Financial Statements

For the year ended 31 March 2021

Company Name: Shropshire Housing Treasury Limited Company Number: 08875047





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Directors and Advisors

Company Registration Number

08875047

Registered as a Company Limited by Guarantee

Current Directors

Richard Woolley (Appointed December 2018)
Andrew Taylor (Appointed September 2019)
John Barker (Appointed September 2019)

Andrew Cooke (Appointed October 2019)

Secretary

Nicola Griffiths (Appointed March 2019)

Registered office

Shropshire Housing Treasury Limited,

C/O Connexus Housing Limited

The Gateway
The Auction Yard
Craven Arms
Shropshire
United Kingdom

SY7 9BW

Independent Auditor **KPMG LLP**

One Snowhill

Snow Hill Queensway

Birmingham B4 6GH

Internal Auditor Beever and Struthers St.Philips Point

Temple Row Birmingham B2 5AF

Solicitors

Anthony Collins

134 Edmund Street

Birmingham B3 2ES

Banker

Barclays Bank Plc

P.O Box 3333 One Snowhill

Snow Hill Queensway

Birmingham B3 2WN

Report of the Directors

The directors present their report together with the audited financial statements for the year ended 31 March 2021.

Principal activities

The Company was incorporated on 4th February 2014 and is a wholly owned subsidiary of Connexus Housing Limited (CHL). Its objective is to source funding on behalf of Connexus Housing directly from the capital markets and on-lend the proceeds to asset-owning subsidiaries of Connexus Housing Limited.

Political and other donations

No political or other donations were made during the year.

Dividends

No payment of dividends is proposed for the first financial period.

Parent Company

Connexus Housing Limited is registered with the Cooperative and Community Benefit Societies Act 2014. It is also registered with the Regulator of Social Housing as a social housing Registered Provider. Connexus Housing Limited has charitable objectives and is a charity for tax purposes.

Directors and Directors' Indemnities

The Connexus Housing Group operates with co-terminous boards, where board members act for and on behalf of the Group. Membership of the Shropshire Housing Treasury Limited Board is drawn from members of the Group Board.

The directors of the Company who were in office during the year and up to the date of signing the financial statements are set out on page three. As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the financial year and is currently in force. The Group also purchased and maintained throughout the year directors' and officers' liability insurance in respect of itself and its directors.

Employees

The Company has no employees. All employee services are provided by the parent, Connexus Housing Limited, or subsidiaries within the Group and costs recharged to the Company as a corporate recharge.

Going concern

After making enquiries the Board has a reasonable expectation that the Company has adequate resources to continue its operational activities for the foreseeable future, being a period of twelve months after the date on which the report and financial statements were signed. However it is the intention of the Board to wind down Shropshire Housing Treasury Limited in the next 12 months.

Report of the Directors (continued)

Annual General Meeting

The annual general meeting will be held on 14 September 2021 at the Mercure Albrighton Hall Hotel, Shrewsbury.

Independent Auditors

KPMG LLP were appointed in November 2017, The external audit contract is due for retender this year having been extended for 1 year due to the pandemic and for this reason no resolution to reappoint KPMG LLP as independent auditor will be put to the members at the annual general meeting due to a competitive tender taking place.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

The report of the director's was approved by the Board on 3 August 2021 and signed on its behalf by:

John Barker

Board Member 3 August 2021

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Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland.*

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement as to disclosure of information to auditor

The directors who held office at the date of approval of these financial statements confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware. Each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditor's report to the members of Shropshire Housing Treasury Limited

For the year ended 31 March 2021

Opinion

We have audited the financial statements of Shropshire Housing Treasury Limited ("the company") for the year ended 31 March 2021 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a
 material uncertainty related to events or conditions that, individually or collectively, may
 cast significant doubt on the company's ability to continue as a going concern for the
 going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of the Management, legal and internal audit as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board, audit and risk committee and governance and remuneration committee minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no third party revenue transactions. We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of the Company-wide fraud risk management controls

We also performed procedures including:

 Identifying journal entries and other adjustments to test for all full scope components based on risk criteria and comparing the identified entries to supporting documentation.
 These included journals posted to unusual and seldom used accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

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

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Directors' report

The directors are responsible for the report of the directors. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the report of the directors and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit;

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 6, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

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Sarah Brown (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants KPMG LLP One Snowhill, Snow Hill Queensway Birmingham B4 6GH

26 August 2021

Statement of Comprehensive Income

		2021	2020
	Note	£'000	£'000
Turnover		1,875	274
Operating expenditure		(9)	(9)
Exceptional Items		(153)	
Operating profit on ordinary activities before taxation	3	1,713	265
Interest receivable	7	4,477	4,477
Interest and financing costs	8	(4,745)	(4,742)
Loan breakage cost	8	(1,445)	<u>-</u>
Total profit for the year before taxation		-	-
Tax on profit on ordinary activities	4	-	
Total comprehensive income for the year		-	

There is no material difference between the result/profit on ordinary activities before taxation and the result/profit for the financial year stated above and their historical costs equivalent.

