

**PEABODY CAPITAL NO 2 PLC**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 March 2020**

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**DIRECTORS AND ADVISORS**

**DIRECTORS**

Lord Robert Kerslake (Chair)  
Brendan Sarsfield  
Ian Peters  
Eamonn Hughes (Appointed 3 February 2020)  
Susan Hickey (Resigned 31 January 2020)

**SECRETARY**

Sarah Cameron

**COMPANY NUMBER**

08782139  
(Registered in England and Wales)

**REGISTERED OFFICE**

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London  
SE1 7JB

**BANKERS**

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1 Churchill Place  
Canary Wharf  
London  
E14 5HP

Coutts & Co.  
St Martins Office  
440 Strand  
London  
WC2R 0QS

**AUDITOR**

KPMG LLP  
15 Canada Square  
Canary Wharf  
London  
E14 5GL

**SOLICITOR**

Trowers & Hamlins  
3 Bunhill Row  
London  
EC1Y 8YZ

## STRATEGIC REPORT

The Directors present their Strategic Report for the year ended 31 March 2020.

### Business review

The principal activity of Peabody Capital No 2 Plc (“the Company”) is to provide finance for the growth and development activities of Peabody Trust (“Peabody”) and its subsidiaries (together the “Group”). The Company historically provided finance for development undertaken by the Governors of the Peabody Trust (now renamed the George Peabody Donation Fund (“GPDF”)) and its subsidiaries prior to a Group restructure which was completed in November 2016.

On 12 December 2013, the Company issued a fixed rate secured bond, denominated in sterling, maturing on 12 December 2053 (“2053 Bond”) of £350,000,000 to the Debt Capital Markets paying a fixed coupon of 4.625% payable in bi-annual instalments.

All funds raised by the 2053 Bond have been on-lent under a facility agreement initially between the Company (as lender) and GPDF, subsequently replaced by Peabody (as “borrower”) referred to as the 2053 Bond Loan Agreement. Under the terms of the 2053 Bond Loan Agreement Peabody is required to reimburse the Company for all expenditure incurred in respect of the 2053 Bond.

On 14 September 2018, the Company issued a fixed rate secured bond, denominated in sterling, maturing on 14 September 2048 (“2048 Bond”) of £450,000,000 to the Debt Capital Markets paying a fixed coupon of 3.25% payable in bi-annual instalments.

Of the £450,000,000 raised, £350,000,000 of the 2048 Bond was issued to external investors. The remaining £100,000,000 was issued to the Company’s Bond Custodian (Bank of New York Mellon – London Branch) (“BONY”) for £nil consideration. This element of the 2048 Bond is fully issued and as such can be sold directly to investors on the secondary debt market without the need for additional book-building costs. The 2048 Bond is held by BONY in a segregated client account although the Company retains all risks and responsibilities in relation to the £100,000,000 which is unissued, and has no obligation to pay BONY any funds raised on issuance of the secondary debt market.

All funds raised to date under the 2048 Bond have been on-lent under a facility agreement between the Company (as lender) and Peabody (as borrower) referred to as the 2048 Bond Loan Agreement. Under the terms of the 2048 Bond Loan Agreement Peabody is required to reimburse the Company for all expenditure incurred in respect of the 2048 Bond.

The Bond Loan Agreements contain a provision for the Company to recover from Peabody the difference between the interest payable to Bonds investors and the interest receivable from amounts under the Bond Loan Agreements and investment income accrued during the year from permitted investments and bank deposits. This represents an embedded derivative which is not closely related to the host loan agreement; though, the value of the embedded derivative is not material.

Peabody Capital No 2 Plc was rated as A3 (stable outlook) by Moody’s throughout the year, and A (stable outlook) from S&P Global Ratings from 8 July 2019.

The Company has not carried on any business or activities other than those that are incidental to the financing of Peabody since incorporation.

## **STRATEGIC REPORT (CONTINUED)**

The Company is a subsidiary of Peabody which exercises control over the affairs of the Company through the right to appoint and dismiss Board members.

### **Summary of key performance indicators**

The Board of Directors (the “Board”) monitors the progress of the overall strategy and the individual strategic elements by reference to the non-financial indicators described below.

The Board monitors that the Company’s fulfilment of its obligations under the Bond Trust Deeds which in turn ensures it is compliant with the Listing Rules, its commitments to Bond investors and its obligations under the Bond Loan Agreements.

### **Principal risks and uncertainties**

The principal risk facing the Company is the inability of the Group to service the debt and repay the lender as the debt falls due.

Various security and contractual arrangements, as described in Notes 11 and 12 to these financial statements, are in place to mitigate this risk.

