           |
| F          | 7              | 1             | 1%               | 0%            |
| G          | -              | 1             | -                | 0%            |
|            | 344            | 360           | 100%             | 100%          |

The table shows that the weighted average 'C' or better ratings has increased from 63% to 70% during the year.

The 'F' rated units at 31 March 2023 are in two properties (Atherstone and Arthur House, Manchester). Atherstone is let to Warwickshire Borough Council which sub-lets the units to small local businesses and the EPC assessment

<sup>38</sup> One EPC letter represents 25 energy performance asset rating points.

of its single 'F' rated unit is out of the Company's control, meaning it is exempt from MEES regulations. We are in ongoing discussions with our tenant regarding it arranging an updated EPC. Arthur House, Manchester has six 'F' rated units, all of which are vacant and earmarked for refurbishment which is expected to improve the EPC rating once complete.

### **Net zero<sup>39</sup> carbon pathway**

Continuing the journey towards net zero carbon is a crucial next step in our ESG strategy and making this journey align with stakeholder goals and the Company's property strategy is one of the key challenges facing the Company and the real estate sector. During the course of the year ending 31 March 2024 we expect to publish a detailed plan to achieve this.

### **Outlook**

The Company will work towards achieving its ESG targets over the course of the next financial year, improving our understanding of the specific impacts of climate change on the Company, seeking to further influence tenant behaviour to improve environmental outcomes and continuing to develop our strategy towards creating a Net Zero pathway.

### **Approval**

This report was approved by the Committee and signed on its behalf by:

**Hazel Adam**

Chair of the ESG Committee

14 June 2023

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<sup>39</sup> As defined by the Committee on Climate Change.

## Financial review

A summary of the Company's financial performance for the year is shown below:

| <i>Financial summary</i>                 | <b>Year ended<br/>31 March 2023<br/>£000</b> | <b>Year ended<br/>31 March 2022<br/>£000</b> |
|--|--|--|
| Revenue                                  | <b>44,147</b>                                | 39,891                                       |
| Expenses and net finance costs           | <b>(19,359)</b>                              | (14,639)                                     |
| EPRA profits                             | <b>24,788</b>                                | 25,252                                       |
| Net (loss)/profit on investment property | <b>(90,609)</b>                              | 97,073                                       |
| (Loss)/profit before tax                 | <b>(65,821)</b>                              | 122,325                                      |
| EPRA EPS (p)                             | <b>5.6</b>                                   | 5.9  |
| Dividend cover                           | <b>102.2%</b>                                | 110.3%                                       |
| OCR excluding direct property costs      | <b>1.23%</b>                                 | 1.20%  |
| <i>Borrowings</i>                        |  |  |
| Net gearing                              | <b>27.4%</b>                                 | 19.1%  |
| Weighted average debt maturity           | <b>5.9 years</b>                             | 5.7 years                                    |
| Weighted average cost of drawn debt      | <b>3.8%</b>                                  | 3.0%   |

The £97.1m of net gains on investment property experienced in 2022 largely reversed during the year which saw a £90.6m net loss, resulting in a loss before tax of £65.8m (2022: £122.3m profit). EPRA earnings per share of 5.6p (2022: 5.9p, 2021: 5.6p) fully covered dividends, but were impacted by rising interest rates which increased finance costs on the Company's variable rate revolving credit facility ("RCF") facility.

Reported revenue increased by £4.3m due to a £2.7m increase in amounts rechargeable to tenants, which offsets an equivalent amount in expenses, and £1.6m from the Company's rent roll increasing by 3.7% from £40.5m at 31 March 2022 to £42.0m at 31 March 2023.

This increase in contractual rent was due primarily to net property acquisitions, which added £1.3m, but importantly the graph above illustrates aggregate rental growth across the portfolio and the positive impact of asset management activity in increasing like-for-like occupancy through net new lettings, which demonstrate the robust nature of the Company's diverse property portfolio.

The decrease in EPRA EPS to 5.6p (2022: 5.9p, 2021: 5.6p) was due primarily to increasing interest rates. During the year we deployed £9.6m of variable rate debt on property development and refurbishments, most of which will not be income producing until the next financial year when the associated properties are let. SONIA increased

from 0.7% to 4.2% during the year and in June 2022 we refinanced a £25m variable rate revolving credit facility with a £25m tranche of 10 year debt with Aviva at a fixed rate of interest of 4.10% per annum.

#### *Dividend policy*

The Board acknowledges the importance of income for shareholders and during the year its policy was to pay dividends on a sustainable basis at a rate fully covered by net rental income which does not inhibit the flexibility of the Company's investment strategy.

The Company paid dividends totalling 5.5p per share during the year (£24.2m) comprising fourth interim dividend relating to the year ended 31 March 2022 of 1.375p, and quarterly interim dividends of 1.375p per share relating to the year ended 31 March 2023.

The Company paid a fourth quarterly interim dividend of 1.375p per share for the quarter ended 31 March 2023 on 31 May 2023 totalling £6.1m. Dividends relating to the year ended 31 March 2023 of 5.5p (2022: 5.25p) were 102% (2022: 110%) covered by EPRA earnings of £24.8m (2022: £25.3m), as calculated in Note 22.

#### *Key performance indicators*

The Board reviews the Company's quarterly performance against a number of key financial and non-financial measures:

- EPS and EPRA EPS – reflect the Company's ability to generate recurring earnings from the property portfolio which underpin dividends;
- Dividends per share and dividend cover - to provide an attractive, sustainable level of income to shareholders, fully covered from net rental income. The Board reviews target dividends in conjunction with detailed financial forecasts to ensure that target dividends are being met and are sustainable;
- Target dividend per share – an expectation of the Company's ability to deliver an income stream to shareholders for the forthcoming year;
- NAV per share total return – reflects both the NAV growth of the Company and dividends payable to shareholders. The Board assesses NAV per share total return over various time periods and compares the Company's returns to those of its peer group of listed, closed-ended property investment funds;
- Share price total return – reflects the movement in share price and dividends payable to shareholders, giving returns that were available to shareholders during the year;
- NAV/NTA per share, share price and market capitalisation – reflect various measures of shareholder value at a point in time;

- Net gearing – measures the Company's borrowings as a proportion of its investment property, balancing the additional returns available from utilising debt with the need to effectively manage risk;
- Weighted average cost of debt – measures the cost of the Company's borrowings based on amounts drawn and SONIA at the year end;
- OCR – measures the annual running costs of the Company and indicates the Board's ability to operate the Company efficiently, keeping costs low to maximise earnings from which to pay fully covered dividends; and
- Weighted average EPC rating – measures the overall environmental performance of the Company's property portfolio.

The Board considers the key performance measures over various time periods and against similar funds. A record of these measures is disclosed in the Financial highlights and performance summary, the Chair's statement and the Investment Manager's report.

## EPRA performance measures

EPRA Best Practice Recommendations, which are APMs, have been disclosed to facilitate comparison with the Company's peers through consistent reporting of key real estate specific performance measures.

|  | 2023  | 2022  |
|--|-------|-------|
| EPRA EPS (p)   | 5.6   | 5.9   |
| EPRA Net Tangible Assets ("NTA") and Net Reinstatement Value ("NRV") per share (p) | 99.3  | 119.7 |
| EPRA Net Disposal Value ("NDV") per share (p)                                      | 101.0 | 119.7 |
| EPRA NIY   | 5.8%  | 5.0%  |
| EPRA 'topped-up' NIY   | 6.2%  | 5.5%  |
| EPRA vacancy rate  | 9.7%  | 10.2% |
| EPRA cost ratio (including direct vacancy costs)                                   | 23.3% | 22.9% |
| EPRA cost ratio (excluding direct vacancy costs)                                   | 18.7% | 19.0% |
| EPRA LTV   | 27.3% | 20.5% |
| EPRA capital expenditure (£m)  | 63.7  | 69.0  |
| EPRA like-for-like rental growth (£m)  | 36.6  | 35.3  |

- EPRA EPS – a key measure of the Company's underlying operating results and an indication of the extent to which current dividend payments are supported by earnings
- EPRA NAV per share metrics – make adjustments to the NAV per the IFRS financial statements to provide stakeholders with information on the fair value of the assets and liabilities of a real estate investment company, under different scenarios. EPRA NTA - assumes that entities buy and sell assets, thereby crystallising certain levels of unavoidable deferred tax. EPRA NDV – includes an adjustment for the fair value of fixed rate debt.
- EPRA NIY and 'topped-up' NIY – alternative measures of property portfolio valuation based on cash passing rents at the reporting date and once lease incentive periods have expired, net of ongoing property costs
- EPRA vacancy rate – estimated rental value ("ERV") of vacant space as a percentage of the ERV of the whole property portfolio and offers insight into the additional rent generating capacity of the portfolio.
- EPRA cost ratios – alternative measures of ongoing charges based on expenses, excluding operating expenses of rental property recharged to tenants, but including increases in the doubtful debt provision, compared to gross rental income
- EPRA LTV – a measure of gearing including all payables and receivables
- EPRA capital expenditure - capital expenditure incurred on the Company's property portfolio during the year
- EPRA like-for-like rental growth - a measure of passing rent of the property portfolio, excluding acquisitions and disposals
- EPRA Sustainability Best Practice Recommendations – environmental performance measures focusing on emissions and resource consumption which create transparency to potential investors by enabling a comparison against peers and set a direction towards improving the integration of ESG into the management of the Company's property portfolio.



## *Debt financing*

The Company operates with a conservative level of net gearing, with target borrowings over the medium-term of 25% of the aggregate market value of all properties at the time of drawdown. The Company's net gearing increased from 19.1% LTV last year to 27.4% at the year end primarily due to £91.6m of valuation decreases.

During the year the Company arranged a £25m tranche of 10 year debt with Aviva at a fixed rate of interest of 4.10% per annum to refinance a £25m variable rate revolving credit facility with RBS. At the year end the Company had the following facilities available:

- A £40m RCF with Lloyds Bank plc ("Lloyds") with interest of between 1.5% and 1.8% above SONIA, determined by reference to the prevailing LTV ratio of a discrete security pool of assets, and expiring on 17 September 2024. The facility limit can be increased to £50m with Lloyds' approval;
- A £20m term loan facility with Scottish Widows Limited ("SWIP") repayable in August 2025, with fixed annual interest of 3.935%;
- A £45m term loan facility with SWIP repayable in June 2028, with fixed annual interest of 2.987%; and
- A £75m term loan facility with Aviva comprising:
  - A £35m tranche repayable on 6 April 2032, with fixed annual interest of 3.02%;
  - A £15m tranche repayable on 3 November 2032 with fixed annual interest of 3.26%; and
  - A £25m tranche repayable on 3 November 2032 with fixed annual interest of 4.10%.

Each facility has a discrete security pool, comprising a number of the Company's individual properties, over which the relevant lender has security and the following covenants:

- The maximum LTV of each discrete security pool is between 45% and 50%, with an overarching covenant on the Company's property portfolio of a maximum 35% LTV; and
- Historical interest cover, requiring net rental income from each discrete security pool, over the preceding three months, to exceed 250% of the facility's quarterly interest liability.

At the year end the Company had £166.3m (27% of the property portfolio) of unencumbered assets which could be charged to the security pools to enhance the LTV on the individual loans.

The weighted average cost of the Company's drawn debt facilities at 31 March 2023 was 3.8% (2022: 3.0%), with a weighted average maturity of 5.9 years (2022: 5.2 years). At 31 March 2023 the Company had £33.5m (2022: £nil) drawn under its Lloyds RCF, meaning 81% (2022: 84%) of the Company's drawn debt facilities were at fixed rates of interest.

This high proportion of fixed rate debt significantly mitigates long-term interest rate risk for the Company and provides shareholders with a beneficial margin between the fixed cost of debt and income returns from the property portfolio.

### *Outlook*

The Company's business model has remained resilient during the year and we have further mitigated against interest rate rises by refinancing £25m of variable rate debt at a fixed rate. We have a scalable cost structure and flexible capital structure to be on the front foot when opportunities present themselves to raise new equity and exploit acquisition opportunities.

### **Ed Moore**

Finance Director

for and on behalf of Custodian Capital Limited

Investment Manager

14 June 2023

## Principal risks and uncertainties

The Board has overall responsibility for reviewing the effectiveness of the system of risk management and internal control which is operated by the Investment Manager. During the year the Board has performed a robust assessment of the principal and emerging risks facing the Company through a periodic review of its risk register. The Company's risk management process is designed to identify, evaluate and mitigate the significant risks the Company faces. At least annually, the Board undertakes a risk review, with the assistance of the Audit and Risk Committee, to assess the effectiveness of the Investment Manager's risk management and internal control systems. During this review, no significant failings or weaknesses were identified in respect of risk management, internal control and related financial and business reporting. Further information on the risk governance and risk management processes are included in the Internal control and risk management section of the Governance report.

The Company holds a portfolio of high quality property let predominantly to institutional grade tenants and is primarily financed by fixed rate debt. It does not undertake speculative development.

There are a number of potential risks and uncertainties which could have a material impact on the Company's performance over the forthcoming financial year and could cause actual results to differ materially from expected and historical results. The Directors have assessed the risks facing the Company, including risks that would threaten the business model, future performance, solvency or liquidity. The table below outlines the principal risks identified, but does not purport to be exhaustive as there may be additional risks that materialise over time that the Company has not yet identified or has deemed not likely to have a potentially material adverse effect on the business.

| Risk on business  | Likelihood and impact  | Overall change in risk from last year   | Mitigating factors  | Appetite   |
|---|--|---|---|--|
| <b>Loss of revenue</b> <ul style="list-style-type: none"> <li>• Tenant default due to a cessation or curtailment of trade</li> <li>• An increasing number of tenants exercising contractual breaks or not renewing at lease expiry</li> <li>• Enforced reduction in contractual rents through a CVA or legislative changes</li> <li>• Property environmental performance insufficient to attract tenants or maintain rents</li> <li>• Decreases in ERVs resulting in decreases in passing rent to secure long-term occupancy</li> <li>• Expiries or breaks concentrated in a specific year</li> <li>• Unable to re-let void units</li> <li>• Low UK economic growth impacting the occupational property market</li> </ul> | <p>Likelihood: Moderate</p> <p>Impact: High</p> <p>Loss of revenue has an immediate impact on earnings and dividend capacity. There is also an increased risk of breaching interest cover covenants on borrowings detailed in Note 16, which could ultimately lead to default.</p> | <p>Increased – deterioration in the UK's short-term economic outlook.</p> <p>Discussed further in the Investment Manager's report</p> | <ul style="list-style-type: none"> <li>• Diverse property portfolio covering all key sectors and geographical areas</li> <li>• The Company has 319 individual tenancies with the largest tenant accounting for 3.7% of the rent roll</li> <li>• Investment policy limits the Company's rent roll to no more than 10% from a single tenant and 50% from a single sector</li> <li>• Primarily institutional grade tenants</li> <li>• Focused on established business locations for investment</li> <li>• Active management of lease expiry profile considered in forming acquisition and disposal decisions</li> <li>• Building specifications typically not tailored to one user</li> <li>• Strong tenant relationships</li> <li>• Significant focus and pro-active investment in asset-by-asset environmental performance to maintain or improve rental levels</li> </ul> | <p>The Board relies on the Investment Manager's processes regarding due diligence on acquisitions and lettings. A degree of tenant covenant risk and short WAULTs are accepted due to the nature of the business</p> |

| Risk on business  | Likelihood and impact   | Overall change in risk from last year  | Mitigating factors  | Appetite   |
|---|---|--|---|--|
| <p><b><i>Decreases in property portfolio valuation</i></b></p> <ul style="list-style-type: none"> <li>Reduced property market sentiment and investor demand affecting market pricing</li> <li>Decreases in sector-specific ERVs</li> <li>Loss of contractual revenue</li> <li>Tenants exercising contractual breaks or not renewing at lease expiry</li> <li>Change in demand for space</li> <li>Property environmental performance insufficient to attract tenants</li> <li>Properties concentrated in a specific geographical location or sector</li> <li>Lack of transactional evidence</li> </ul> | <p>Likelihood: High</p> <p>Impact: Moderate</p> <p>Significant valuation decreases increase the risk of non-compliance with LTV covenants on borrowings, detailed in Note 16, which could ultimately lead to default. The Company's sensitivity to valuation decreases is considered in Going concern and longer-term viability below</p> | <p>Increased – valuation decreases experienced during the year due to worsening UK economic outlook, macro-economic shocks, interest rate rises and high inflation impacting investor demand</p> <p>Discussed further in the Chair's statement and Investment Manager's report</p> | <ul style="list-style-type: none"> <li>Occupational demand has been resilient during the year despite economic headwinds</li> <li>Active property portfolio diversification between office, industrial (distribution, manufacturing and warehousing), retail warehousing, high street retail and other</li> <li>Investment policy limits the Company's property portfolio to no more than 50% in any specific sector or geographical region</li> <li>Smaller lot-size business model limits exposure to individual asset values</li> <li>High quality assets in good locations should remain popular with investors</li> <li>Significant focus on asset-by-asset ESG performance and pro-actively investing in environmental performance to maintain or improve demand</li> </ul> | <p>There is no certainty that property values will be realised. This is an inherent risk of property investment.</p> <p>The Investment Manager aims to minimise this risk through its asset selection and active asset management initiatives.</p> |

| Risk on business  | Likelihood and impact  | Overall change in risk from last year  | Mitigating factors  | Appetite  |
|---|--|--|---|---|
| <b>Financial</b> <ul style="list-style-type: none"> <li>Reduced availability or increased cost of arranging or servicing debt</li> <li>Breach of financial and non-financial borrowing covenants</li> <li>Significant increases in interest rates</li> <li>Refinancing risk from upcoming expiries</li> </ul> | <p>Likelihood: Moderate</p> <p>Impact: High</p> <p>Increases in interest rates in the short-term reduce earnings and dividend capacity to the extent the Company has drawn balances on its variable rate RCF. Lack of availability of financing would have a significant impact on property strategy if properties needed to be sold to repay loans.</p> | <p>Increased due to increases in interest rates which face continued upward pressure</p> | <ul style="list-style-type: none"> <li>The Company has three lenders</li> <li>The Company's weighted average maturity on its debt is c. six years</li> <li>Target net gearing of 25% LTV on property portfolio</li> <li>81% of drawn debt facilities at the year end at a fixed rate of interest</li> <li>Significant unencumbered properties available to cure any potential breaches of LTV covenants</li> <li>Ongoing monitoring and management of the forecast liquidity and covenant position</li> </ul> | <p>The Board and Investment Manager focus on having funding in place to take advantage of opportunities as they arise.</p> <p>The Board's aim is to minimise this risk to the extent possible through arranging longer-term facilities.</p> |
| <b>Operational</b> <ul style="list-style-type: none"> <li>Inadequate performance, controls or systems operated by the Investment Manager</li> </ul>   | <p>Likelihood: Low</p> <p>Impact: High</p> <p>Increased risk of sub-optimal returns impacting earnings and dividend capacity, ineffective risk or threat management or decisions made on inaccurate information.</p>   | <p>No change</p>   | <ul style="list-style-type: none"> <li>Ongoing review of performance by independent Board of Directors</li> <li>Outsourced internal audit function reporting directly to the Audit and Risk Committee</li> <li>External depositary with responsibility for safeguarding assets and performing cash monitoring</li> </ul>  | <p>The Board relies on the Investment Manager's processes. Its appetite for such risk is low</p>  |