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

The results for the period are in respect of continuing operations.

Statement of Financial Position

		2021	2020
	Notes	£'000	£'000
Current Assets			
Trade and other debtors	9	96,888	118,392
Short term investments		-	-
Cash and cash equivalents		-	
		96,888	118,392
Creditors: amounts falling due within one year	10	(3,419)	(6,602)
Net current assets		93,469	111,790
Creditors: amounts falling due after more than one year	11	(93,469)	(111,790)
Total net assets		-	
Capital and reserves			
Called up share capital	12	-	-
Income and expenditure account		-	
Shareholders' funds	13	-	-

Company No 08875047

The financial statements on pages 11 to 19 were approved by the Board of Directors and were signed on its behalf by:

John Barker Director

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3 August 2021

Nicola Griffiths Secretary

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Notes to the Financial Statements

1. Legal status

Shropshire Housing Treasury Limited is a private company limited by guarantee without shares, incorporated under the Companies Act 2006. The Company was incorporated on 4th February 2014. The Company is a wholly owned subsidiary of Connexus Housing Limited.

2. Accounting policies

The following accounting policies have been adopted as being appropriate to the Company's circumstances with regard to giving a true and fair view and have been applied consistently in dealing with items which are considered to be material in relation to the Company's financial statements.

a. Cash flow

The Company is exempt from producing a cash flow statement in accordance with FRS102.

b. Basis of Accounting

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom and in accordance with the Companies Act 2006. The financial statements have been prepared in accordance with the historical cost convention, on an accruals and going concern basis.

c. Going concern

The Company is expected to continue to generate positive cashflows on its own account for the foreseeable future being a period of. The Company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries.

The Directors, having assessed the responses of the directors of the Company's parent, Connexus Housing Limited to their enquiries and have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of Shropshire funding Group to continue as a going concern or its ability to continue with the current banking arrangements for the following reason.

The Group prepares a 30 year business plan which is updated and approved on an annual basis. The most recent business plan was approved in May 2021 by the Board. As well as considering the impact of a number of scenarios on the business plan the Board also adopted a stress testing framework against the base plan. The stress testing impacts were measured against loan covenants and peak borrowing levels compared to agreed facilities, with potential mitigating actions identified to reduce expenditure. Following the outbreak of Covid-19 the Group has undertaken a series of further scenario testing including severe but plausible downsides in the worst-case assessment.

The board, after reviewing the group and company budgets for 2021/22 and the group's medium term financial position as detailed in the 30-year business plan including changes arising from the Covid-19 pandemic, is of the opinion that, taking account of severe but

plausible downsides, the group and company have adequate resources to continue in business for a period of 12 months from the date of approval of these financial statements (the going concern assessment period). In order to reach this conclusion, the Board have considered:

- The property market budget and business plan scenarios have taken account of delays in handovers, lower numbers of shared ownership property sales, reductions in shared ownership sales values and potential conversion of market sale to social homes;
- Maintenance costs budget and business plan scenarios have been modelled to take account of cost increases and delays in maintenance expenditure, with major works being phased into future years;
- Rent and service charge receivable arrears and bad debts have been increased to allow for customer difficulties in making payments and budget and business plan scenarios to take account of potential future reductions in rents;
- Liquidity SHTL is the treasury vehicle for Connexus Housing One Limited and Connexus Housing Three Limited. Significant liquidity exists within the two entities as a result of a revolving RCF facility, this facility was fully drawn at the year end as a Covid19 risk mitigation however Cash and Cash equivalents and Short term investments within Connexus Housing One & Three Limited were £21.983m at the year end.

Both entities have viable business plans in their own rights. There are also unencumbered assets of £68.3m (EUV-SH) in the two entities as at 31/3/2020 per the Savills valuations undertaken at this time.

• The group's ability to withstand other adverse scenarios such as higher interest rates and number of void properties.

The board believe the group and company has sufficient funding in place and expect the group to be in compliance with its debt covenants even in severe but plausible downside scenarios.

Consequently, the Directors are confident that the Group and Shropshire Housing Treasury Limited will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis

On the basis of their assessment of the Company's financial position and of the enquiries made of the directors of Connexus Housing Limited and the Company's directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

d. Turnover

The Company did not generate any third party income during the period. It received recharges from other Group entities.

e. Operating expenditure

Operating expenditure includes arrangement fees due to external bodies, audit fees and loan amortisation charges incurred in providing services on behalf of the group.

f. Reserves

Shropshire Housing Treasury Limited has a general reserve that is unrestricted and can be applied freely, at the discretion of the Company (within its powers). The Company has not earmarked any of this reserve, as a designated reserve, at this point in time.

g. Bad and doubtful debts

As substantially all debts are owed by the Group no provision has been made.

h. Taxation

The Company is liable to corporation tax on profits. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results, as stated in the financial statements. The recognition of deferred tax assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

i. Value Added Tax

Shropshire Housing Treasury Limited is not registered for VAT.