Management of this risk is controlled by:

- monitoring the operating surplus of Peabody and how they have performed against the business plan including stress testing and mitigation strategies and security headroom for future financing;
- regular review of factors that may impact operating surplus(es) and taking corrective action to ensure there is no impact on covenants; and
- monitoring performance against the covenants.

The Directors' Report provides further information on Long Term Viability at page 11, including the impact of the Covid-19 pandemic.

Further analysis of the key strategic risks faced by Peabody and its subsidiaries (“Peabody”) and associated risk mitigation are provided in the Peabody financial statements which can be found at [www.peabody.org.uk](http://www.peabody.org.uk).

### **Financial risk management objectives**

The Board’s approach to financial risk management objectives and exposures has been set out in Notes 11 and 12 of these financial statements.

### **Sustainability Statement**

Peabody is committed to the best environmental, social and governance (ESG) practice, and have played an important role in developing a new robust ESG criteria for the sector, working with other leading housing associations, service providers, investors and other organisations to help publish the “ESG and Social Housing” White Paper. The Company will continue to play a role in the development of appropriate reporting criteria to best demonstrate Peabody’s positive impact on its communities.

Further information about Peabody’s sustainability practices can be found in the Group Annual Report and Financial Statements, available online at the Peabody Group’s website ([www.peabody.org.uk](http://www.peabody.org.uk)).

## STRATEGIC REPORT (CONTINUED)

### Section 172 Statement

The Directors are aware of and acknowledge their responsibilities to promote the success of the Company in accordance with s172 of the Companies Act 2006. When fulfilling responsibilities in accordance with s172 the Directors have regard to what is in the best interests of the Company and what is in the best interests of the Group, including the matters set out in section 172(1)(a) to (f).

The Directors have engaged with investors and regulatory bodies as the key stakeholders of the Company when acting in a way they consider to be most likely to promote the success of the Company for the benefit of its sole member, Peabody. The Directors manage the principal risks facing the Company by engaging with and fostering a successful business relationship with these key stakeholders. This engagement has affected decision making by:

**Investors** - The Company reports regularly on its credit rating and on the performance of Peabody's financial performance on which it is wholly reliant, issuing RNS statements, holding an annual investor roadshow and updating the investor section on the Peabody website. Peabody are also co-leading a project to develop a sector wide standard for Environmental, Social and Governance ("ESG") reporting to demonstrate the value of the sector to long term investors.

**Engagement outcomes** on Peabody's strategic, financial and non-financial plans are a key driver for decision making. The Group Investment Strategy and Treasury Management policy are shaped and applied, further to investor and lender engagement. Financial reporting, management and controls are operated in accordance with standard practice and stakeholder expectations.. The regular review of the Group's governance structure by the Peabody Board ensures a robust governance framework.

**Regulatory bodies** - In addition to Peabody's regular meetings with regulatory bodies, Peabody provides returns, surveys and notifications that reflect its plans and performance, covering areas such as projected development activity and financial health. Legal and regulatory compliance is viewed by the Directors as a key enabler of trust with the Company's stakeholders and informs the decision making process.

The Directors consider the likely consequence of any decision in the long term in accordance with the Strategic objectives of the Group and the Directors adopt the Group's approach to ESG matters.

By adopting the values and culture of the Group in the decision making process the Directors are confident that the Company demonstrates positive engagement with stakeholders, a reputation for high standards of business conduct and its commitment to long term, sustainable success and accordingly Directors' compliance with s172.

Further information about how the Company as a wholly owned subsidiary of the Group engages with partners and stakeholders can found in the Group Annual Report and Financial Statements, available online at the Peabody Group's website ([www.peabody.org.uk](http://www.peabody.org.uk)).

This report was approved by the Board on 29 July 2020 and signed on its behalf by



Lord Robert Kerslake  
Chair  
Date: 29 July 2020

## **CORPORATE GOVERNANCE STATEMENT**

Peabody Capital No 2 Plc (“the Company”) has a listed security in issue and complies with the applicable sections of the Disclosure and Transparency Rules, DTR 7.1 and DTR 7.2, of the Financial Conduct Authority (“FCA”) handbook.

The Company does not have a Premium Listing and is not required to comply with the UK Corporate Governance Code (“the Code”). The Company’s corporate governance arrangements are reported by reference to relevant good practice including the National Housing Federation’s (“NHF”) Code of Governance - Promoting board excellence for housing associations (2015 edition) (the “NHF Code”), which has been adopted and complied with by the Peabody Group (the “Group”). In fulfilling its obligations under the NHF Code, the Company follows good practice drawn from supporting guidance. A number of the provisions of the NHF Code mirror the equivalent provisions of the UK Corporate Governance Code. The NHF Code is available on the NHF website: [www.housing.org.uk](http://www.housing.org.uk).