| Risk on business  | Likelihood and impact  | Overall change in risk from last year | Mitigating factors  | Appetite   |
|---|--|---------------------------------------|---|--|
| <b><i>Regulatory and legal</i></b> <ul style="list-style-type: none"> <li>Adverse impact of new or revised legislation or regulations, or by changes in the interpretation or enforcement of existing government policy, laws and regulations</li> <li>Non-compliance with the REIT regime<sup>40</sup> or changes to the Company's tax status</li> </ul> | <p>Likelihood: Moderate</p> <p>Impact: High</p> <p>Reputational damage could impact demand for shares. Earnings and dividend capacity would decrease with penalties/fines for non-compliance or through an increased tax charge</p>  | No change                             | <ul style="list-style-type: none"> <li>Strong compliance culture</li> <li>External professional advisers are engaged to review and advise upon control environment, ensure regulatory compliance and advise on the impact of changes</li> <li>Business model and culture embraces FCA principles</li> <li>REIT regime compliance is considered by the Board in assessing the Company's financial position and setting dividends and by the Investment Manager in making operational decisions</li> </ul>  | The Board has no appetite for non-compliance   |
| <b><i>Business interruption</i></b> <ul style="list-style-type: none"> <li>Cyber-attack results in the Investment Manager being unable to use its IT systems and/or losing data</li> <li>Terrorism or pandemics interrupt the Company's operations through impact on either the Investment Manager or the Company's assets or tenants</li> </ul>          | <p>Likelihood: Moderate</p> <p>Impact: High</p> <p>Reputational damage from not being able to communicate with shareholders on a timely and accurate basis. Loss of earnings and dividend capacity if contractual rents not invoiced. Fines and penalties from non-compliance with reporting requirements.</p> | No change                             | <ul style="list-style-type: none"> <li>Data is regularly backed up and replicated and the Investment Manager's IT systems are protected by anti-virus software and firewalls that are regularly updated</li> <li>Fire protection and access/security procedures are in place at all of the Company's managed properties</li> <li>Comprehensive property damage and business interruption insurance is held, including three years' lost rent and terrorism</li> <li>At least annually, a fire risk assessment and health and safety inspection is performed for each property in the Company's managed portfolio</li> </ul> | The Board relies on the Investment Manager's processes. It has no appetite for such risk |

<sup>40</sup> As defined by the Corporation Tax Act 2010.

| Risk on business  | Likelihood and impact   | Overall change in risk from last year   | Mitigating factors   | Appetite  |
|---|---|---|--|---|
| <b>ESG</b> <ul style="list-style-type: none"> <li>Failure to appropriately manage the environmental performance of the property portfolio, resulting in it not meeting the required standards of environmental legislation and making properties unlettable or unsellable</li> <li>ESG policies and targets being insufficient to meet the required standards of stakeholders</li> <li>Non-compliance with environmental reporting requirements</li> <li>Insufficient electricity supply to maintain tenant operations due to inadequate infrastructure</li> <li>Unsuccessful investment in new technology</li> </ul> | <p>Likelihood: Moderate</p> <p>Impact: Moderate</p> <p>Risk of reputational damage, suboptimal returns for shareholders, decreased asset liquidity, reduced access to debt and capital markets and poor relationships with stakeholders</p> | <p>Increased due to increasing best practice requirements and continued investment in EV chargers and PV</p> <p>Discussed further in the ESG Committee report</p> | <ul style="list-style-type: none"> <li>The Company has engaged specialist environmental consultants to advise the Board on compliance with requirements and adopting best practice where possible</li> <li>The Company has a published ESG policy which seeks to improve energy efficiency and reduce emissions</li> <li>The ESG Committee ensures compliance with environmental requirements, the ESG policy and environmental KPIs</li> <li>At a property level an environmental assessment is undertaken which influences decisions regarding acquisitions, refurbishments and asset management initiatives</li> <li>Upgrading power supplies where availability permits</li> <li>All investments are scrutinised by the Investment Manager's Investment Committee. Investment Committee reports include a dedicated ESG rationale. Carbon reducing technology is a key part of the carbon-reduction strategy but is not invested in speculatively and only established products are considered.</li> </ul> | <p>The Board has a low tolerance for non-compliance with risks that adversely impact reputation, stakeholder sentiment and asset liquidity.</p> |



| Risk on business  | Likelihood and impact   | Overall change in risk from last year                                  | Mitigating factors   | Appetite  |
|---|---|--|--|---|
| <b>Acquisitions</b> <ul style="list-style-type: none"> <li>Unidentified liabilities associated with the acquisition of new properties (whether acquired directly or via a corporate structure)</li> </ul> | <p>Likelihood: Low</p> <p>Impact: Moderate</p> <p>Decrease in NAV and loss of shareholder value</p> | <p>Decreased – no corporate acquisitions completed during the year</p> | <ul style="list-style-type: none"> <li>Comprehensive due diligence is undertaken in conjunction with professional advisers and the provision of insured warranties and indemnities are sought from vendors where appropriate</li> <li>Acquired companies' trade and assets are hived-up into Custodian Property Income REIT plc and the acquired entities are subsequently liquidated</li> </ul> | <p>The Board accepts risk with such transactions with the mitigations opposite used to manage risk where possible</p> |

### Emerging risks

The following emerging risks have been identified:

- Macro-economic environment - the recovery in global demand following the COVID-19 pandemic and the ongoing war in Ukraine have contributed to global supply chain issues, inflation and the risk of agricultural shortages. These impact the Company in terms of the cost and availability of materials and labour in carrying out redevelopments, refurbishments and maintenance, their effect on increasing interest rates and indirectly through their impact on the UK economy in terms of growth and consumer spending and the consequential impact on occupational demand for real estate.

The Board believes the Company effectively mitigates the longer-term impact of these risks because the Company:

- Carefully assesses the economic viability of all capital projects, ensuring as a minimum that resulting expected, demonstrable rental increases will result in valuations increasing that at least cover capital expenditure over the medium-term;
- Notes that occupational demand has proven robust, discussed in more detail in the Investment Manager's report;
- Has a portfolio diversified by sector and location with a predominantly institutional grade tenant base;
- Has low gearing with 81% of drawn debt facilities at the year end at a fixed rate of interest; and
- Has a stable investment portfolio and does not undertake speculative development.

No other emerging risks have been added to the Company's risk register during the year.

### *Going concern and longer-term viability*

The Board assesses the Company's prospects over the long-term, taking into account rental growth expectations, climate related risks, longer-term debt strategy, expectations around capital investment in the portfolio and the UK's long-term economic outlook. At quarterly Board meetings, the Board reviews summaries of the Company's liquidity position and compliance with loan covenants, as well as forecast financial performance and cash flows.

### Forecast

The Investment Manager maintains a detailed forecast model projecting the financial performance of the Company over a period of three years, which provides a reasonable level of accuracy regarding projected lease renewals, asset-by-asset capital expenditure, property acquisitions and disposals, rental growth, interest rate changes, cost inflation and refinancing of the Company's variable rate debt which typically has a maximum tenor of three years. The detailed forecast model allows robust sensitivity analysis to be conducted and over the three year forecast period included the following key, prudent assumptions:

- A 1% annual loss of contractual revenue through CVA or tenant default;
- No changes to the demand for leasing the Company's assets going forwards, maintaining the occupancy rate;
- No portfolio valuation movements and no net acquisitions/disposals;
- Rental growth, captured at lease expiry, based on consensus forecasts;
- The Company's capital expenditure programme to invest in its existing assets continues as expected; and
- Modest further interest rate rises experienced based on the prevailing forward curve.

The Directors have assessed the Company's prospects and longer-term viability over this three-year period in accordance with Provision 36 of the AIC Code, and the Company's prospects as a going concern over a period of 12 months from the date of approval of the Annual Report, using the same forecast model and assessing the risks against each of these assumptions.

The Directors note that the Company has performed strongly during the year despite economic headwinds and valuation decreases, with rents and occupancy increasing over the last 12 months.

### *Sensitivities*

Sensitivity analysis involves flexing these key assumptions, taking into account the principal risks and uncertainties and emerging risks detailed in the Strategic Report, and assessing their impact on the following areas:

## Covenant compliance

The Company operates the loan facilities summarised in Note 16. At 31 March 2023 the Company had significant headroom on lender covenants at a portfolio level with:

- Net gearing of 27.4% compared to a maximum LTV covenant of 35%, with £166.3m (27% of the property portfolio) unencumbered by the Company's borrowings; and
- 122% minimum headroom on interest cover covenants for the quarter ended 31 March 2023.

Over the one and three year assessment periods the Company's forecast model projects a small increase in net gearing and an increase in headroom on interest cover covenants. Reverse stress testing has been undertaken to understand what circumstances would result in potential breaches of financial covenants over these periods. While the assumptions applied in these scenarios are possible, they do not represent the Board's view of the likely outturn, but the results help inform the Directors' assessment of the viability of the Company. The testing indicated, assuming no unencumbered properties were charged, that:

- The rate of loss or deferral of contractual rent on the borrowing facility with least headroom would need to deteriorate by 30% (for the going concern assessment period) and 59% (for the longer-term viability assessment period) from the levels included in the Company's prudent base case forecasts to breach interest cover covenants; or
- At a portfolio level property valuations would have to decrease by 19% from the 31 March 2023 position to risk breaching the overall 35% LTV covenant for both assessment periods.

The Board notes that the February 2023 IPF Forecasts for UK Commercial Property Investment survey suggests an average 0.6% increase in rents during 2023 with capital value decreases of 5.5%. The Board believes that the valuation of the Company's property portfolio will prove resilient due to its higher weighting to industrial assets and overall diverse and high-quality asset and tenant base comprising 161 assets and over 300 typically 'institutional grade' tenants across all commercial sectors.

## Liquidity

At 31 March 2023 the Company had:

- £6.8m of cash and £6.5m undrawn RCF (can be increased to £16.5m with Lloyds' consent), with gross borrowings of £173.5m resulting in low net gearing of 27.4%, with no short-term refinancing risk and a weighted average debt facility maturity of six years; and

- An annual contractual rent roll of £42.0m, with interest costs on drawn loan facilities of only c. £6.7m per annum.

The Company's forecast model projects it will have sufficient cash and undrawn facilities to settle its target dividends and its expense and interest liabilities over the one and three year assessment periods.

As detailed in Note 16, the Company's Lloyds RCF expires in September 2024 and discussions are underway regarding a renewal. The Board anticipates lender support in agreeing subsequent facilities, and would seek to refinance the RCF with another lender or dispose of sufficient properties to repay it in September 2024 in the unlikely event of lender support being withdrawn.

#### Results of the assessments

Based on the prudent assumptions within the Company's forecasts regarding the factors set out above, the Directors expect that over the one-year and three-year periods of their assessment:

- The Company has surplus cash to continue in operation and meet its liabilities as they fall due;
- Borrowing covenants are complied with; and
- REIT tests are complied with.

## Section 172 statement and stakeholder relationships

The Directors consider that in conducting the business of the Company over the course of the year they have complied with Section 172(1) of the Companies Act 2006 ("the Act") by fulfilling their duty to promote the success of the Company and act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

### *Issues, factors and stakeholders*

The Board has direct engagement with the Company's shareholders and seeks a rounded and balanced understanding of the broader impact of its decisions through regular engagement with its stakeholder groups (detailed below) to understand their views, typically through feedback from the Investment Manager and the Company's broker, which is regularly communicated to the Board via quarterly meetings. Stakeholder engagement also ensures the Board is kept aware of any significant changes in the market, including the identification of emerging trends and risks, which in turn can be factored into its strategy discussions.

Management of the Company's day-to-day operations has been delegated to the Investment Manager, Custodian Capital Limited, and the Company has no employees. This externally managed structure allows the Board and the Investment Manager to have due regard to the impact of decisions on the following matters specified in Section 172 (1) of the Act:

| Section 172(1)<br>factor                             | Approach taken   |
|--|--|
| Likely consequences of any decision in the long-term | <p>The business model and strategy of the Company is set out within the Strategic Report. Any deviation from or amendment to that strategy is subject to Board and, if necessary, shareholder approval. The Company's Management Engagement Committee ensures that the Investment Manager is operating within the scope of the Company's investment objectives.</p> <p>At least annually, the Board considers a budget for the delivery of its strategic objectives based on a three year forecast model. The Investment Manager reports non-financial and financial key performance indicators to the Board, set out in detail in the Business model and strategy section of the Strategic report, at least quarterly which are used to assess the outcome of decisions made.</p> <p>The Board's commitment to keeping in mind the long-term consequences of its decisions underlies its focus on risk, including risks to the long-term success of the business.</p> <p>The investment strategy of the Company is focused on medium to long-term returns and minimising the Company's impact on communities and the environment and as such the long-term is firmly within the sights of the Board when all material decisions are made.</p> |

|  |  |
|--|--|
|  | <p>The board gains an understanding of the views of the Company's key stakeholders from the Investment Manager, broker and Management Engagement Committee, and considers those stakeholders' interests and views in board discussions and long-term decision-making.</p>  |
| <p>The interests of the Company's employees</p>  | <p>The Company has no employees as a result of its external management structure, but the Directors have regard to the interests of the individuals responsible for delivery of the property management and administration services to the Company to the extent that they are able to.</p> <p>The Company's Nominations Committee is responsible for applying the diversity policy set out in the Nominations Committee Report to Board recruitment.</p>  |
| <p>The need to foster the Company's business relationships with suppliers, customers and others</p>    | <p>Business relationships with suppliers, tenants and other counterparties are managed by the Investment Manager. Suppliers and other counterparties are typically professional firms such as lenders, property agents and other property professionals, accounting firms and legal firms and tenants with which the Investment Manager often has a longstanding relationship. Where material counterparties are new to the business, checks, including anti money laundering checks where appropriate, are conducted prior to transacting any business to ensure that no reputational or legal issues would arise from engaging with that counterparty. The Company also periodically reviews the compliance of all material counterparties with relevant laws and regulations such as the Modern Slavery Act 2015. The Company pays suppliers in accordance with pre-agreed terms. The Management Engagement Committee engages directly with the Company's key service providers providing a direct line of communication for receiving feedback and resolving issues.</p> <p>Because the Investment Manager directly invoices most tenants and collects rent without using managing agents, it has open lines of communication with tenants and can understand and resolve any issues promptly.</p> |
| <p>The impact of the Company's operations on the community and the environment</p>                     | <p>The Board recognises the importance of supporting local communities where the Company's assets are located and seeks to invest in properties which will be fit for future purpose and which align with ESG targets. The Company also seeks to benefit local communities by creating social value through employment, viewing its properties as a key part of the fabric of the local economy.</p> <p>The Board takes overall responsibility for the Company's impact on the community and the environment and its ESG policies are set out in the ESG report.</p> <p>The Company's approach to preventing bribery, money laundering, slavery and human trafficking is disclosed in the Governance report.</p>   |
| <p>The desirability of the Company maintaining a reputation for high standards of business conduct</p> | <p>The Board believes that the ability of the Company to conduct its investment business and finance its activities depends in part on the reputation of the Board and Investment Manager's team. The risk of falling short of the high standards expected and thereby risking its business reputation is included in the Board's review of the Company's risk register, which is conducted periodically. The principal risks and uncertainties facing the business are set out in that section of the Strategic report. The Company's requirements for a high standard of conduct and business ethics are set out in the Governance report.</p>   |

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The need to act fairly as between members of the Company

The Company's shareholders are a very important stakeholder group. The Board oversees the Investment Manager's formal investor relations programme which involves the Investment Manager engaging routinely with the Company's shareholders. The programme is managed by the Company's broker and the Board receives prompt feedback from both the Investment Manager and broker on the outcomes of meetings and presentations. The Board and Investment Manager aim to be open with shareholders and available to them, subject to compliance with relevant securities laws. The Chair of the Company and other Non-Executive Directors make themselves available for meetings as appropriate and attend the Company's AGM.

The investor relations programme is designed to promote formal engagement with investors and is typically conducted after each half-yearly results announcement. The Investment Manager also engages with existing investors who may request meetings and with potential new investors on an ad hoc basis throughout the year, including where prompted by Company announcements. Shareholder presentations are made available on the Company's website. The Company has a single class of share in issue with all members of the Company having equal rights.

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#### *Methods used by the Board*

The main methods used by the Directors to perform their duties include:

- Board Strategy Days held at least annually to review all aspects of the Company's business model and strategy and assess the long-term sustainable success of the Company and its impact on key stakeholders;
- The Management Engagement Committee assesses the Company's engagements with its key service providers and the Investment Manager reports on their performance to the Board. The responsibilities of the Management Engagement Committee are detailed in the Management Engagement Committee report;
- The Board is ultimately responsible for the Company's ESG activities set out in the ESG Committee report, which it believes are a key part of benefitting the local communities where the Company's assets are located;
- The Board's risk management procedures set out in the Governance report identify the potential consequences of decisions in the short, medium and long-term so that mitigation plans can be put in place to prevent, reduce or eliminate risks to the Company and wider stakeholders;
- The Board sets the Company's purpose, values and strategy, detailed in the Business model and strategy section of the Strategic report, and the Investment Manager ensures they align with its culture;
- The Board carries out direct shareholder engagement via the AGM and Directors attend shareholder meetings on an ad hoc basis;
- External assurance is received through internal and external audits and reports from brokers and advisers; and
- Specific training for existing Directors and induction for new Directors as set out in the Governance report.