3. Operating profit

	2021	2020
	£'000	£'000
Operating profit / (loss) is arrived after charging: - Auditors' remuneration for external audit services (excluding VAT)	7	6

4. Tax on profit on ordinary activities

	2021 £'000	2020 £'000
Profit on ordinary activities before tax	-	-
Tax on ordinary activities at the standard rate of corporation tax in the UK of 19% (19% 2020)	-	-
Total tax expense included in profit or loss	-	

5. Employees

The Company employed no staff and incurred no employee costs during the year.

6. Directors' emoluments

The directors are also directors of the parent Connexus Housing Limited. Their emoluments are paid by the parent company which makes no recharge to Shropshire Housing Treasury Limited. Their roles to the Company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the parent company.

7. Interest Receivable

Interest receivable is derived from the interest payable by Connexus Housing One Limited and Connexus Housing Three Limited for the funding it has received from Shropshire Housing Treasury.

	2021 £'000	2020 £'000
Interest receivable	4,477	4,477
	4,477	4,477

8. Interest and financing costs

Interest payable is derived from the amount payable in respect of the funding received in respect of loans as detailed in note 11.

	2021	2020
	£'000	£'000
Loan interest	4,521	4,477
Other loan charges	224	265
Loan breakage cost	1,445	-
	6,190	4,742
9. Debtors		
	2021	2020
	£'000	£'000
Due within one year:		
Trade and other debtors/Sundry debtors	-	-
Amounts owed by group undertakings	3,530	6,647
Other taxation and social security	-	-
less: deferred loan arrangement fees	(111)	(45)
	3,419	6,602
Due after one year:		
Amounts owed by group undertakings	94,737	113,000
Less: deferred loan arrangement fees	(1,268)	(1,210)
, and the second	93,469	111,790
	96,888	118,392
10.Creditors: amounts falling due within one year		
	2021	2020
	£'000	£'000
Due within one year:		
Trade creditors	-	-
Accruals and deferred income	610	647
less: deferred loan arrangement fees	(111)	(45)
Amounts owed to group undertaking	2,920	6,000
Receipts in advance	, -	-
and the second s		

3,419

6,602

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

	2021 £'000	2020 £'000
Loans	94,737	113,000
Less: deferred loan arrangement fees	(1,268)	(1,210)
Amounts owed to group undertakings	-	-
	93,469	111,790

11. Creditors: amounts falling due after more than one year continued.

The debt is repayable as follows

	2021	2020
	£'000	£'000
DDO AL 1	00.054	40.000
RBS/Natwest	28,851	40,000
RBS Revolver	35,050	40,000
Lloyds	8,000	8,000
Canada Life	25,000	25,000
	96,901	113,000

12. Called up Share Capital

	2021	2020
	Number	Number
Ordinary shares of £1 each		
At 1 April	2	2
Issued during the year	-	-
Relinquished during the year	-	=
At 31 March	2	2

13. Reconciliation of movements in shareholders' funds

	2021 £'000	2020 £'000
Share capital at the beginning and end of the year	-	-
Profit for the financial year	-	-
Distribution to shareholders in the form of gift aid	-	-
Tax credit on gift aid	-	-
Closing shareholders' funds / (deficit)	-	-

14. Related party transactions

The directors of the Company are either employees or Board Members of the parent, Connexus Housing Limited. As the Company is a wholly owned subsidiary, it has taken advantage of the exemption under FRS102 not to disclose in full intra-group transactions.

15. Post balance sheet events

The Parent, along with the other Registered Providers of the Group amalgamated into Connexus Housing Two through a transfer of engagements to become Connexus Homes Limited on 1 April 2021. It is the intention of the board to wind-down Shropshire Housing Treasury Limited in the next 12 months.

16. Ultimate parent undertaking and controlling party

The Company is a wholly owned subsidiary of Connexus Housing Limited, and has taken advantage of the following exemptions:

- Exemption from producing a cash flow statement in accordance with FRS102
- Exemption from disclosing transactions or balances with entities which form part of the Group.

The Company's parent undertaking, which is also the Company's ultimate parent undertaking, is Connexus Housing Limited, a company incorporated in Great Britain.

The consolidated financial statements of Connexus Housing Limited are available from the Company Secretary, The Auction Yard, Craven Arms, Shropshire, SY7 9BW.