## *Principal decisions in the year*

The Board has delegated operational functions to the Investment Manager and other key service providers. In particular, responsibility for management of the Company's property portfolio has been delegated to the Investment Manager. The Board retains responsibility for reviewing the engagement of the Investment Manager and exercising overall control of the Company, reserving certain key matters as set out in the Governance report. The principal non-routine decisions taken by the Board during the year, and its rationale on how the decision was made, were:

| <b>Decision</b>  | <b>How decision was made</b>  |
|--|---|
| Setting target dividends at 5.5pps for the year ending 31 March 2024.  | In line with the Board's dividend policy of paying a high, sustainable level of dividend which maximises shareholder returns without negatively influencing property strategy.  |
| Re-appointing Knight Frank as one of the Company's independent valuers for a further three years.  | The Management Engagement Committee recommended Knight Frank's reappointment based on its strong performance during its first period of appointment, which offers stakeholders reassurance over the accuracy of the Company's reported NAV. |
| Appointing JLL as the Company's ESG adviser in October 2022 and considering its net zero carbon strategy as described in the ESG Committee report. | JLL is a market leader in real estate ESG advisory and the Board believed its appointment would enable the Company to accelerate the implementation of its ESG strategy and more effectively achieve its objectives.                        |
| Appointing new Directors as detailed in the Chair's statement.   | The Board believes Malcolm Cooper and David MacLellan bring a wealth of experience and skills including leadership, financial expertise, property and governance which will benefit all shareholders.                                       |

Due to the nature of these decisions, a variety of stakeholders had to be factored into the Board's discussions. Each decision was announced at the time, so that all stakeholders were aware of the decisions.

## *Stakeholders*

The Board recognises the importance of stakeholder engagement to deliver its strategic objectives and believes its stakeholders are vital to the continued success of the Company. The Board is mindful of stakeholder interests and keeps these at the forefront of business and strategic decisions. Regular engagement with stakeholders is fundamental to understanding their views. The below section highlights how the Company engages with its key stakeholders, why they are important and the impact they have on the Company and therefore its long-term success, which the Board believes helps demonstrate the successful discharge of its duties under s172(1) of the Act.

| Stakeholder   | Stakeholder interests  | Stakeholder engagement   |
|---|--|--|
| <b><i>Tenants</i></b>   |  |  |
| The Investment Manager understands the businesses occupying the Company's assets and seeks to create long-term partnerships and understand their needs to deliver fit for purpose real estate and develop asset management opportunities to underpin long-term sustainable income growth and maximise occupier satisfaction | <ul style="list-style-type: none"> <li>• High quality assets</li> <li>• Profitability</li> <li>• Efficient operations</li> <li>• Knowledgeable and committed landlord</li> <li>• Flexibility to adapt to the changing UK commercial landscape</li> <li>• Buildings with strong environmental credentials</li> </ul>                                | <ul style="list-style-type: none"> <li>• Regular dialogue through rent collection process</li> <li>• Review published data, such as accounts, trading updates and analysts' reports</li> <li>• Ensured buildings comply with the necessary safety regulations and insurance</li> <li>• Most tenants contacted to request environmental performance data and offer an engagement programme on their premises' environmental performance</li> <li>• Occupancy has remained around 90% during the year</li> </ul> |
| <b><i>The Investment Manager and its employees</i></b>  |  |  |
| As an externally managed fund the Company's key service provider is the Investment Manager and its employees are a key stakeholder. The Investment Manager's culture aligns with that of the Company and its long-standing reputation of operating in the smaller lot-size market is key when representing the Company      | <ul style="list-style-type: none"> <li>• Long-term viability of the Company</li> <li>• Long-term relationship with the Company</li> <li>• Well-being of the Investment Manager's employees</li> <li>• Being able to attract and retain high-calibre staff</li> <li>• Maintaining a positive and transparent relationship with the Board</li> </ul> | <ul style="list-style-type: none"> <li>• Board and Committee meetings</li> <li>• Face-to-face and video-conference meetings with the Chair and other Board Directors</li> <li>• Quarterly KPI reporting to the Board</li> <li>• Board evaluation, including feedback from key Investment Manager personnel</li> <li>• Ad hoc meetings and calls</li> </ul>   |
| <b><i>Suppliers</i></b>   |  |  |
| A collaborative relationship with our suppliers, including those to whom key services are outsourced, ensures that we receive high quality services to help deliver strategic and investment objectives   | <ul style="list-style-type: none"> <li>• Collaborative and transparent working relationships</li> <li>• Responsive communication</li> <li>• Being able to deliver service level agreements</li> </ul>  | <ul style="list-style-type: none"> <li>• Board and Committee meetings</li> <li>• One-to-one meetings</li> <li>• Annual review of key service providers for the Management Engagement Committee</li> </ul>  |

| Stakeholder   | Stakeholder interests  | Stakeholder engagement  |
|---|--|---|
| <b>Shareholders</b>   |  |   |
| Building a strong investor base through clear and transparent communication is vital to building a successful and sustainable business and generating long-term growth  | <ul style="list-style-type: none"> <li>• Sustainable growth</li> <li>• Attractive level of income returns</li> <li>• Strong Corporate Governance and environmental credentials</li> <li>• Transparent reporting framework</li> </ul>   | <ul style="list-style-type: none"> <li>• Annual and half year presentations</li> <li>• AGM</li> <li>• Market announcements and corporate website</li> <li>• Regular investor feedback received from the Company's broker, distribution agents and PR adviser as well as seeking feedback from face-to-face meetings</li> <li>• On-going dialogue with analysts</li> </ul> |
| <b>Lenders</b>  |  |   |
| Our lenders play an important role in our business. The Investment Manager maintains close and supportive relationships with this group of long-term stakeholders, characterised by openness, transparency and mutual understanding | <ul style="list-style-type: none"> <li>• Stable cash flows</li> <li>• Stronger covenants</li> <li>• Being able to meet interest payments</li> <li>• Maintaining agreed gearing ratios</li> <li>• Regular financial reporting</li> <li>• Proactive notification of issues or changes</li> </ul>   | <ul style="list-style-type: none"> <li>• Regular covenant reporting</li> <li>• Regular catch-up calls</li> </ul>  |
| <b>Government, local authorities and communities</b>  |  |   |
| As a responsible corporate citizen the Company is committed to engaging constructively with central and local government and ensuring we support the wider community  | <ul style="list-style-type: none"> <li>• Openness and transparency</li> <li>• Proactive compliance with new legislation</li> <li>• Proactive engagement</li> <li>• Support for local economic and environmental plans and strategies</li> <li>• Playing its part in providing the real estate fabric of the economy, giving employers a place of business</li> </ul> | <ul style="list-style-type: none"> <li>• Engagement with local authorities where we operate</li> <li>• Two way dialogue with regulators and HMRC</li> </ul>   |

## **Approval of Strategic report**

The Strategic report, (incorporating the Business model and strategy, Chair's statement, Investment Manager's report, ESG Committee report, Financial report, Principal risks and uncertainties and Section 172 statement and stakeholder relationships) was approved by the Board of Directors and signed on its behalf by:

**David Hunter**

Chair

14 June 2023

## **Board of Directors and Investment Manager personnel**

The Board currently comprises seven non-executive directors. A short biography of each director is set out below:

### **David Hunter - Independent Chair**

David is a professional non-executive director and strategic adviser focused principally on UK and international real estate. He chairs the Company and its Nominations Committee and is on the boards of both listed and unlisted companies in the UK and overseas, as well as holding corporate advisory roles. He qualified as a chartered surveyor in 1978 and has over 25 years' experience as a fund manager, including as Managing Director of Aberdeen Asset Management's property fund business. David is a former President of the British Property Federation and was actively involved in the introduction of REITs to the UK. He is also Honorary Swedish Consul to Glasgow and an Honorary Professor of real estate at Heriot-Watt University.

David is Non-Executive Chair of Capital & Regional plc ("C&R"). During the year, David was appointed as Non-Executive Chair of Dar Global plc ("DG"), a company established to develop the international assets of Dar Al Arkan Real Estate Development Company, a leading Saudi Arabian property developer.

The Board perceives no material conflicts of interest between Custodian Property Income REIT and the activities of C&R or DG due to their divergent property strategies.

David's other roles are not considered to impact his ability to allocate sufficient time to the Company to discharge his responsibilities effectively.

### **David MacLellan - Independent Director**

David was appointed to the Board on 9 May 2023 and is expected to take on the Chair role on 8 August 2023 following David Hunter's scheduled retirement.

He has over 35 years' experience in private equity and fund management and an established track record as Chair and Non-Executive director of public and private companies. During his executive career David was an Executive Director of Aberdeen Asset Management plc following its purchase of Murray Johnstone Limited ("MJ") in 2000. At the time of the purchase he was Group Managing Director of MJ, a Glasgow based fund manager managing inter alia closed and open ended funds, having joined MJ's venture capital team in 1984. Prior to joining MJ he qualified as a Chartered Accountant at Arthur Young McLelland Moores (now EY).

David is currently Chair and Managing Partner of RJD Partners (“RJD”), a private equity business; Non-Executive Director and Audit Committee Chair of J&J Denholm Limited, a family owned business involved in shipping, logistics, seafoods and industrial services; and Non-Executive Director and Audit Committee Chair of Aquila Renewables plc, an investment trust.

David is former Chair and Senior Independent Director of John Laing Infrastructure Fund, a FTSE 250 investment company, former Chair of Stone Technologies Limited, former Chair of Havelock Europa plc and former Non-Executive Director of Maven Income & Growth VCT 2 plc. He was also Chair of Britannic UK Income Fund for 12 years until 2013 as well as a director of a number of private equity backed businesses.

David’s other roles are not considered to impact his ability to allocate sufficient time to the Company to discharge his responsibilities effectively.

#### **Elizabeth McMeikan – Senior Independent Director**

Elizabeth’s substantive career was with Tesco plc, where she was a Stores Board Director before embarking on a non-executive career in 2005.

Elizabeth is currently Chair of Nichols plc, the AIM listed diversified soft drinks group. She is Senior Independent Director and Remuneration Committee Chair at both Dalata Hotel Group plc, the largest hotel group in Ireland, and at McBride plc, Europe’s leading manufacturer of cleaning and hygiene products. She is also Non-Executive Director of Fresca Group Limited, a fruit and vegetable grower and importer.

Previously Elizabeth was SID and Remuneration Committee Chair at both The Unite Group plc and at Flybe plc, SID at J D Wetherspoon plc and Chair of Moat Homes Limited.

Elizabeth’s other roles are not considered to impact her ability to allocate sufficient time to the Company to discharge her responsibilities effectively.

#### **Hazel Adam - Independent Director**

Hazel was an investment analyst with Scottish Life until 1996 and then joined Standard Life Investments. As a fund manager she specialised in UK and then Emerging Market equities. In 2005 Hazel joined Goldman Sachs International as an executive director on the new markets equity sales desk before moving to HSBC in 2012, holding a similar equity sales role until 2016.

Hazel was an independent non-executive director of Aberdeen Latin American Income Fund Limited until June 2023 and holds the CFA Level 4 certificate in ESG Investing and the Financial Times Non-Executive Directors Diploma.

#### **Chris Ireland FRICS - Independent Director**

Chris joined international property consultancy King Sturge in 1979 as a graduate and has worked his whole career across the UK investment property market. He ran the investment teams at King Sturge before becoming Joint Managing Partner and subsequently Joint Senior Partner prior to its merger with JLL in 2011.

Chris was Chief Executive Officer of JLL UK between 2016 and 2021 and subsequently its Chair from 2021 until retiring in March 2023. Chris is committed to leading the property sector on sustainability and supporting the debate around the climate emergency.

Chris is a former Chair of the Investment Property Forum and is a Non-Executive Director of Le Masurier, a Jersey based family trust with assets across the UK, Germany and Jersey. Chris is also a keen supporter of the UK homelessness charity Crisis.

Chris' other roles are not considered to impact his ability to allocate sufficient time to the Company to discharge his responsibilities effectively.

#### **Malcolm Cooper FCCA FCT - Independent Director**

Malcolm was appointed to the Board on 6 June 2022.

He is a qualified accountant and an experienced FTSE 250 company Audit Committee Chair with an extensive background in corporate finance and a wide experience in infrastructure and property.

Malcolm worked with Arthur Andersen and British Gas/BG Group/Lattice before spending 15 years with National Grid with roles including Managing Director of National Grid Property and Global Tax and Treasury Director, and culminated in the successful sale of a majority stake in National Grid's gas distribution business, now known as Cadent Gas.

Malcolm is currently a Non-Executive Director of Morgan Sindall Group plc, a FTSE 250 UK construction and regeneration business, Chairing its Audit and Responsible Business Committees. He is also Senior Independent



Director and Credit Committee Chair of MORhomes plc, Non-Executive Director, Remuneration Committee Chair and Audit Committee Chair at Southern Water Services Limited and Non-Executive Director and Audit and Risk Committee Chair at Local Pensions Partnership Investment. Malcolm was recently appointed as Deputy President of the Association of Corporate Treasurers.

Malcolm was previously Senior Independent Director and Audit Committee chair at CLS Holdings plc, a Non-Executive Director of St William Homes LLP and a member of the Financial Conduct Authority's Listing Authority Advisory Panel.

Malcolm's other roles are not considered to impact his ability to allocate sufficient time to the Company to discharge his responsibilities effectively.

### **Ian Mattioli MBE - Director**

Ian is CEO of Mattioli Woods with over 35 years' experience in financial services, wealth management and property businesses and is the founder director of Custodian Property Income REIT. Together with Bob Woods, Ian founded Mattioli Woods, the AIM-listed wealth management and employee benefits business which is the parent company of the Investment Manager. Mattioli Woods now has over £15bn of assets under management, administration and advice. Ian is responsible for the vision and operational management of Mattioli Woods and instigated the development of its investment proposition, including the syndicated property initiative that developed into the seed portfolio for the launch of Custodian Property Income REIT.

Ian is a non-independent Director of the Company due to his role with Mattioli Woods and is viewed by the Board as representative of Mattioli Woods' client shareholders which represent approximately 68% of the Company's shareholders.

His personal achievements include winning the London Stock Exchange AIM Entrepreneur of the Year award and CEO of the year in the 2018 City of London wealth management awards. Ian was awarded an MBE in the Queen's 2017 New Year's Honours list for his services to business and the community in Leicestershire and was appointed High Sheriff of Leicestershire in March 2021, an independent non-political Royal appointment for a single year. Ian and his family own 6.1m shares in the Company.

Ian's other roles are not considered to impact his ability to allocate sufficient time to the Company to discharge his responsibilities effectively.

## *Investment Manager personnel*

Short biographies of the Investment Manager's key personnel and senior members of its property team are set out below:

### **Richard Shepherd-Cross MRICS - Managing Director**

Richard qualified as a Chartered Surveyor in 1996 and until 2008 worked for JLL, latterly running its national portfolio investment team.

Since joining Mattioli Woods in 2009, Richard established Custodian Capital as the Property Fund Management subsidiary to Mattioli Woods and in 2014 was instrumental in the establishment of Custodian Property Income REIT from Mattioli Woods' syndicated property portfolio and its 1,200 investors. Following the successful IPO of the Company, Richard has overseen the growth of the Company to its current property portfolio of over £0.6bn. Richard and his family own 371,061 shares in the Company.

### **Ed Moore FCA – Finance Director**

Ed qualified as a Chartered Accountant in 2003 with Grant Thornton, specialising in audit, financial reporting and internal controls across its Midlands practice. He is Finance Director of Custodian Capital with responsibility for all day-to-day financial aspects of its operations.

Since IPO in 2014 Ed has overseen the Company raising over £300m of new equity, arranging or refinancing seven loan facilities and completing four corporate acquisitions, including leading on the acquisition of DRUM REIT in 2021. Ed's key responsibilities for Custodian Property Income REIT are accurate external and internal financial reporting, ongoing regulatory compliance and maintaining a robust control environment. Ed is Company Secretary of Custodian Property Income REIT and is a member of the Investment Manager's Investment Committee. Ed is also responsible for the Investment Manager's environmental initiatives, attending Custodian Property Income REIT ESG Committee meetings and co-leading the Investment Manager's ESG working group.

### **Ian Mattioli MBE - Founder and Chair**

Ian's biography is set out above.

### **Alex Nix MRICS – Assistant Investment Manager**

Alex graduated from Nottingham Trent University with a degree in Real Estate Management before joining Lambert Smith Hampton, where he spent eight years and qualified as a Chartered Surveyor in 2006.

Alex is Assistant Investment Manager to Custodian Property Income REIT having joined Custodian Capital in 2012. Alex heads the Company's property management and asset management initiatives, assists in sourcing and executing new investments and is a member of the Investment Manager's Investment Committee.

#### **Tom Donnachie MRICS – Portfolio Manager**

Tom graduated from Durham University with a degree in Geography before obtaining an MSc in Real Estate Management from Sheffield Hallam University. Tom worked in London for three years where he qualified as a Chartered Surveyor with Workman LLP before returning to the Midlands first with Lambert Smith Hampton and then CBRE.

Tom joined Custodian Capital in 2015 as Portfolio Manager with a primary function to maintain and enhance the existing property portfolio and assist in the selection and due diligence process regarding new acquisitions. Tom co-leads the Investment Manager's environmental working group and attends Custodian Property Income REIT ESG Committee meetings.

#### **Javed Sattar MRICS – Portfolio Manager**

Javed joined Custodian Capital in 2011 after graduating from Birmingham City University with a degree in Estate Management Practice. Whilst working as a trainee surveyor on Custodian Property Income REIT's property portfolio for Custodian Capital he completed a PGDip in Surveying via The College of Estate Management and qualified as a Chartered Surveyor in 2017.

Javed operates as Portfolio Manager managing properties predominantly located in the North-West of England.

#### **Aman Sharma MRICS – Portfolio Manager**

Aman has worked in real estate for over 10 years having graduated from Nottingham Trent University with a degree in Real Estate Management and subsequently qualified as a Chartered Surveyor in 2014, having spent time with AXA-IM Real Assets and JLL.

Aman joined Custodian Capital in 2022 and is responsible for managing a portfolio of mixed-use assets with a focus on the South and East of England and assists in the sourcing and due diligence process regarding new acquisitions.

## Consolidated statements of comprehensive income

For the year ended 31 March 2023

|  | Note | Group           |            | Company         |            |
|--|------|-----------------|------------|-----------------|------------|
|  |      | Year ended      | Year ended | Year ended      | Year ended |
|  |      | 31 March        | 31 March   | 31 March        | 31 March   |
|  |      | 2023            | 2022       | 2023            | 2022       |
|  |      | £000            | £000       | £000            | £000       |
| <b>Revenue</b>   | 4    | <b>44,147</b>   | 39,891     | <b>43,347</b>   | 38,490     |
| Investment management  |      | <b>(3,880)</b>  | (3,854)    | <b>(3,880)</b>  | (3,782)    |
| Operating expenses of rental property  |      |                 |            |                 |            |
| - rechargeable to tenants  |      | <b>(3,526)</b>  | (852)      | <b>(3,526)</b>  | (852)      |
| - directly incurred  |      | <b>(3,530)</b>  | (3,422)    | <b>(3,242)</b>  | (3,174)    |
| Professional fees  |      | <b>(911)</b>    | (617)      | <b>(911)</b>    | (579)      |
| Directors' fees  |      | <b>(318)</b>    | (291)      | <b>(318)</b>    | (291)      |
| Other expenses   |      | <b>(822)</b>    | (776)      | <b>(819)</b>    | (774)      |
| Depreciation   |      | <b>(112)</b>    | -          | <b>(112)</b>    | -          |
| <b>Expenses</b>  |      | <b>(13,099)</b> | (9,812)    | <b>(12,808)</b> | (9,452)    |
| <b>Operating profit before (loss)/profit on investment property, financing and group reorganisations</b> |      | <b>31,048</b>   | 30,079     | <b>30,539</b>   | 29,038     |
| Unrealised (loss)/profit on revaluation of investment property:  |      |                 |            |                 |            |
| • relating to property revaluations  | 10   | <b>(91,551)</b> | 93,977     | <b>(91,840)</b> | 86,656     |
| • relating to costs of acquisition   | 10   | <b>(3,426)</b>  | (2,273)    | <b>(3,426)</b>  | (2,273)    |
| Valuation (decrease)/increase  |      | <b>(94,977)</b> | 91,704     | <b>(95,266)</b> | 84,383     |
| Profit on disposal of investment property  |      | <b>4,368</b>    | 5,369      | <b>4,368</b>    | 5,369      |
| Net (loss)/profit on investment property   |      | <b>(90,609)</b> | 97,073     | <b>(90,898)</b> | 89,752     |
| <b>Operating (loss)/profit before financing and group reorganisations</b>                                |      | <b>(59,561)</b> | 127,152    | <b>(60,359)</b> | 118,790    |

|   |    |                 |         |                 |         |
|---|----|-----------------|---------|-----------------|---------|
| Finance income  | 6  | <b>22</b>       | -       | <b>22</b>       | -       |
| Finance costs   | 7  | <b>(6,282)</b>  | (4,827) | <b>(6,105)</b>  | (4,615) |
| Net finance costs   |    | <b>(6,260)</b>  | (4,827) | <b>(6,083)</b>  | (4,615) |
| <b>(Loss)/profit before group reorganisations</b>   |    | <b>(65,821)</b> | 122,325 | <b>(66,442)</b> | 114,175 |
| Impairment of investments on receipt of dividends from group companies                    | 12 | -               | -       | <b>(22,538)</b> | -       |
| Dividends received from group companies   | 12 | -               | -       | <b>31,384</b>   | -       |
| Other   |    | -               | -       | <b>(75)</b>     | -       |
| Net income from group reorganisations   | 12 | -               | -       | <b>8,771</b>    | -       |
| <b>(Loss)/profit before tax</b>   |    | <b>(65,821)</b> | 122,325 | <b>(57,671)</b> | 114,175 |
| Income tax expense  | 8  | -               | -       | -               | -       |
| <b>(Loss)/profit for the year and total comprehensive income for the year, net of tax</b> |    | <b>(65,821)</b> | 122,325 | <b>(57,671)</b> | 114,175 |
| <b>Attributable to:</b>   |    |                 |         |                 |         |
| Owners of the Company   |    | <b>(65,821)</b> | 122,325 | <b>(57,671)</b> | 114,175 |
| <b>Earnings per ordinary share:</b>   |    |                 |         |                 |         |
| Basic and diluted (p)   | 3  | <b>(14.9)</b>   | 28.5    |                 |         |
| EPRA (p)  | 3  | <b>5.6</b>      | 5.9     |                 |         |

The profit for the year arises from continuing operations.

**Consolidated and Company statements of financial position**

As at 31 March 2023

Registered number: 08863271

|   |      | <b>Group</b>                      |                          | <b>Company</b>                    |                          |
|---|------|-----------------------------------|--------------------------|-----------------------------------|--------------------------|
|   | Note | <b>31 March<br/>2023<br/>£000</b> | 31 March<br>2022<br>£000 | <b>31 March<br/>2023<br/>£000</b> | 31 March<br>2022<br>£000 |
| <b>Non-current assets</b>   |      |                                   |                          |                                   |                          |
| Investment property   | 10   | <b>613,587</b>                    | 665,186                  | <b>613,587</b>                    | 616,211                  |
| Property, plant and equipment                                     | 11   | <b>1,113</b>                      | -                        | <b>1,113</b>                      | -                        |
| Investments   | 12   | -                                 | -                        | -                                 | 22,538                   |
| Total non-current assets  |      | <b>614,700</b>                    | 665,186                  | <b>614,700</b>                    | 638,749                  |
| <b>Current assets</b>   |      |                                   |                          |                                   |                          |
| Trade and other receivables                                       | 13   | <b>3,748</b>                      | 5,201                    | <b>3,748</b>                      | 3,365                    |
| Cash and cash equivalents   | 15   | <b>6,880</b>                      | 11,624                   | <b>6,880</b>                      | 9,217                    |
| Total current assets  |      | <b>10,628</b>                     | 16,825                   | <b>10,628</b>                     | 12,582                   |
| <b>Total assets</b>   |      | <b>625,328</b>                    | 682,011                  | <b>625,328</b>                    | 651,331                  |
| <b>Equity</b>   |      |                                   |                          |                                   |                          |
| Issued capital  | 17   | <b>4,409</b>                      | 4,409                    | <b>4,409</b>                      | 4,409                    |
| Share premium   | 17   | <b>250,970</b>                    | 250,970                  | <b>250,970</b>                    | 250,970                  |
| Merger reserve  | 17   | <b>18,931</b>                     | 18,931                   | <b>18,931</b>                     | 18,931                   |
| Retained earnings   | 17   | <b>163,259</b>                    | 253,330                  | <b>163,259</b>                    | 245,180                  |
| <b>Total equity attributable to equity holders of the Company</b> |      | <b>437,569</b>                    | 527,640                  | <b>437,569</b>                    | 519,490                  |
| <b>Non-current liabilities</b>                                    |      |                                   |                          |                                   |                          |
| Borrowings  | 16   | <b>172,102</b>                    | 113,883                  | <b>172,102</b>                    | 113,883                  |
| Other payables  |      | <b>570</b>                        | 570                      | <b>570</b>                        | 570                      |
| Total non-current liabilities                                     |      | <b>172,672</b>                    | 114,453                  | <b>172,672</b>                    | 114,453                  |
| <b>Current liabilities</b>  |      |                                   |                          |                                   |                          |
| Borrowings  | 16   | -                                 | 22,727                   | -                                 | -                        |
| Trade and other payables  | 14   | <b>7,666</b>                      | 9,783                    | <b>7,666</b>                      | 10,985                   |

|                                     |                |         |                |         |
|-------------------------------------|----------------|---------|----------------|---------|
| Deferred income                     | <b>7,421</b>   | 7,408   | <b>7,421</b>   | 6,403   |
| Total current liabilities           | <b>15,087</b>  | 39,918  | <b>15,087</b>  | 17,388  |
| <b>Total liabilities</b>            | <b>187,759</b> | 154,371 | <b>187,759</b> | 131,841 |
| <b>Total equity and liabilities</b> | <b>625,328</b> | 682,011 | <b>625,328</b> | 651,331 |

These consolidated and Company financial statements of Custodian Property Income REIT plc were approved and authorised for issue by the Board of Directors on 14 June 2023 and are signed on its behalf by:

**David Hunter**

Chair



## Consolidated and Company statements of cash flows

For the year ended 31 March 2023

|  |      | Group                          |                                | Company                        |                                |
|--|------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
|  |      | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 |
|  | Note | £000                           | £000                           | £000                           | £000                           |
| <b>Operating activities</b>  |      |                                |                                |                                |                                |
| Profit for the year  |      | (65,821)                       | 122,325                        | (57,671)                       | 114,175                        |
| Net finance costs  |      | 6,260                          | 4,827                          | 6,083                          | 4,615                          |
| Valuation decrease/(increase) of investment property   | 10   | 94,977                         | (91,704)                       | 95,266                         | (84,383)                       |
| Impact of rent free  | 10   | (1,677)                        | (1,112)                        | (1,690)                        | (1,157)                        |
| Net income from group reorganisations  | 12   | -                              | -                              | (8,771)                        | -                              |
| Amortisation of right-of-use asset   |      | 8                              | 7                              | 8                              | 7                              |
| Profit on disposal of investment property  |      | (4,368)                        | (5,369)                        | (4,368)                        | (5,369)                        |
| Depreciation   |      | 112                            | -                              | 112                            | -                              |
| <b>Cash flows from operating activities before changes in working capital and provisions</b> |      | <b>29,491</b>                  | <b>28,974</b>                  | <b>28,969</b>                  | <b>27,888</b>                  |
| Decrease in trade and other receivables  |      | 2,954                          | 1,923                          | 4,349                          | 2,636                          |
| (Decrease)/increase in trade and other payables and deferred income                          |      | (2,104)                        | 1,702                          | (1,559)                        | 1,180                          |
| <b>Cash generated from operations</b>  |      | <b>30,341</b>                  | <b>32,599</b>                  | <b>31,759</b>                  | <b>31,704</b>                  |
| Interest and other finance charges   |      | (6,072)                        | (4,463)                        | (5,918)                        | (4,279)                        |
| <b>Net cash inflows from operating activities</b>  |      | <b>24,269</b>                  | <b>28,136</b>                  | <b>25,841</b>                  | <b>27,425</b>                  |
| <b>Investing activities</b>  |      |                                |                                |                                |                                |
| Purchase of investment property  |      | (52,603)                       | (21,529)                       | (52,603)                       | (21,529)                       |
| Capital expenditure and development  |      | (11,333)                       | (3,515)                        | (11,333)                       | (3,510)                        |
| Acquisition costs  |      | (3,426)                        | (2,272)                        | (3,426)                        | (2,272)                        |
| Purchase of property, plant and equipment  |      | (1,225)                        | -                              | (1,225)                        | -                              |
| Disposal of investment property  |      | 28,767                         | 54,403                         | 28,767                         | 54,403                         |
| Costs of disposal of investment property   |      | (237)                          | (479)                          | (237)                          | (479)                          |
| Interest and finance income received   | 6    | 22                             | -                              | 22                             | -                              |
| Loan to subsidiaries   |      | -                              | -                              | (23,228)                       | -                              |

|  |    |                 |          |                 |          |
|--|----|-----------------|----------|-----------------|----------|
| Cash acquired through the hive up of<br>DRUM REIT                |    | -               | -        | 835             | -        |
| <b>Net cash (outflows)/inflows from<br/>investing activities</b> |    | <b>(40,035)</b> | 26,608   | <b>(62,428)</b> | 26,613   |
| <b>Financing activities</b>                                      |    |                 |          |                 |          |
| Proceeds from the issue of share capital                         | 17 | -               | 558      | -               | 558      |
| Costs of the issue of share capital                              |    | -               | (51)     | -               | (51)     |
| New borrowings   | 16 | 58,500          | -        | 58,500          | -        |
| Repayment of borrowings and origination<br>costs                 | 16 | (23,228)        | (25,057) | -               | (25,057) |
| Dividends paid   | 9  | (24,250)        | (24,191) | (24,250)        | (24,191) |
| <b>Net cash inflow/(outflow) from financing<br/>activities</b>   |    | <b>11,022</b>   | (48,741) | <b>34,250</b>   | (48,741) |
| <b>Net (decrease)/increase in cash and<br/>cash equivalents</b>  |    | <b>(4,744)</b>  | 6,003    | <b>(2,337)</b>  | 5,297    |
| Cash acquired through the acquisition of<br>DRUM REIT            |    | -               | 1,701    | -               | -        |
| Cash and cash equivalents at start of the<br>year                |    | 11,624          | 3,920    | 9,217           | 3,920    |
| <b>Cash and cash equivalents at end of the<br/>year</b>          |    | <b>6,880</b>    | 11,624   | <b>6,880</b>    | 9,217    |

**Consolidated statement of changes in equity**

For the year ended 31 March 2023

|   | Note | Issued<br>capital<br>£000 | Merger<br>reserve<br>£000 | Share<br>premium<br>£000 | Retained<br>earnings<br>£000 | Total<br>equity<br>£000 |
|---|------|---------------------------|---------------------------|--------------------------|------------------------------|-------------------------|
| As at 31 March 2021   |      | 4,201                     | -                         | 250,469                  | 155,196                      | 409,866                 |
| Profit for the year   |      | -                         | -                         | -                        | 122,325                      | 122,325                 |
| Total comprehensive income for year   |      | -                         | -                         | -                        | 122,325                      | 122,325                 |
| <b>Transactions with owners of the Company, recognised directly in equity</b> |      |                           |                           |                          |                              |                         |
| Dividends   | 9    | -                         | -                         | -                        | (24,191)                     | (24,191)                |
| Issue of share capital  | 17   | 208                       | 18,931                    | 501                      | -                            | 19,640                  |
| As at 31 March 2022   |      | 4,409                     | 18,931                    | 250,970                  | 253,330                      | 527,640                 |
| Loss for the year   |      | -                         | -                         | -                        | (65,821)                     | (65,821)                |
| Total comprehensive loss for year   |      | -                         | -                         | -                        | (65,821)                     | (65,821)                |
| <b>Transactions with owners of the Company, recognised directly in equity</b> |      |                           |                           |                          |                              |                         |
| Dividends   | 9    | -                         | -                         | -                        | (24,250)                     | (24,250)                |
| Issue of share capital  | 17   | -                         | -                         | -                        | -                            | -                       |
| <b>As at 31 March 2023</b>  |      | <b>4,409</b>              | <b>18,931</b>             | <b>250,970</b>           | <b>163,259</b>               | <b>437,569</b>          |

**Company statement of changes in equity**

For the year ended 31 March 2023

|   | Note | Issued<br>capital<br>£000 | Merger<br>reserve<br>£000 | Share<br>premium<br>£000 | Retained<br>earnings<br>£000 | Total<br>equity<br>£000 |
|---|------|---------------------------|---------------------------|--------------------------|------------------------------|-------------------------|
| As at 31 March 2021   |      | 4,201                     | -                         | 250,469                  | 155,196                      | 409,866                 |
| Profit for the year   |      | -                         | -                         | -                        | 114,175                      | 114,175                 |
| Total comprehensive income for year   |      | -                         | -                         | -                        | 114,175                      | 114,175                 |
| <b>Transactions with owners of the Company, recognised directly in equity</b> |      |                           |                           |                          |                              |                         |
| Dividends   | 9    | -                         | -                         | -                        | (24,191)                     | (24,191)                |
| Issue of share capital  | 17   | 208                       | 18,931                    | 501                      | -                            | 19,640                  |
| As at 31 March 2022   |      | 4,409                     | 18,931                    | 250,970                  | 245,180                      | 519,490                 |
| Loss for the year   |      | -                         | -                         | -                        | (57,671)                     | (57,671)                |
| Total comprehensive loss for year   |      | -                         | -                         | -                        | (57,671)                     | (57,671)                |
| <b>Transactions with owners of the Company, recognised directly in equity</b> |      |                           |                           |                          |                              |                         |
| Dividends   | 9    | -                         | -                         | -                        | (24,250)                     | (24,250)                |
| Issue of share capital  | 17   | -                         | -                         | -                        | -                            | -                       |
| <b>As at 31 March 2023</b>  |      | <b>4,409</b>              | <b>18,931</b>             | <b>250,970</b>           | <b>163,259</b>               | <b>437,569</b>          |

## **1. Corporate information**

The Company is a public limited company incorporated and domiciled in England and Wales, whose shares are publicly traded on the London Stock Exchange plc's main market for listed securities. The consolidated and parent company financial statements have been prepared on a historical cost basis, except for the revaluation of investment property, and are presented in pounds sterling with all values rounded to the nearest thousand pounds (£000), except when otherwise indicated. The consolidated financial statements were authorised for issue in accordance with a resolution of the Directors on 14 June 2023.

## **2. Basis of preparation and accounting policies**

### *2.1. Basis of preparation*

The consolidated financial statements and the separate financial statements of the parent company have been prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the IASB. The financial statements have also been prepared in accordance with International Financial Reporting Standards as issued by the IASB.

Certain statements in this report are forward looking statements. By their nature, forward looking statements involve a number of risks, uncertainties or assumptions that could cause actual results or events to differ materially from those expressed or implied by those statements. Forward looking statements regarding past trends or activities should not be taken as representation that such trends or activities will continue in the future. Accordingly, undue reliance should not be placed on forward looking statements.

### *2.2. Basis of consolidation*

The consolidated financial statements consolidate those of the parent company and its subsidiaries. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. Custodian Real Estate Limited has a reporting date in line with the Company. All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of the subsidiary are adjusted where necessary to ensure consistency with the accounting policies adopted by the Group. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the

effective date the Company gains control up to the effective date when the Company ceases to control the subsidiary.

### *2.3. Business combinations*

Where property is acquired, via corporate acquisitions or otherwise, the substance of the assets and activities of the acquired entity are considered in determining whether the acquisition represents a business combination or an asset purchase under IFRS 3 - Business Combinations.

A business combination is a transaction or event in which an acquirer obtains control of one or more businesses. A business is defined in IFRS 3 as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities. To assist in determining whether a purchase of investment property via corporate acquisition or otherwise meets the definition of a business or is the purchase of a group of assets, the group will apply the optional concentration test in IFRS 3 to determine whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the concentration test is not met the group applies judgement to assess whether acquired set of activities and assets includes, at a minimum, an input and a substantive process by applying IFRS 3:B8 to B12D. Where such acquisitions are not judged to be a business combination, due to the asset or group of assets not meeting the definition of a business, they are accounted for as asset acquisitions and the cost to acquire the corporate entity is allocated between the identifiable assets and liabilities of the entity based on their relative fair values at the acquisition date. Accordingly no goodwill or additional deferred taxation arises.

Under the acquisition accounting method, the identifiable assets, liabilities and contingent liabilities acquired are measured at fair value at the acquisition date. The consideration transferred is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

### *2.4. Application of new and revised International Financial Reporting Standards*

During the year the Company adopted the following new standards with no impact on reported financial performance or position:

- Amendments to IFRS 3 - References to the conceptual framework
- Amendments to IAS 16 - Property, plant and equipment – proceeds before intended use
- Amendments to IAS 37 - Onerous contracts – cost of fulfilling a contract
- Annual improvements to IFRSs: 2018-2020 - amendments to IFRS 1, IFRS 9, IFRS 16, and IAS 41

The IASB and the International Financial Reporting Interpretations Committee have issued the following standards and interpretations, as at the date of this report, that are mandatory for later accounting periods and which have not been adopted early. They are not expected to have a material impact on the financial statements.

- IFRS 17 - Insurance contracts
- Amendments IFRS 17 - Initial application of IFRS 17 and IFRS 9 – comparative information
- Amendments IFRS 16 - Lease liability in a sale and leaseback
- Amendments IAS 1 - Classification of liabilities as current or non-current – deferral of effective date
- - Disclosure of accounting policies
- - Non-current liabilities with covenants
- Amendments IAS 8 - Definition of accounting estimates
- Amendments IAS 12 - Deferred tax related to assets and liabilities arising from a single transaction
- Amendments IFRS 4 - Extension of the temporary exemption from applying IFRS 9
- Amendments to IAS 12 - Pillar two model Rules
- IAS 7 / IFRS 7 - Supplier finance arrangements

## *2.5. Significant accounting policies*

The principal accounting policies adopted by the Group and Company and applied to these financial statements are set out below.

### *Going concern*

The Directors believe the Company is well placed to manage its business risks successfully and the Company's projections show that it should be able to operate within the level of its current financing arrangements for at least the 12 months from the date of approval of these financial statements, set out in more detail in the Directors' report and Principal risks and uncertainties section of the Strategic report. Accordingly, the Directors continue to adopt the going concern basis for the preparation of the financial statements.

### *Income recognition*

Contractual revenues are allocated to each performance obligation of a contract and revenue is recognised on a basis consistent with the transfer of control of goods or services. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duties.

Rental income from operating leases on properties owned by the Company is accounted for on a straight-line basis over the term of the lease. Rental income excludes service charges and other costs directly recoverable from tenants. Rental income excludes service charges and other costs directly recoverable from tenants which are recognised within 'income from recharges to tenants'.

Lease incentives are recognised on a straight-line basis over the lease term.

Revenue and profits on the sale of properties are recognised on the completion of contracts. The amount of profit recognised is the difference between the sale proceeds and the carrying amount.

Finance income relates to bank interest receivable and amounts receivable on ongoing development funding contracts.

### *Taxation*

The Group operates as a REIT and hence profits and gains from the property rental business are normally expected to be exempt from corporation tax. The tax expense represents the sum of the tax currently payable and deferred tax relating to the residual (non-property rental) business. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

### *Investment property*

Investment property is held to earn rentals and/or for capital appreciation and is initially recognised at cost including direct transaction costs. Investment property is subsequently valued externally on a market basis at the reporting date and recorded at valuation. Any surplus or deficit arising on revaluing investment property is recognised in profit or loss in the year in which it arises. Dilapidations receipts are held in the statement of financial position and offset against subsequent associated expenditure. Any ultimate gains or shortfalls are measured by reference to previously published valuations and recognised in profit or loss, offset against any directly corresponding movement in fair value of the investment properties to which they relate.

### *Group undertakings*

Investments are included in the Company only statement of financial position at cost less any provision for impairment. The hive up of the trade and assets of DRUM REIT during the year was undertaken at their carrying value on the date of hive-up. Trade since the date of the hive-up has been included in the parent company results, whilst trade before hive-up has been excluded. Prior year comparatives have not been amended.



### *Non-listed equity investments*

Non-listed equity investments are classified at fair value through profit and loss and are subsequently measured using level 3 inputs, meaning valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

### *Property, plant and equipment*

Plant, machinery, fixtures and fittings are stated at cost less accumulated depreciation and accumulated impairment loss.

Depreciation is recognised so as to write off the cost of assets (less their residual values) over their useful lives, using the straight-line method, on the following bases:

|                    |          |
|--------------------|----------|
| EV chargers        | 10 years |
| Photovoltaic cells | 20 years |

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### *Cash and cash equivalents*

Cash and cash equivalents include cash in hand and on-demand deposits, and other short-term highly liquid investments that are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes and are readily convertible into a known amount of cash and are subject to an insignificant risk of changes in value.

### *Other financial assets*

Financial assets and financial liabilities are recognised in the balance sheet when the Company becomes a party to the contractual terms of the instrument.

The Company's financial assets include cash and cash equivalents and trade and other receivables. Interest resulting from holding financial assets is recognised in profit or loss on an accruals basis.

Trade receivables are initially recognised at their transaction price and subsequently measured at amortised cost as the business model is to collect the contractual cash flows due from tenants. An impairment provision is created based on expected credit losses, which reflect the Company's historical credit loss experience and an assessment of current and forecast economic conditions at the reporting date.

#### *Financial liabilities and equity*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Share capital represents the nominal value of equity shares issued. Share premium represents the excess over nominal value of the fair value of the consideration received for equity shares, net of direct issue costs.

Retained earnings include all current and prior year results as disclosed in profit or loss. Retained earnings include realised and unrealised profits. Profits are considered unrealised where they arise from movements in the fair value of investment properties that are considered to be temporary rather than permanent.

#### *Borrowings*

Interest-bearing bank loans and overdrafts are recorded at the fair value of proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlements or redemption and direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest rate method and are included in accruals to the extent that they are not settled in the period in which they arise.

#### *Trade payables*

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

#### *Leases*

Where an investment property is held under a leasehold interest, the headlease is initially recognised as an asset at cost plus the present value of minimum ground rent payments. The corresponding rental liability to the head leaseholder is included in the balance sheet as a liability. Lease payments are apportioned between the finance

charge and the reduction of the outstanding liability so as to produce a constant periodic rate of interest on the remaining lease liability.

### *Segmental reporting*

An operating segment is a distinguishable component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker (the Board) to make decisions about the allocation of resources and assessment of performance and about which discrete financial information is available. As the chief operating decision maker reviews financial information for, and makes decisions about the Company's investment properties as a portfolio, the Directors have identified a single operating segment, that of investment in commercial properties.

### *2.6. Key sources of judgements and estimation uncertainty*

The preparation of the financial statements requires the Company to make estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities. If in the future such estimates and assumptions, which are based on the Directors' best judgement at the date of preparation of the financial statements, deviate from actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change.

### *Judgements*

No significant judgements have been made in the process of applying the Group's and parent company's accounting policies, other than those involving estimations, that have had a significant effect on the amounts recognised within the financial statements.

### *Estimates*

The accounting estimates with a significant risk of a material change to the carrying values of assets and liabilities within the next year are:

- *Valuation of investment property* - Investment property is valued at the reporting date at fair value. Where an investment property is being redeveloped the property continues to be treated as an investment property. Surpluses and deficits attributable to the Company arising from revaluation are recognised in profit or loss. Valuation surpluses reflected in retained earnings are not distributable until realised on sale. In making its judgement over the valuation of properties, the Company considers valuations performed by the independent valuers in determining the fair value of its investment properties. The valuers make reference to market

evidence of transaction prices for similar properties. The valuations are based upon assumptions including future rental income, anticipated capital expenditure and maintenance costs (particularly in the context of mitigating the impact of climate change) and appropriate discount rates (ie property yields). The key sources of estimation uncertainty within these inputs above are future rental income and property yields. Reasonably possible changes to these inputs across the portfolio would have a material impact on its valuation.

### 3. Earnings per ordinary share

Basic EPS amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the net profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There are no dilutive instruments in issue. Any shares issued after the year end are disclosed in Note 21.

The Company is a FTSE EPRA/NAREIT index series constituent and EPRA performance measures have been disclosed to facilitate comparability with the Company's peers through consistent reporting of key performance measures. EPRA has issued recommended bases for the calculation of EPS as alternative indicators of performance.

| Group   | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 |
|---|--------------------------------|--------------------------------|
| Net (loss)/profit and diluted net profit attributable to equity holders of the Company (£000) | (65,821)                       | 122,325                        |
| Net loss/(profit) on investment property (£000)   | 90,609                         | (97,073)                       |
| EPRA net profit attributable to equity holders of the Company (£000)                          | 24,788                         | 25,252                         |
| Weighted average number of ordinary shares:   |                                |                                |
| Issued ordinary shares at start of the year (thousands)                                       | 440,850                        | 420,053                        |
| Effect of shares issued during the year (thousands)   | -                              | 8,649                          |
| Basic and diluted weighted average number of shares (thousands)                               | 440,850                        | 428,702                        |
| Basic and diluted EPS (p)   | (14.9)                         | 28.5                           |
| EPRA EPS (p)  | 5.6                            | 5.9                            |

#### 4. Revenue

|  | Group      |            | Company    |            |
|--|------------|------------|------------|------------|
|  | Year ended | Year ended | Year ended | Year ended |
|  | 31 March   | 31 March   | 31 March   | 31 March   |
|  | 2023       | 2022       | 2023       | 2022       |
|  | £000       | £000       | £000       | £000       |
| Gross rental income from investment property | 40,558     | 39,039     | 39,758     | 37,638     |
| Income from recharges to tenants             | 3,526      | 852        | 3,526      | 852        |
| Other income                                 | 63         | -          | 63         | -          |
|  | 44,147     | 39,891     | 43,347     | 38,490     |

#### 5. Operating profit

Operating profit is stated after (crediting)/charging:

|   | Group      |            | Company    |            |
|---|------------|------------|------------|------------|
|   | Year ended | Year ended | Year ended | Year ended |
|   | 31 March   | 31 March   | 31 March   | 31 March   |
|   | 2023       | 2022       | 2023       | 2022       |
|   | £000       | £000       | £000       | £000       |
| Profit on disposal of investment property   | (4,368)    | (5,369)    | (4,368)    | (5,369)    |
| Investment property valuation decrease/(increase)   | 94,977     | (91,704)   | 95,266     | (84,383)   |
| Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements | 154        | 138        | 154        | 138        |
| Fees payable to the Company's auditor and its associates for other services   | 35         | 25         | 35         | 25         |
| Administrative fee payable to the Investment Manager  | 581        | 459        | 581        | 459        |
| Directly incurred operating expenses of vacant rental property  | 1,857      | 1,826      | 1,857      | 1,611      |
| Directly incurred operating expenses of let rental property   | 1,286      | 1,444      | 1,286      | 1,418      |
| Amortisation of right-of-use asset  | 8          | 7          | 8          | 7          |

Fees payable to the Company's auditor, Deloitte LLP, are further detailed in the Audit and Risk Committee report.

## 6. Finance income

|                | Group                                  |  | Company                                |  |
|----------------|--|--|--|--|
|                | Year ended<br>31 March<br>2023<br>£000 | Year ended<br>31 March<br>2022<br>£000 | Year ended<br>31 March<br>2023<br>£000 | Year ended<br>31 March<br>2022<br>£000 |
| Bank interest  | 22                                     | -                                      | 22                                     | -                                      |
| Finance income | -                                      | -                                      | -                                      | -                                      |
|                | 22                                     | -                                      | 22                                     | -                                      |

## 7. Finance costs

|   | Group                                  |  | Company                                |  |
|---|--|--|--|--|
|   | Year ended<br>31 March<br>2023<br>£000 | Year ended<br>31 March<br>2022<br>£000 | Year ended<br>31 March<br>2023<br>£000 | Year ended<br>31 March<br>2022<br>£000 |
| Amortisation of arrangement fees on debt facilities | 220                                    | 364                                    | 187                                    | 337                                    |
| Other finance costs                                 | 375                                    | 307                                    | 375                                    | 302                                    |
| Bank interest                                       | 5,687                                  | 4,156                                  | 5,543                                  | 3,976                                  |
|   | 6,282                                  | 4,827                                  | 6,105                                  | 4,615                                  |

## 8. Income tax

The tax charge assessed for the year is lower than the standard rate of corporation tax in the UK during the year of 19.0%. The differences are explained below:

|  | <b>Group</b>      |            | <b>Company</b>    |            |
|--|-------------------|------------|-------------------|------------|
|  | <b>Year ended</b> | Year ended | <b>Year ended</b> | Year ended |
|  | <b>31 March</b>   | 31 March   | <b>31 March</b>   | 31 March   |
|  | <b>2023</b>       | 2022       | <b>2023</b>       | 2022       |
|  | <b>£000</b>       | £000       | <b>£000</b>       | £000       |
| Profit before income tax                                       | (65,821)          | 122,325    | <b>(57,671)</b>   | 114,175    |
| Tax charge on profit at a standard rate of 19.0% (2022: 19.0%) | (12,506)          | 23,242     | <b>(10,957)</b>   | 21,693     |
| Effects of:  |                   |            |                   |            |
| REIT tax exempt rental profits and gains                       | 12,506            | (23,242)   | <b>10,957</b>     | (21,693)   |
| Income tax expense   | -                 | -          | -                 | -          |
| Effective income tax rate                                      | <b>0.0%</b>       | 0.0%       | <b>0.0%</b>       | 0.0%       |

The standard rate of UK corporation tax increased to 25% on 1 April 2023.

The Company operates as a REIT and hence profits and gains from the property investment business are normally exempt from corporation tax.



## 9. Dividends

|  | Year<br>ended<br>31 March<br>2023<br>£000 | Year<br>ended<br>31 March<br>2022<br>£000 |
|--|---|---|
| Group and Company  |   |   |
| Interim dividends paid on ordinary shares relating to the quarter ended: |   |   |
| <b>Prior year</b>  |   |   |
| - 31 March 2022: 1.375p (2021: 1.25p)                                    | 6,065                                     | 5,257                                     |
| - 31 March 2022: nil (2021: 0.5p)  | -   | 2,102                                     |
| <b>Current year</b>  |   |   |
| - 30 June 2022: 1.375p (2021: 1.25p)                                     | 6,062                                     | 5,257                                     |
| - 30 September 2022: 1.375p (2021: 1.25p)                                | 6,062                                     | 5,511                                     |
| - 31 December 2022: 1.375p (2021: 1.375p)                                | 6,061                                     | 6,062                                     |
|  | <b>24,250</b>                             | 24,191                                    |

The Company paid a fourth interim dividend relating to the quarter ended 31 March 2023 of 1.375p per ordinary share (totalling £6.1m) on 31 May 2023 to shareholders on the register at the close of business on 12 May 2023 which has not been included as liabilities in these financial statements.

## 10. Investment property

|  | Group<br>£000  | Company<br>£000 |
|--|----------------|-----------------|
| At 31 March 2021                               | 551,922        | 551,922         |
| Impact of lease incentives                     | 1,112          | 1,157           |
| Additions                                      | 65,495         | 23,801          |
| Amortisation of right-of-use asset             | (7)            | (7)             |
| Capital expenditure and development            | 3,515          | 3,510           |
| Disposals                                      | (48,555)       | (48,555)        |
| Valuation increase before acquisition costs    | 93,977         | 86,656          |
| Acquisition costs                              | (2,273)        | (2,273)         |
| Valuation increase including acquisition costs | 91,704         | 84,383          |
| <b>At 31 March 2022</b>                        | <b>665,186</b> | <b>616,211</b>  |
| Impact of lease incentives                     | 1,677          | 1,690           |
| Additions                                      | 56,033         | 56,033          |
| Transfers from group companies                 | -              | 49,251          |
| Amortisation of right-of-use asset             | (8)            | (8)             |
| Capital expenditure and development            | 9,954          | 9,954           |
| Disposals                                      | (24,278)       | (24,278)        |
| Valuation decrease before acquisition costs    | (91,551)       | (91,840)        |
| Acquisition costs                              | (3,426)        | (3,426)         |
| Valuation decrease including acquisition costs | (94,977)       | (95,266)        |
| <b>At 31 March 2023</b>                        | <b>613,587</b> | <b>613,587</b>  |

£447.3m (2022: £458.0m) of investment property was charged as security against the Company's borrowings at the year end. £0.6m (2022: £0.6m) of investment property comprises right-of-use assets.

The carrying value of investment property at 31 March 2023 comprises £526.1m freehold (2022: £444.1m) and £87.5m leasehold property (2022: £107.4m).

Company only investment property additions during the year of £105.3m include £49.3m transferred from Custodian Real Estate (DROP) Limited, a subsidiary, as part of the hive-up of the trade and assets of DRUM REIT.

Investment property is stated at the Directors' estimate of its 31 March 2023 fair value. Savills (UK) Limited ("Savills") and Knight Frank LLP ("KF"), professionally qualified independent valuers, each valued approximately half of the property portfolio as at 31 March 2023 in accordance with the Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors ("RICS"). Savills and KF have recent experience in the relevant locations and categories of the property being valued.

Investment property has been valued using the investment method which involves applying a yield to rental income streams. Inputs include yield, current rent and ERV. For the year end valuation, the following inputs were used:

| Sector             | Valuation<br>31 March<br>2023<br>£000 | Weighted<br>average<br>passing rent<br>(£ per sq ft) | Weighted<br>average ERV<br>range<br>(£ per sq ft) | Equivalent yield | Topped-up NIY |
|--------------------|---------------------------------------|--|---|------------------|---------------|
| Industrial         | 295.1                                 | 6.7  | 4.8 – 18.0  | 6.6%             | 5.1%          |
| Retail warehouse   | 131.8                                 | 14.3   | 7.0 – 17.5  | 7.3%             | 7.2%          |
| Other              | 78.6                                  | 19.5   | 2.9 – 71.2*                                       | 8.0%             | 6.8%          |
| Office             | 71.7                                  | 18.7   | 8.5 – 35.8  | 8.9%             | 6.4%          |
| High street retail | 36.4                                  | 30.7   | 3.8 – 57.4  | 8.6%             | 9.6%          |

\*Drive-through restaurants' ERV per sq ft are based on building floor area rather than area inclusive of drive-through lanes.

Valuation reports are based on both information provided by the Company eg current rents and lease terms, which are derived from the Company's financial and property management systems and are subject to the Company's overall control environment, and assumptions applied by the valuers e.g. ERVs, expected capital expenditure and yields. These assumptions are based on market observation and the valuers' professional judgement. In estimating the fair value of each property, the highest and best use of the properties is their current use.

All other factors being equal, a higher equivalent yield would lead to a decrease in the valuation of investment property, and an increase in the current or estimated future rental stream would have the effect of increasing capital value, and vice versa. However, there are interrelationships between unobservable inputs which are partially determined by market conditions, which could impact on these changes.

## 11. Property, plant and equipment

| <b>EV chargers and PV cells</b>              | <b>At 31<br/>March<br/>2023<br/>£000</b> | <b>At 31<br/>March<br/>2022<br/>£000</b> | <b>At 31<br/>March<br/>2021<br/>£000</b> |
|--|--|--|--|
| <b>Group and Company</b>                     |  |  |  |
| Cost   |  |  |  |
| Balance at the start of the year             | -  | -  | -  |
| Additions                                    | 1,225                                    | -  | -  |
|  | 1,225                                    | -  | -  |
| Depreciation                                 |  |  |  |
| At the start of the year                     | -  | -  | -  |
| During the year                              | (112)                                    | -  | -  |
|  | (112)                                    | -  | -  |
| <b>Net book value at the end of the year</b> | <b>1,113</b>                             | <b>-</b>                                 | <b>-</b>                                 |

## 12. Investments

### Shares in subsidiaries

| Company<br>Name   | Company<br>number | Country of<br>registration<br>and<br>incorporation | Principal<br>activity | Ordinary<br>shares<br>held | 31<br>March<br>2023<br>£000 | 31<br>March<br>2022<br>£000 |
|---|-------------------|--|-----------------------|----------------------------|-----------------------------|-----------------------------|
| Custodian REIT Limited  | 08882372          | England and<br>Wales                               | Non-trading           | 100%                       | -                           | -                           |
| Custodian Real Estate<br>(Beaumont Leys)<br>Limited*  | 04364589          | England and<br>Wales                               | Dissolved             | 100%                       | -                           | 4                           |
| Custodian Real Estate<br>(Leicester) Limited*   | 04312180          | England and<br>Wales                               | Dissolved             | 100%                       | -                           | 497                         |
| Custodian Real Estate<br>(JMP4) Limited   | 11187952          | England and<br>Wales                               | Dissolved             | 100%                       | -                           | 2,904                       |
| Custodian Real Estate<br>(DROP Holdings)<br>Limited (formerly DRUM<br>Income Plus REIT plc) | 9511797           | England and<br>Wales                               | In Liquidation        | 100%                       | -                           | 19,133                      |
| Custodian Real Estate<br>(DROP) Limited<br>(formerly DRUM Income<br>Plus Limited)*          | 9515513           | England and<br>Wales                               | In Liquidation        | 100%                       | -                           | -                           |
|   |                   |  |                       |                            | -                           | 22,538                      |

\* Held indirectly

The trade and assets of Custodian Real Estate (DROP Holdings) Limited and Custodian Real Estate (DROP) Limited were hived up into the Company in June 2022 via an intercompany transfer. In November 2022 Custodian Real Estate (DROP Holdings) Limited and Custodian Real Estate (DROP) Limited went through a 'pre-liquidation' exercise which culminated in a non-cash dividend of £28.0m being declared from Custodian Real Estate (DROP Holdings) Limited to the Company to clear the associated intercompany balance. The declaration of this dividend resulted in a corresponding impairment to the Company's investment in Custodian Real Estate (DROP Holdings) Limited of £19.1m. Custodian Real Estate (DROP Holdings) Limited and Custodian Real Estate (DROP) Limited were then entered into a solvent liquidation process in December 2022.

Custodian Real Estate (Beaumont Leys) Limited, Custodian Real Estate (Leicester) Limited and Custodian Real Estate (JMP4) Limited have made distributions totalling £3.4m in advance of completing their liquidations during the year which resulted in a corresponding impairment to the Company's investments in those companies.

The Company's non-trading UK subsidiaries have claimed the audit exemption available under Section 479A of the Companies Act 2006. The Company's registered office is also the registered office of each UK subsidiary.

*Non-listed equity investments*

| Group and Company  |                   | Country of<br>registration<br>and<br>incorporation | Principal<br>activity | Ordinary<br>shares<br>held | <b>31<br/>March<br/>2023</b> | 31<br>March<br>2022 |
|--------------------|-------------------|--|-----------------------|----------------------------|------------------------------|---------------------|
| Name               | Company<br>number |  |                       |                            | <b>£000</b>                  | £000                |
| AGO Hotels Limited | 12747566          | England and<br>Wales                               | Operator of<br>hotels | 4.5%                       | -                            | -                   |
|                    |                   |  |                       |                            | -                            | -                   |

The Company was allotted 4.5% of the ordinary share capital of AGO Hotels Limited on 31 January 2021 as part of a new letting of its hotel asset in Portishead.

### 13. Trade and other receivables

|                                    | Group    |          | Company  |          |
|------------------------------------|----------|----------|----------|----------|
|                                    | 31 March | 31 March | 31 March | 31 March |
|                                    | 2023     | 2022     | 2023     | 2022     |
|                                    | £000     | £000     | £000     | £000     |
| Falling due in less than one year: |          |          |          |          |
| Trade receivables                  | 1,355    | 3,094    | 1,355    | 2,642    |
| Other receivables                  | 2,100    | 1,960    | 2,100    | 576      |
| Prepayments and accrued income     | 293      | 147      | 293      | 147      |
|                                    | 3,748    | 5,201    | 3,748    | 3,365    |

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk, for example a deterioration in a tenant's or sector's outlook or rent payment performance, and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before amounts become past due.

Tenant rent deposits of £1.5m (2022: £1.1m) are held as collateral against certain trade receivable balances.

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Available information indicates the debtor is unlikely to pay its creditors.

Such balances are provided for in full. For remaining balances the Company has applied an expected credit loss (“ECL”) matrix based on its experience of collecting rent arrears.

|   | <b>Group</b>    |          | <b>Company</b>  |          |
|---|-----------------|----------|-----------------|----------|
|   | <b>31 March</b> | 31 March | <b>31 March</b> | 31 March |
|   | <b>2023</b>     | 2022     | <b>2023</b>     | 2022     |
| <b>Expected credit loss provision</b>   | <b>£000</b>     | £000     | <b>£000</b>     | £000     |
| Opening balance   | <b>2,739</b>    | 3,030    | <b>2,739</b>    | 3,030    |
| Increase/(decrease) in provision relating to trade receivables that are credit-impaired | <b>453</b>      | (291)    | <b>453</b>      | (291)    |
| Utilisation of provisions   | <b>(2,049)</b>  | -        | <b>(2,049)</b>  | -        |
| <b>Closing balance</b>  | <b>1,143</b>    | 2,739    | <b>1,143</b>    | 2,739    |

The significant utilisation of the expected credit loss provision during the year was a result of clearing down a large proportion of provisions made during FY21 as a result of the COVID-19 pandemic. Remaining provisions against these historical arrears are expected to be utilised during FY24.

#### 14. Trade and other payables

|  | <b>Group</b>    |          | <b>Company</b>  |          |
|--|-----------------|----------|-----------------|----------|
|  | <b>31 March</b> | 31 March | <b>31 March</b> | 31 March |
|  | <b>2023</b>     | 2022     | <b>2023</b>     | 2022     |
|  | <b>£000</b>     | £000     | <b>£000</b>     | £000     |
| Falling due in less than one year:     |                 |          |                 |          |
| Trade and other payables               | <b>972</b>      | 3,960    | <b>972</b>      | 1,973    |
| Social security and other taxes        | <b>498</b>      | 456      | <b>498</b>      | 366      |
| Accruals                               | <b>4,693</b>    | 4,226    | <b>4,693</b>    | 4,100    |
| Rental deposits                        | <b>1,503</b>    | 1,141    | <b>1,503</b>    | 1,141    |
| Amounts due to subsidiary undertakings | -               | -        | -               | 3,405    |
|  | <b>7,666</b>    | 9,783    | <b>7,666</b>    | 10,985   |

The Directors consider that the carrying amount of trade and other payables approximates to their fair value. Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. For most suppliers interest is charged if payment is not made within the required terms. Thereafter, interest is chargeable on the outstanding balances at various rates. The Company has financial risk management policies in place to ensure that all payables are paid within the credit timescale.

Amounts payable to subsidiary undertakings are due on demand.



## 15. Cash and cash equivalents

|                           | Group    |          | Company  |          |
|---------------------------|----------|----------|----------|----------|
|                           | 31 March | 31 March | 31 March | 31 March |
|                           | 2023     | 2022     | 2023     | 2022     |
|                           | £000     | £000     | £000     | £000     |
| Cash and cash equivalents | 6,880    | 11,624   | 6,880    | 9,217    |

Group and Company cash and cash equivalents at 31 March 2023 include £1.6m (2022: £1.7m) of restricted cash comprising: £1.5m (2022: £1.1m) rental deposits held on behalf of tenants, £nil (2022: £0.3) exchange deposits on pipeline acquisitions and £0.1m (2022: £0.3m) retentions held in respect of development fundings.

## 16. Borrowings

The table below sets out changes in liabilities arising from financing activities during the year.

|  | Group              |  |               | Company            |  |               |
|--|--------------------|--|---------------|--------------------|--|---------------|
|  | Borrowings<br>£000 | Costs<br>incurred in<br>the<br>arrangement<br>of<br>borrowings<br>£000 | Total<br>£000 | Borrowings<br>£000 | Costs<br>incurred in<br>the<br>arrangement<br>of<br>borrowings<br>£000 | Total<br>£000 |
| Falling due within<br>one year:                            |                    |  |               |                    |  |               |
| At 31 March 2021   | -                  | -  | -             | -                  | -  | -             |
| Borrowings arising<br>from the acquisition<br>of DRUM REIT | 22,760             | (60)   | 22,700        | -                  | -  | -             |
| Amortisation of<br>arrangement fees                        | -                  | 27   | 27            | -                  | -  | -             |
| At 31 March 2022   | 22,760             | (33)   | 22,727        | -                  | -  | -             |
| Repayment of<br>borrowings                                 | (22,760)           |  | (22,760)      | -                  | -  | -             |
| Amortisation of<br>arrangement fees                        | -                  | 33   | 33            | -                  | -  | -             |
| <b>At 31 March 2023</b>                                    | <b>-</b>           | <b>-</b>   | <b>-</b>      | <b>-</b>           | <b>-</b>   | <b>-</b>      |

Falling due in more than one year:

|                                  |                |                |                |                |                |                |
|----------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
| At 31 March 2021                 | 140,000        | (1,396)        | 138,604        | 140,000        | (1,396)        | 138,604        |
| Repayment of borrowings          | (25,000)       | -              | (25,000)       | (25,000)       | -              | (25,000)       |
| Arrangement fees incurred        | -              | (57)           | (57)           | -              | (57)           | (57)           |
| Amortisation of arrangement fees | -              | 336            | 336            | -              | 336            | 336            |
| At 31 March 2022                 | 115,000        | (1,117)        | 113,883        | 115,000        | (1,117)        | 113,883        |
| Additional borrowings            | 58,500         | -              | 58,500         | 58,500         | -              | 58,500         |
| Arrangement fees incurred        | -              | (468)          | (468)          | -              | (454)          | (454)          |
| Amortisation of arrangement fees | -              | 187            | 187            | -              | 173            | 173            |
| <b>At 31 March 2023</b>          | <b>173,500</b> | <b>(1,398)</b> | <b>172,102</b> | <b>173,500</b> | <b>(1,398)</b> | <b>172,102</b> |
| Total borrowings:                |                |                |                |                |                |                |
| <b>At 31 March 2023</b>          | <b>173,500</b> | <b>(1,398)</b> | <b>172,102</b> | <b>173,500</b> | <b>(1,398)</b> | <b>172,102</b> |

In June 2022 the Company arranged a £25m tranche of 10 year debt with Aviva at a fixed rate of interest of 4.10% per annum to refinance a £25m variable rate revolving credit facility with Royal Bank of Scotland ("RBS") which was due to expire in September 2022.

At the year end the Company has the following facilities available:

- A £40m RCF with Lloyds with interest of between 1.5% and 1.8% above SONIA and is repayable on 17 September 2024. The RCF limit can be increased to £50m with Lloyds' consent, with £33.5m drawn at the year end;
- A £20m term loan with Scottish Widows plc with interest fixed at 3.935% and is repayable on 13 August 2025;
- A £45m term loan with Scottish Widows plc with interest fixed at 2.987% and is repayable on 5 June 2028; and
- A £75m term loan facility with Aviva comprising:
  - A £35m tranche repayable on 6 April 2032, with fixed annual interest of 3.02%;
  - A £15m tranche repayable on 3 November 2032 with fixed annual interest of 3.26%; and

- A £25m tranche repayable on 3 November 2032 with fixed annual interest of 4.10%.

Each facility has a discrete security pool, comprising a number of the Company's individual properties, over which the relevant lender has security and covenants:

- The maximum LTV of the discrete security pool is between 45% and 50%, with an overarching covenant on the Company's property portfolio of a maximum 35% LTV; and
- Historical interest cover, requiring net rental income from each discrete security pool, over the preceding three months, to exceed 250% of the facility's quarterly interest liability.

The Company's debt facilities contain market-standard cross-guarantees such that a default on an individual facility will result in all facilities falling into default.

## 17. Share capital

| Group and Company                   | Ordinary<br>shares<br>of 1p | £000         |
|-------------------------------------|-----------------------------|--------------|
| Issued and fully paid share capital |                             |              |
| At 1 April 2021                     | 420,053,344                 | 4,201        |
| Issue of share capital              | 20,797,054                  | 208          |
| At 31 March 2022                    | 440,850,398                 | 4,409        |
| Issue of share capital              | -                           | -            |
| <b>At 31 March 2023</b>             | <b>440,850,398</b>          | <b>4,409</b> |

During the year ending 31 March 2022, the Company issued 550,000 shares for cash consideration of 101.5p per share and issued 20,247,040 shares as consideration for the acquisition of DRUM Property Income REIT plc at their market value of 94.5p per share.

### *Rights, preferences and restrictions on shares*

All ordinary shares carry equal rights and no privileges are attached to any shares in the Company. All the shares are freely transferable, except as otherwise provided by law. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

At the AGM of the Company held on 31 August 2022, the Board was given authority to issue up to 146,950,133 shares, pursuant to section 551 of the Companies Act 2006 ("the Authority"). The Authority is intended to satisfy market demand for the ordinary shares and raise further monies for investment in accordance with the Company's investment policy. No ordinary shares have been issued under the Authority since 31 August 2022. The Authority expires on the earlier of 15 months from 31 August 2022 and the subsequent AGM, due to take place on 8 August 2023.

In addition, the Company was granted authority to make market purchases of up to 44,085,039 ordinary shares under section 701 of the Companies Act 2006. No market purchases of ordinary shares have been made.

|                               | Company                   | Group                     | Group and Company             |                        |
|-------------------------------|---------------------------|---------------------------|-------------------------------|------------------------|
| <i>Other reserves</i>         | Retained earnings<br>£000 | Retained earnings<br>£000 | Share premium account<br>£000 | Merger reserve<br>£000 |
| At 1 April 2021               | 155,196                   | 155,196                   | 250,469                       | -                      |
| Shares issued during the year | -                         | -                         | 552                           | 18,931                 |
| Costs of share issue          | -                         | -                         | (51)                          | -                      |
| Profit for the year           | 114,175                   | 122,325                   | -                             | -                      |
| Dividends paid                | (24,191)                  | (24,191)                  | -                             | -                      |
| At 31 March 2022              | <b>245,180</b>            | <b>253,330</b>            | <b>250,970</b>                | <b>18,931</b>          |
| Shares issued during the year | -                         | -                         | -                             | -                      |
| Costs of share issue          | -                         | -                         | -                             | -                      |
| Loss for the year             | (57,671)                  | (65,821)                  | -                             | -                      |
| Dividends paid                | (24,250)                  | (24,250)                  | -                             | -                      |
| <b>At 31 March 2023</b>       | <b>163,259</b>            | <b>163,259</b>            | <b>250,970</b>                | <b>18,931</b>          |

The nature and purpose of each reserve within equity are:

- Share premium - Amounts subscribed for share capital in excess of nominal value less any associated issue costs that have been capitalised.
- Retained earnings - All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.
- Merger reserve - A non-statutory reserve that is credited instead of a company's share premium account in circumstances where merger relief under section 612 of the Companies Act 2006 is obtained.

## 18. Commitments and contingencies

### *Company as lessor*

Operating leases, in which the Company is the lessor, relate to investment property owned by the Company with lease terms of between 0 to 15 years. The aggregated future minimum rentals receivable under all non-cancellable operating leases are:

|                         | Group    |          | Company  |          |
|-------------------------|----------|----------|----------|----------|
|                         | 31 March | 31 March | 31 March | 31 March |
|                         | 2023     | 2022     | 2023     | 2022     |
|                         | £000     | £000     | £000     | £000     |
| Not later than one year | 37,930   | 36,512   | 37,930   | 33,565   |
| Year 2                  | 33,519   | 32,830   | 33,519   | 30,332   |
| Year 3                  | 28,669   | 27,986   | 28,669   | 25,819   |
| Year 4                  | 25,193   | 23,367   | 25,193   | 21,975   |
| Year 5                  | 19,839   | 19,764   | 19,839   | 18,546   |
| Later than five years   | 71,446   | 67,843   | 71,446   | 62,418   |
|                         | 216,596  | 208,302  | 216,596  | 192,655  |

The following table presents rent amounts reported in revenue:

|   | Group    |          | Company  |          |
|---|----------|----------|----------|----------|
|   | 31 March | 31 March | 31 March | 31 March |
|   | 2023     | 2022     | 2023     | 2022     |
|   | £000     | £000     | £000     | £000     |
| Lease income on operating leases  | 40,371   | 38,884   | 39,571   | 37,483   |
| Therein lease income relating to variable lease payments that do not depend on an index or rate | 187      | 155      | 187      | 155      |
|   | 40,558   | 39,039   | 39,758   | 37,638   |

## 19. Related party transactions

Save for transactions described below, the Company is not a party to, nor had any interest in, any other related party transaction during the year.

### *Transactions with directors*

Each of the directors is engaged under a letter of appointment with the Company and does not have a service contract with the Company. Under the terms of their appointment, each director is required to retire by rotation and seek re-election at least every three years. Each director's appointment under their respective letter of appointment is terminable immediately by either party (the Company or the director) giving written notice and no compensation or benefits are payable upon termination of office as a director of the Company becoming effective.

Ian Mattioli is Chief Executive of Mattioli Woods, the parent company of the Investment Manager, and is a director of the Investment Manager. As a result, Ian Mattioli is not independent. The Company Secretary, Ed Moore, is also a director of the Investment Manager.

Compensation paid to the directors, who are also considered 'key management personnel' in addition to the key Investment Manager personnel, is disclosed in the Remuneration report. The directors' remuneration report also satisfies the disclosure requirements of paragraph 1 of Schedule 5 to the Accounting Regulations.

### *Investment Management Agreement*

The Investment Manager is engaged as AIFM under an IMA with responsibility for the management of the Company's assets, subject to the overall supervision of the Directors. The Investment Manager manages the Company's investments in accordance with the policies laid down by the Board and the investment restrictions referred to in the IMA. The Investment Manager also provides day-to-day administration of the Company and acts as secretary to the Company, including maintenance of accounting records and preparing the annual and interim financial statements of the Company.

Annual management fees payable to the Investment Manager under the IMA are:

- 0.9% of the NAV of the Company as at the relevant quarter day which is less than or equal to £200m divided by 4;
- 0.75% of the NAV of the Company as at the relevant quarter day which is in excess of £200m but below £500m divided by 4;



- 0.65% of the NAV of the Company as at the relevant quarter day which is in excess of £500m but below £750m divided by 4; plus
- 0.55% of the NAV of the Company as at the relevant quarter day which is in excess of £750m divided by 4.

In June 2023 the rates applicable to each NAV hurdle for calculating the Administrative fees payable to the Investment Manager under the IMA were amended, with effect from 1 April 2022, to:

- 0.125% of the NAV of the Company as at the relevant quarter day which is less than or equal to £200m divided by 4;
- 0.115% (2022: 0.08%) of the NAV of the Company as at the relevant quarter day which is in excess of £200m but below £500m divided by 4;
- 0.02% (2022: 0.05%) of the NAV of the Company as at the relevant quarter day which is in excess of £500m but below £750m divided by 4; plus
- 0.015% (2022: 0.03%) of the NAV of the Company as at the relevant quarter day which is in excess of £750m divided by 4.

The IMA is terminable by either party by giving not less than 12 months' prior written notice to the other. The IMA may also be terminated on the occurrence of an insolvency event in relation to either party, if the Investment Manager is fraudulent, grossly negligent or commits a material breach which, if capable of remedy, is not remedied within three months, or on a force majeure event continuing for more than 90 days.

The Investment Manager receives a marketing fee of 0.25% (2022: 0.25%) of the aggregate gross proceeds from any issue of new shares in consideration of the marketing services it provides to the Company.

During the year the Investment Manager charged the Company £4.46m (2022: £4.41m) comprising £3.88m (2022: £3.86m) in respect of annual management fees, £0.58m (2022: £0.46m) in respect of administrative fees and £nil (2022: £nil) in respect of marketing fees. During the prior year the Investment Manager charged the Company a transaction fee of £0.09m relating to work carried out on the acquisition of DRUM REIT.

Mattioli Woods arranges insurance on behalf of the Company's tenants through an insurance broker and the Investment Manager is paid a commission by the Company's tenants for administering the policy.

## 20. Financial risk management

### *Capital risk management*

The Company manages its capital to ensure it can continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance within the parameters of its investment policy. The capital structure of the Company consists of debt, which includes the borrowings disclosed below, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued ordinary share capital, share premium and retained earnings.

### *Net gearing*

The Board reviews the capital structure of the Company on a regular basis. As part of this review, the Board considers the cost of capital and the risks associated with it. The Company has a medium-term target net gearing ratio of 25% determined as the proportion of debt (net of unrestricted cash) to investment property. The net gearing ratio at the year-end was 27.4% (2022: 19.1%).

### *Externally imposed capital requirements*

The Company is not subject to externally imposed capital requirements, although there are restrictions on the level of interest that can be paid due to conditions imposed on REITs.

### *Financial risk management*

The Company seeks to minimise the effects of interest rate risk, credit risk, liquidity risk and cash flow risk by using fixed and floating rate debt instruments with varying maturity profiles, at low levels of net gearing.

### *Interest rate risk management*

The Company's activities expose it primarily to the financial risks of increases in interest rates, as it borrows funds at floating interest rates. The risk is managed by maintaining:

- An appropriate balance between fixed and floating rate borrowings;
- A low level of net gearing; and

- An RCF whose flexibility allows the Company to manage the risk of changes in interest rates by paying down variable borrowings using the proceeds of equity issuance, property sales or arranging fixed-rate debt.

The Board periodically considers the availability and cost of hedging instruments to assess whether their use is appropriate and also considers the maturity profile of the Company's borrowings.

#### *Interest rate sensitivity analysis*

Interest rate risk arises on interest payable on the RCF only, as interest on all other debt facilities is payable on a fixed rate basis. At 31 March 2023, the RCF was drawn at £33.5m. Assuming this amount was outstanding for the whole year and based on the exposure to interest rates at the reporting date, if SONIA had been 1.0% higher/lower and all other variables were constant, the Company's profit for the year ended 31 March 2023 would decrease/increase by £0.3m.

#### *Market risk management*

The Company manages its exposure to market risk by holding a portfolio of investment property diversified by sector, location and tenant.

#### *Market risk sensitivity*

Market risk arises on the valuation of the Company's property portfolio in complying with its bank loan covenants (Note 16). The Company would breach its overall borrowing covenant if the valuation of its property portfolio fell by 19% (2022: 45%).

#### *Credit risk management*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. The Company's credit risk is primarily attributable to its trade receivables and cash balances. The amounts included in the statement of financial position are net of allowances for bad and doubtful debts. An allowance for impairment is made where a debtor is in breach of its financial covenants, available information indicates a debtor can't pay or where balances are significantly past due.

The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The maximum credit risk on financial assets at 31 March 2023, which comprise trade receivables plus unrestricted cash, was £6.6m (2022: Group - £13.0m, Company - £10.1m).

The Company has no significant concentration of credit risk, with exposure spread over a large number of tenants covering a wide variety of business types. Further detail on the Company's credit risk management process is included within the Strategic report.

Cash of £6.9m (2022: £11.6m) is held with Lloyds Bank plc which has a credit rating of A1<sup>41</sup>.

#### *Liquidity risk management*

Ultimate responsibility for liquidity risk management rests with the Board, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profile of financial assets and liabilities.

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<sup>41</sup> Source: Moody's.

The following tables detail the Company's contractual maturity for its financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

| Group and Company        | Interest rate<br>% | 31 March<br>2023   | 31 March<br>2023             | 31 March<br>2023  | 31 March<br>2023  |
|--------------------------|--------------------|--------------------|------------------------------|-------------------|-------------------|
|                          |                    | 0-3 months<br>£000 | 3 months –<br>1 year<br>£000 | 1-5 years<br>£000 | 5 years +<br>£000 |
| Trade and other payables | N/a                | 7,168              | -                            | 151               | 420               |
| Borrowings:              |                    |                    |                              |                   |                   |
| Variable rate            | 5.98               | 501                | 1,502                        | 34,439            | -                 |
| Fixed rate               | 3.935              | 197                | 590                          | 21,082            | -                 |
| Fixed rate               | 2.987              | 336                | 1,008                        | 5,377             | 45,250            |
| Fixed rate               | 3.020              | 264                | 793                          | 4,228             | 39,248            |
| Fixed rate               | 3.260              | 122                | 367                          | 1,956             | 17,249            |
| Fixed rate               | 4.100              | 154                | 461                          | 2,462             | 25,367            |
|                          |                    | 8,742              | 4,722                        | 69,694            | 127,535           |

| <b>Group</b>             | <b>Interest rate<br/>%</b> | <b>31 March<br/>2022<br/>(as restated)<br/>0-3 months<br/>£000</b> | <b>31 March<br/>2022<br/>(as restated)<br/>3 months –<br/>1 year<br/>£000</b> | <b>31 March<br/>2022<br/>(as restated)<br/>1-5 years<br/>£000</b> | <b>31 March<br/>2022<br/>(as restated)<br/>5 years +<br/>£000</b> |
|--------------------------|----------------------------|--|---|---|---|
| Trade and other payables | <i>N/a</i>                 | 9,327  | -   | 151   | 420   |
| Borrowings:              |                            |  |   |   |   |
| Variable rate            | <i>2.441</i>               | 139  | 22,839  | -   | -   |
| Fixed rate               | <i>3.935</i>               | 197  | 590   | 22,656  | -   |
| Fixed rate               | <i>2.987</i>               | 336  | 1,008   | 5,377   | 47,939  |
| Fixed rate               | <i>3.020</i>               | 264  | 793   | 4,228   | 41,362  |
| Fixed rate               | <i>3.260</i>               | 122  | 367   | 1,956   | 18,227  |
|                          |                            | 10,385   | 25,597  | 34,368  | 107,948   |

| <b>Company</b>           | <b>Interest rate<br/>%</b> | <b>31 March<br/>2022<br/>(as restated)<br/>0-3 months<br/>£000</b> | <b>31 March<br/>2022<br/>(as restated)<br/>3 months –<br/>1 year<br/>£000</b> | <b>31 March<br/>2022<br/>(as restated)<br/>1-5 years<br/>£000</b> | <b>31 March<br/>2022<br/>(as restated)<br/>5 years +<br/>£000</b> |
|--------------------------|----------------------------|--|---|---|---|
| Trade and other payables | <i>N/a</i>                 | 10,619   | -   | 151   | 420   |
| Borrowings:              |                            |  |   |   |   |
| Fixed rate               | <i>3.935</i>               | 197  | 590   | 22,656  | -   |
| Fixed rate               | <i>2.987</i>               | 336  | 1,008   | 5,377   | 47,939  |
| Fixed rate               | <i>3.020</i>               | 264  | 793   | 4,228   | 41,362  |
| Fixed rate               | <i>3.260</i>               | 122  | 367   | 1,956   | 18,227  |
|                          |                            | 11,538   | 2,758   | 34,368  | 107,948   |

The tables relating to the year ended 31 March 2022 above have been restated due to a reclassification of certain current liabilities as financial instruments included in error (social security and other tax payables of £456k and £366k for group and company respectively), and the correction of loan amounts (removal of average value of RCF of £16,948k, inclusion of repayment amounts of £20,000k in both group and company only relating to the fixed rate loan at 3.395%, and £22,700k additionally in the group relating to the variable rate loan at 2.441%).

## *Fair values*

The fair values of financial assets and liabilities are not materially different from their carrying values in the financial statements. The fair value hierarchy levels are as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers between Levels 1, 2 and 3 during the year. The main methods and assumptions used in estimating the fair values of financial instruments and investment property are detailed below.

### *Investment property – level 3*

Fair value is based on valuations provided by independent firms of chartered surveyors and registered appraisers, which uses the inputs set out in Note 10. These values were determined after having taken into consideration recent market transactions for similar properties in similar locations to the investment properties held by the Company. The fair value hierarchy of investment property is level 3. At 31 March 2023, the fair value of the Company's investment properties was £613.6m (2022: £665.2m).

### *Interest bearing loans and borrowings – level 3*

At 31 March 2023 the gross value of the Company's loans with Lloyds, SWIP and Aviva all held at amortised cost was £173.5m (2022: £137.8m). The difference between the carrying value of Company's loans and their fair value is detailed in Note 22.

### *Trade and other receivables/payables – level 3*

The carrying amount of all receivables and payables deemed to be due within one year are considered to reflect their fair value.

## **21. Events after the reporting date**

### *Property transactions*

Since the year end the Company has sold a retail unit in Cirencester at valuation for £0.7m.



## 22. Alternative performance measures

### *NAV per share total return*

An alternative measure of performance taking into account both capital returns and dividends by assuming dividends declared are reinvested at NAV at the time the shares are quoted ex-dividend, shown as a percentage change from the start of the year.

| Group  | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 |
|--|--------------------------------|--------------------------------|
| Net assets (£000)                            | 437,569                        | 527,640                        |
| Shares in issue at 31 March (thousands)      | 440,850                        | 440,850                        |
| NAV per share at the start of the year (p)   | 119.7                          | 97.6                           |
| Dividends per share paid during the year (p) | 5.5                            | 5.625                          |
| NAV per share at the end of the year (p)     | 99.3                           | 119.7                          |
| <b>NAV per share total return</b>            | <b>(12.5%)</b>                 | <b>28.4%</b>                   |

### *Share price total return*

An alternative measure of performance taking into account both share price returns and dividends by assuming dividends declared are reinvested at the ex-dividend share price, shown as a percentage change from the start of the year.

| Group  | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 |
|--|--------------------------------|--------------------------------|
| Share price at the start of the year (p)     | 101.8                          | 91.8                           |
| Dividends per share paid during the year (p) | 5.5                            | 5.625                          |
| Share price at the end of the year (p)       | 89.2                           | 101.8                          |
| <b>Share price total return</b>              | <b>(7.0%)</b>                  | <b>17.0%</b>                   |

## Dividend cover

The extent to which dividends relating to the year are supported by recurring net income, indicating whether the level of dividends is sustainable.

|  | <b>Year ended<br/>31 March<br/>2023<br/>£000</b> | Year ended<br>31 March<br>2022<br>£000 |
|--|--|--|
| Group                                    |  |  |
| Dividends paid relating to the year      | <b>18,185</b>                                    | 16,830                                 |
| Dividends approved relating to the year  | <b>6,062</b>                                     | 6,062                                  |
|  | <b>24,247</b>                                    | 22,892                                 |
| (Loss)/profit after tax                  | <b>(65,821)</b>                                  | 122,325                                |
| One-off costs                            | -  | -                                      |
| Net loss/(profit) on investment property | <b>90,609</b>                                    | (97,073)                               |
|  | <b>24,788</b>                                    | 25,252                                 |
| <b>Dividend cover</b>                    | <b>102.2%</b>                                    | 110.3%                                 |

## Weighted average cost of debt

The interest rate payable on bank borrowings at the year end weighted by the amount of borrowings at that rate as a proportion of total borrowings.

| 31 March 2023                                    | Amount<br>drawn<br>£m | Interest<br>rate | Weighting    |
|--|-----------------------|------------------|--------------|
| RCF  | 33.5                  | 5.830%           | 1.13%        |
| Total variable rate                              | 33.5                  |                  |              |
| SWIP £20m loan                                   | 20.0                  | 3.935%           | 0.45%        |
| SWIP £45m loan                                   | 45.0                  | 2.987%           | 0.78%        |
| Aviva  |                       |                  |              |
| • £35m tranche                                   | 35.0                  | 3.020%           | 0.61%        |
| • £15m tranche                                   | 15.0                  | 3.260%           | 0.28%        |
| • £25m tranche                                   | 25.0                  | 4.100%           | 0.59%        |
| Total fixed rate                                 | 140.0                 |                  |              |
| <b>Weighted average drawn facilities</b>         | <b>173.5</b>          |                  | <b>3.84%</b> |
| 31 March 2022                                    | Amount<br>drawn<br>£m | Interest<br>rate | Weighting    |
| RCF  | 23.0                  | 2.441%           | 0.40%        |
| Total variable rate                              | 23.0                  |                  |              |
| SWIP £20m loan                                   | 20.0                  | 3.935%           | 0.56%        |
| SWIP £45m loan                                   | 45.0                  | 2.987%           | 0.96%        |
| Aviva  |                       |                  |              |
| • £35m tranche                                   | 35.0                  | 3.020%           | 0.76%        |
| • £15m tranche                                   | 15.0                  | 3.260%           | 0.35%        |
| Total fixed rate                                 | 115.0                 |                  |              |
| <b>Weighted average rate on drawn facilities</b> | <b>138.0</b>          |                  | <b>3.02%</b> |

## Net gearing

Gross borrowings less cash (excluding rent deposits), divided by property portfolio value. This ratio indicates whether the Company is meeting its investment objective to target 25% loan-to-value in the medium-term to balance enhancing shareholder returns without facing excessive financial risk.

|                                | <b>Year<br/>ended<br/>31 March<br/>2023<br/>£000</b> | Year ended<br>31 March<br>2022<br>£000 |
|--------------------------------|--|--|
| Group                          |  |  |
| Gross borrowings               | <b>173,500</b>                                       | 137,760                                |
| Cash                           | <b>(6,880)</b>                                       | (11,624)                               |
| Cash held on behalf of tenants | <b>1,503</b>   | 1,141                                  |
| Net borrowings                 | <b>168,123</b>                                       | 127,277                                |
| Investment property            | <b>613,587</b>                                       | 665,186                                |
| <b>Net gearing</b>             | <b>27.4%</b>   | 19.1%                                  |

## Ongoing charges

A measure of the regular, recurring costs of running an investment company expressed as a percentage of average NAV, and indicates how effectively costs are controlled in comparison to other property investment companies.

| Group   | Year ended<br>31 March<br>2023<br>£000 | Year ended<br>31 March<br>2022<br>£000 |
|---|--|--|
| Average quarterly NAV during the year                         | <b>489,075</b>                         | 462,501                                |
| Expenses  | <b>13,099</b>                          | 9,812                                  |
| Operating expenses of rental property rechargeable to tenants | <b>(3,526)</b>                         | (852)                                  |
|   | <b>9,573</b>                           | 8,960                                  |
| Operating expenses of rental property directly incurred       | <b>(3,530)</b>                         | (3,422)                                |
| One-off costs   | -                                      | -                                      |
|   | <b>6,043</b>                           | 5,538                                  |
| OCR   | <b>1.96%</b>                           | 1.94%                                  |
| OCR excluding direct property expenses                        | <b>1.23%</b>                           | 1.20%                                  |

## EPRA performance measures

The Company uses EPRA alternative performance measures based on its Best Practice Recommendations to supplement IFRS measures, in line with best practice in the sector. The measures defined by EPRA are designed to enhance transparency and comparability across the European real estate sector. The Board supports EPRA's drive to bring parity to the comparability and quality of information provided in this report to investors and other key stakeholders. EPRA alternative performance measures are adopted throughout this report and are considered by the directors to be key business metrics.

## EPRA earnings per share

A measure of the Company's operating results excluding gains or losses on investment property, giving an alternative indication of performance compared to basic EPS which sets out the extent to which dividends relating to the year are supported by recurring net income.

|  | <b>Year<br/>ended<br/>31 March<br/>2023<br/>£000</b> | <b>Year<br/>ended<br/>31 March<br/>2022<br/>£000</b> |
|--|--|--|
| Group  |  |  |
| (Loss)/profit for the year after taxation              | <b>(65,821)</b>                                      | 122,325  |
| Net (profit)/loss on investment property               | <b>90,609</b>  | (97,073)   |
| EPRA earnings  | <b>24,788</b>  | 25,252   |
| Weighted average number of shares in issue (thousands) | <b>440,850</b>                                       | 428,702  |
| <b>EPRA earnings per share (p)</b>                     | <b>5.6</b>   | 5.9  |

## *EPRA NAV per share metrics*

EPRA NAV metrics make adjustments to the IFRS NAV to provide stakeholders with additional information on the fair value of the assets and liabilities of a real estate investment company, under different scenarios.

## *EPRA Net Reinstatement Value (“NRV”)*

NRV assumes the Company never sells its assets and aims to represent the value required to rebuild the entity.

|                                       | <b>31 March<br/>2023<br/>£000</b> | 31 March<br>2022<br>£000 |
|---------------------------------------|-----------------------------------|--------------------------|
| Group                                 |                                   |                          |
| IFRS NAV                              | <b>437,569</b>                    | 527,640                  |
| Fair value of financial instruments   | -                                 | -                        |
| Deferred tax                          | -                                 | -                        |
| <b>EPRA NRV</b>                       | <b>437,569</b>                    | 527,640                  |
| Number of shares in issue (thousands) | <b>440,850</b>                    | 440,850                  |
| <b>EPRA NRV per share (p)</b>         | <b>99.3</b>                       | 119.7                    |

## EPRA Net Tangible Assets (“NTA”)

Assumes that the Company buys and sells assets for short-term capital gains, thereby crystallising certain deferred tax balances.

| Group                                 | 31 March<br>2023<br>£000 | 31 March<br>2022<br>£000 |
|---------------------------------------|--------------------------|--------------------------|
|                                       |                          |                          |
| IFRS NAV                              | <b>437,569</b>           | 527,640                  |
| Fair value of financial instruments   | -                        | -                        |
| Deferred tax                          | -                        | -                        |
| Intangibles                           | -                        | -                        |
| <b>EPRA NTA</b>                       | <b>437,569</b>           | 527,640                  |
| Number of shares in issue (thousands) | <b>440,850</b>           | 440,850                  |
| <b>EPRA NTA per share (p)</b>         | <b>99.3</b>              | 119.7                    |



### *EPRA Net Disposal Value (“NDV”)*

Represents the shareholders' value under a disposal scenario, where deferred tax, financial instruments and certain other adjustments are calculated to the full extent of their liability, net of any resulting tax.

|  | <b>31 March<br/>2023<br/>£000</b> | 31 March<br>2022<br>£000 |
|--|-----------------------------------|--------------------------|
| Group  |                                   |                          |
| IFRS NAV                                       | <b>437,569</b>                    | 527,640                  |
| Fair value of fixed rate debt below book value | <b>7,636</b>                      | -                        |
| Deferred tax                                   | -                                 | -                        |
| <b>EPRA NDV</b>                                | <b>445,205</b>                    | 527,640                  |
| Number of shares in issue (thousands)          | <b>440,850</b>                    | 440,850                  |
| <b>EPRA NDV per share (p)</b>                  | <b>101.0</b>                      | 119.7                    |

At 31 March 2023 the Company's gross fixed-rate debt included in the balance sheet at amortised cost was £173.5m (2022: £137.8m) and its fair value is considered to be £163.9m. This fair value has been calculated based on prevailing mark-to-market valuations provided by the Company's lenders, and excludes 'break' costs chargeable should the Company settle loans ahead of their contractual expiry. These mark-to-market values were not available in the prior year so the fair value in excess of book value is shown as £nil in the table above.

## EPRA NIY and EPRA 'topped-up' NIY

EPRA NIY represents annualised rental income based on cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the property valuation plus estimated purchaser's costs. The EPRA 'topped-up' NIY is calculated by making an adjustment to the EPRA NIY in respect of the expiration of rent free periods (or other unexpired lease incentives such as discounted rent periods and stepped rents). These measures offer comparability between the rent generating capacity of portfolios.

| Group  | 31 March<br>2023<br>£000 | 31 March<br>2022<br>£000 |
|--|--------------------------|--------------------------|
| Investment property  | 613,587                  | 665,186                  |
| Allowance for estimated purchasers' costs <sup>42</sup>    | 39,883                   | 43,237                   |
| Gross-up property portfolio valuation                      | 653,470                  | 708,423                  |
| Annualised cash passing rental income <sup>43</sup>        | 39,908                   | 37,367                   |
| Property outgoings <sup>44</sup>                           | (1,875)                  | (1,719)                  |
| Annualised net rental income                               | 38,033                   | 35,648                   |
| Impact of expiry of current lease incentives <sup>45</sup> | 2,144                    | 3,126                    |
| Annualised net rental income on expiry of lease incentives | 40,177                   | 38,773                   |
| <b>EPRA NIY</b>  | <b>5.8%</b>              | <b>5.0%</b>              |
| <b>EPRA 'topped-up' NIY</b>                                | <b>6.2%</b>              | <b>5.5%</b>              |

<sup>42</sup> Assumed at 6.5% of investment property valuation.

<sup>43</sup> Annualised cash rents at the year date

<sup>44</sup> Non-recoverable directly incurred operating expenses of rental property, excluding letting and rent review fees.

<sup>45</sup> Adjustment for the expiration of lease incentives.

### EPRA vacancy rate

EPRA vacancy rate is the ERV of vacant space as a percentage of the ERV of the whole property portfolio and offers insight into the additional rent generating capacity of the portfolio.

|  | <b>31 March<br/>2023<br/>£000</b> | 31 March<br>2022<br>£000 |
|--|-----------------------------------|--------------------------|
| Group  |                                   |                          |
| Annualised potential rental value of vacant premises         | <b>4,743</b>                      | 4,643                    |
| Annualised potential rental value for the property portfolio | <b>48,976</b>                     | 45,580                   |
| <b>EPRA vacancy rate</b>                                     | <b>9.7%</b>                       | 10.2%                    |

### EPRA cost ratios

EPRA cost ratios reflect overheads and operating costs as a percentage of gross rental income and indicate how effectively costs are controlled in comparison to other property investment companies.

|   | <b>Year ended<br/>31 March<br/>2023<br/>£000</b> | Year ended<br>31 March<br>2022<br>£000 |
|---|--|--|
| Group   |  |  |
| Directly incurred operating expenses and other expenses | <b>9,461</b>                                     | 8,960                                  |
| Ground rent costs                                       | <b>(37)</b>                                      | (37)                                   |
| EPRA costs (including direct vacancy costs)             | <b>9,424</b>                                     | 8,923                                  |
| Property void costs                                     | <b>(1,828)</b>                                   | (1,525)                                |
| EPRA costs (excluding direct vacancy costs)             | <b>7,596</b>                                     | 7,398                                  |
| Gross rental income                                     | <b>40,558</b>                                    | 39,039                                 |
| Ground rent costs                                       | <b>(37)</b>                                      | (37)                                   |
| Rental income net of ground rent costs                  | <b>40,521</b>                                    | 39,002                                 |
| <b>EPRA cost ratio (including direct vacancy costs)</b> | <b>23.3%</b>                                     | 22.9%                                  |
| <b>EPRA cost ratio (excluding direct vacancy costs)</b> | <b>18.7%</b>                                     | 19.0%                                  |

## EPRA LTV

An alternative measure of gearing including all payables and receivables. This ratio indicates whether the Company is complying with its investment objective to target 25% loan-to-value in the medium-term to balance enhancing shareholder returns without facing excessive financial risk.

|                                | Year ended<br>31 March<br>2023<br>£000 | Year ended<br>31 March<br>2022<br>£000 |
|--------------------------------|--|--|
| Group                          |  |  |
| Gross borrowings               | 173,500                                | 137,760                                |
| Trade and other receivables    | 3,748                                  | 5,201                                  |
| Trade and other payables       | (7,666)                                | (9,783)                                |
| Deferred income                | (7,421)                                | (7,408)                                |
| Cash                           | 6,880                                  | 11,624                                 |
| Cash held on behalf of tenants | (1,503)                                | (1,141)                                |
| Net borrowings                 | 167,538                                | 136,253                                |
| Investment property            | 613,587                                | 665,186                                |
| <b>EPRA LTV</b>                | <b>27.3%</b>                           | <b>20.5%</b>                           |

## EPRA capital expenditure

Capital expenditure incurred on the Company's property portfolio during the year. This ratio offers insight into the proportion of cash deployment relating to acquisitions compared to the like-for-like portfolio.

|                                  | 31 March<br>2023<br>£000 | 31 March<br>2022<br>£000 |
|----------------------------------|--------------------------|--------------------------|
| Group                            |                          |                          |
| Acquisitions                     | 56,033                   | 65,495                   |
| Development                      | 3,580                    | -                        |
| Like-for-like portfolio          | 4,066                    | 3,515                    |
| <b>Total capital expenditure</b> | <b>63,679</b>            | <b>69,010</b>            |

## EPRA like-for-like rental growth

Like-for-like rental growth of the property portfolio by sector which offers an alternative view on the 'run-rate' of revenues at the year end.

| <b>31 March 2023</b> |                    |                             |                |               |                |               |
|----------------------|--------------------|-----------------------------|----------------|---------------|----------------|---------------|
| Group                | Industrial<br>£000 | Retail<br>warehouse<br>£000 | Retail<br>£000 | Other<br>£000 | Office<br>£000 | Total<br>£000 |
| Like-for-like rent   | 14,377             | 8,074                       | 3,405          | 5,184         | 5,597          | <b>36,637</b> |
| Acquired properties  | 824                | 1,377                       | 217            | 139           | -              | <b>2,557</b>  |
| Sold properties      | 583                | -                           | 34             | 57            | 690            | <b>1,364</b>  |
|                      | 15,784             | 9,451                       | 3,656          | 5,380         | 6,287          | <b>40,558</b> |
| <b>31 March 2022</b> |                    |                             |                |               |                |               |
| Group                | Industrial<br>£000 | Retail<br>warehouse<br>£000 | Retail<br>£000 | Other<br>£000 | Office<br>£000 | Total<br>£000 |
| Like-for-like rent   | 14,637             | 7,887                       | 3,167          | 5,397         | 4,168          | 35,256        |
| Acquired properties  | 218                | 182                         | 538            | -             | 1,074          | 2,012         |
| Sold properties      | 976                | 100                         | 149            | 546           | -              | 1,771         |
|                      | 15,831             | 8,169                       | 3,854          | 5,943         | 5,242          | 39,039        |

## Investment policy

The Company's investment objective is to provide Shareholders with an attractive level of income together with the potential for capital growth from investing in a diversified portfolio of commercial real estate properties in the UK.

The Company's investment policy is:

- a) To invest in a diversified portfolio of UK commercial real estate properties principally characterised by individual values of less than £15m at acquisition<sup>46</sup>.
- b) The property portfolio should not exceed a maximum weighting to any one property sector, or to any geographic region, of greater than 50%.
- c) To focus on areas with high residual values, strong local economies and an imbalance between supply and demand. Within these locations the objective is to acquire modern buildings or those that are considered fit for purpose by occupiers.
- d) No one tenant or property should account for more than 10% of the total rent roll of the Company's portfolio at the time of purchase, except:
  - (i) in the case of a single tenant which is a governmental body or department for which no percentage limit to proportion of the total rent roll shall apply; or
  - (ii) in the case of a single tenant rated by Dun & Bradstreet with a credit risk score higher than 2, in which case the exposure to such single tenant may not exceed 5% of the total rent roll (a risk score of 2 represents "lower than average risk").
- e) The Company will not undertake speculative development (that is, development of property which has not been leased or pre-leased), save for redevelopment and refurbishment of existing holdings, but may invest in forward funding agreements or forward commitments (these being, arrangements by which the Company may acquire pre-development land under a structure designed to provide the Company with investment rather than development risk) of pre-let developments where the Company intends to own the completed development. Substantial redevelopments and refurbishments of existing properties which expose the Company to development risk would not exceed 10% of the Company's gross assets.
- f) The Company may use gearing, including to fund the acquisition of property and cash flow requirements, provided that the maximum gearing shall not exceed 35% of the Company's total assets at the time of borrowing aggregate market value of all the properties of the Company. Over the medium-term the Company is expected to target borrowings of 25% of the Company's total assets aggregate market value of all the properties of the Company at the time of borrowing.

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<sup>46</sup> The Board proposes removing this upper lot-size limit at the Company's forthcoming AGM, subject to FCA approval.

g) The Company reserves the right to use efficient portfolio management techniques, such as interest rate hedging and credit default swaps, to mitigate market volatility.

h) Uninvested cash or surplus capital or assets may be invested on a temporary basis in:

(i) cash or cash equivalents, money market instruments, bonds, commercial paper or other debt obligations with banks or other counterparties having a single-A (or equivalent) or higher credit rating as determined by an internationally recognised rating agency; or

(ii) any “government and public securities” as defined for the purposes of the FCA rules.

i) Gearing, calculated as borrowings as a percentage of the aggregate market value of all the properties of the Company and its subsidiaries, may not exceed 35% at the time such borrowings are incurred.

## Glossary of terms

| Term   | Explanation   |
|--|---|
| 2019 AIC Corporate Governance Code for Investment Companies (AIC Code)   | The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code, as well as setting out additional provisions on issues that are of specific relevance to the Company and provide more relevant information to shareholders.   |
| Alternative Investment Fund Manager (AIFM)                               | External investment manager with appropriate FCA permissions to manage an 'alternative investment fund'   |
| Alternative performance measures (APMs)                                  | Assess Company performance alongside IFRS measures  |
| Building Research Establishment Environmental Assessment Method (BREEAM) | A set of assessment methods and tools designed to help understand and mitigate the environmental impacts of developments  |
| Carbon Risk Real Estate Monitor (CRREM)                                  | A project focused on carbon risk assessment for the European real estate industry's push to decarbonise, building a methodology to empirically quantify the different scenarios and their impact on the investor portfolios and identify which properties will be at risk of stranding due to the expected increase in the stringent building codes, regulation, and carbon prices. It also enables an analysis of the effects of refurbishing single properties on the total carbon performance of a company |
| Core real estate   | Generally offer the lowest risk and target returns, requiring little asset management and fully let on long leases.   |
| Core-plus real estate  | Generally offer low-to-moderate risk and target returns, typically high-quality and well-occupied properties but also providing asset management opportunities.   |
| Dividend cover   | EPRA earnings divided by dividends paid and approved for the year   |
| Earnings per share (EPS)   | Profit before tax dividend by number of shares in issue   |
| Energy performance certificate (EPC)                                     | Required certificate whenever a property is built, sold or rented. An EPC gives a property an energy efficiency rating from A (most efficient) to G (least efficient). An EPC contains information about a property's energy use and typical energy costs, and recommendations about how to reduce energy use and save money  |
| EPRA occupancy   | ERV of occupied space as a percentage of the ERV of the whole property portfolio  |
| EPRA (Sustainability) Best Practice Recommendations (BPR), (sBPR)        | EPRA BPR and sBPR facilitate comparison with the Company's peers through consistent reporting of key real estate specific and environmental performance measures  |
| EPRA topped-up net initial yield   | Annualised cash rents at the year-end date, adjusted for the expiration of lease incentives (rent free periods or other lease incentives such as discounted rent periods and stepped rents), less estimated non-recoverable property operating expenses, divided by property valuation plus estimated purchaser's costs   |



|   |  |
|---|--|
| Estimated rental value (ERV)                        | The external valuers' opinion of the open market rent which, on the date of valuation, could reasonably be expected to be obtained on a new letting or rent review of a property   |
| Equivalent yield                                    | Weighted average of annualised cash rents at the year-end date and ERV, less estimated non-recoverable property operating expenses, divided by property valuation plus estimated purchaser's costs   |
| Expected credit loss (ECL)                          | Unbiased, probability-weighted amount of doubtful debt provision, using reasonable and supportable information that is available without undue cost or effort at the reporting date  |
| Global Real Estate Sustainability Benchmark (GRESB) | GRESB independently benchmarks ESG data to provide financial markets with actionable insights, ESG data and benchmarks   |
| Greenhouse gas (GHG)                                | Gasses in the earth's atmosphere which trap heat and lead directly to climate change   |
| Investment management agreement (IMA)               | The Investment Manager is engaged under an IMA to manage the Company's assets, subject to the overall supervision of the Directors   |
| Investment policy                                   | Published, FCA approved policy that contains information about the policies which the Company will follow relating to asset allocation, risk diversification, and gearing, and that includes maximum exposures. This is a requirement of Listing Rule 15 |
| Key performance indicator (KPI)                     | The Company's environmental and performance targets are measured by KPIs which provide a strategic way to assess its success towards achieving its objectives  |
| Like-for-like                                       | Comparisons adjusted to exclude assets bought or sold during the current or prior year   |
| Market Abuse Regulation (MAR)                       | Regulations to which the Company's code for directors' share dealings is aligned   |
| Minimum Energy Efficiency Standards (MEES)          | MEES regulations set a minimum energy efficiency level for rented properties.  |
| Net asset value (NAV)                               | Equity attributable to owners of the Company   |
| NAV per share total return                          | The movement in EPRA Net Tangible Assets per share plus the dividend paid during the period expressed as a percentage of the EPRA net tangible assets per share at the beginning of the period   |
| Net gearing / loan-to-value (LTV)                   | Gross borrowings less cash (excluding rent deposits), divided by property portfolio value  |
| Net initial yield (NIY)                             | Annualised cash rents at the year-end date, adjusted for the expiration of lease incentives, divided by property valuation plus estimated purchaser's costs  |
| Net rental income                                   | Annualised cash rents at the year-end date, adjusted for the expiration of lease incentives, less estimated non-recoverable property operating expenses including void costs and net service charge expenses   |
| Net tangible assets (NTA)                           | NAV adjusted to reflect the fair value of trading properties and derivatives and to exclude deferred taxation on revaluations  |

|  |  |
|--|--|
| Ongoing charges ratio (OCR)  | Expenses (excluding operating expenses of rental property recharged to tenants) divided by average quarterly NAV, representing the Annual running costs of the Company   |
| Passing rent   | Annualised cash rents at the year-end date, adjusted for the expiration of lease incentives  |
| Real Estate Investment Trust (REIT)                                    | A property company which qualifies for and has elected into a tax regime which is exempt from corporation tax on profits from property rental income and UK capital gains on the sale of investment properties |
| Revolving credit facility (RCF)  | Variable rate loan which can be drawn down or repaid periodically during the term of the facility  |
| Reversionary potential   | Expected future increase in rents once reset to market rate  |
| Share price total return   | Share price movement including dividends paid during the year  |
| Sterling Overnight Index Average ("SONIA")                             | Base rate payable on variable rate bank borrowings before the bank's margin  |
| Streamlined Energy and Carbon Report (SECR)                            | SECR requirements aim to put green credentials into the public domain and help organisations achieve the benefits of environmental reporting   |
| Value add real estate  | Generally moderate-to-higher risk and target returns, often representing properties requiring significant levels of asset management to improve the building and secure new lettings.                          |
| Weighted average cost of drawn debt facilities                         | The total loan interest cost per annum, based on prevailing rates on variable rate debt, divided by the total debt in issue  |
| Weighted average unexpired lease term to first break or expiry (WAULT) | Average unexpired lease term across the investment portfolio weighted by contracted rent   |

## **Distribution of the Annual Report and accounts to members**

The financial information set out above does not constitute the Company's statutory accounts for the years ended 31 March 2023 or 2022, but is derived from those accounts. Statutory accounts for 2022 have been delivered to the Registrar of Companies and those for 2023 will be delivered following the Company's AGM. The auditor has reported on the 2023 accounts: their report was unqualified, did not draw attention to any matters by way of emphasis and did not contain statements under s498(2) or (3) of the Companies Act 2006. The Annual Report and accounts will be posted to shareholders in due course, and will be available on our website ([custodianreit.com](http://custodianreit.com)) and for inspection by the public at the Company's registered office address: 1 New Walk Place, Leicester LE1 6RU during normal business hours on any weekday. Further copies will be available on request.

**- Ends -**