Companies within the Peabody Group do not have external shareholders. All companies in the Group (including the Company) comply with equivalent provisions in the NHF Code which relate to communications with stakeholders. The remuneration arrangements for housing associations differ from those of listed public companies (for example, the absence of share based incentives). However, the Group complies with the provisions of the NHF Code provisions on board and executive pay.

### **The Board and its Directors**

The Company is led by the Board. The appointment of the Directors is made pursuant to the Company’s Articles of Association adopted on 11 November 2016.

Each Director is of equal standing. Owing to the size and nature of the Company, there is no appointed Chief Executive. There is also no distinction drawn between executive and non-executive Directors.

As the Board members all have considerable experience within the social housing sector, and are either board members or executive officers of Peabody, the Company does not arrange any separate formal induction or training for Company directors. This arrangement is reviewed on an on-going basis to consider its appropriateness when new directors are appointed.

The Directors have the benefit of the Group’s directors’ and officers’ indemnity insurance policy.

The Board acknowledges that it is collectively responsible for the success of the Company by providing leadership, setting the Company’s strategic aims, ensuring that the necessary financial and human resources are in place and reviewing management performance.

In order to discharge these responsibilities, the Board met as required during the year. At these meetings consideration is given to the activities of the Company. The Board meetings are also attended, as appropriate, by key members of Peabody’s management team. There were three meetings during the year, and each director attended every meeting,

## **CORPORATE GOVERNANCE STATEMENT (CONTINUED)**

All directors receive appropriate and timely information and briefing papers in advance of the Board meetings. Day-to-day management of the business of the Company is delegated to the Finance Services team in Peabody with appropriate oversight by the Board.

Peabody has a Nominations and Remuneration Committee that provides oversight on the appointment and remuneration of directors and senior executives for the Group including the Company. The Company does not have a separate and dedicated Nominations and Remuneration Committee as the size and nature of the Company does not warrant it.

The board of Peabody Trust (“the Peabody Board”) undertakes a formal annual evaluation of its performance and directors are requested to comment on the operation and effectiveness of any committees and subsidiary boards (including the Company) of which they are members. The directors ensure that the Board is structured in such a way that each member of the Board is able to bring different experiences and skills to the operation of the Company and encourages and supports each director to regularly update and refresh his/her skills and knowledge. This is reviewed by the Group Nominations and Remuneration Committee.

### **Internal control and risk management systems**

The Board is responsible for the Company’s system of risk management and internal control framework and for reviewing their effectiveness. The system of risk management and internal control is designed to monitor, manage and mitigate rather than eliminate key risks including the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group’s arrangements in respect of the system of risk management and internal control cover the Company. The Group Audit and Risk Committee (the “Committee”) provides oversight of the Group’s system of risk management and the internal control framework on behalf of the Peabody Board and Peabody’s subsidiary boards including the Company and regularly reviews their effectiveness. The system of risk management and internal control exists to give reasonable assurance about the reliability of financial and operational information and the safeguarding of the Group’s assets. The membership of the Committee is set out in the accounts of Peabody and on Peabody’s website, [www.peabody.org.uk](http://www.peabody.org.uk).

The Committee carries out the following functions required by DTR7.1.3R on behalf of the Board by:

- monitoring the effectiveness of the Group’s and the Company’s internal controls, (including financial, operational and compliance controls), internal audit and risk management;
- considering the financial and operational reports from management and reports from internal audit, to assess whether significant risks are identified, evaluated, managed and controlled and whether any significant weaknesses are promptly remedied or indicate a need for more extensive monitoring;
- monitoring the financial reporting process and the statutory audit of the Group’s and the Company’s annual accounts; and
- reviewing and monitoring the independence of the statutory auditor, considering the relationship with Peabody and its subsidiaries as part of its assessment.



## **CORPORATE GOVERNANCE STATEMENT (CONTINUED)**

### **The Risk Review process**

During the year, the Peabody Board and the Committee focused on ensuring that a robust risk management framework was in place across the Group. The Group Risk Register has received quarterly review and scrutiny by the Committee and bi-annual review and scrutiny by the Peabody Board. As well as reviewing and agreeing improvements to the Group Risk Register during the year, the Peabody Board also approved the updated Risk Appetite Statements and positions.

There is a programme to keep all risks and the mitigating controls under regular review via cyclical reports to the Committee and reports at least twice yearly to the Peabody Board. The Group has 10 key risks outlined in its risk register which was approved by the Peabody Board on 14 May 2020. These risks are set out in the Risk and Uncertainties section of the Strategic Report in the Group's Annual Report and Accounts 2020 .

### **Internal Audit**

The Group's internal audit function is outsourced to PricewaterhouseCoopers ("PwC"), which has been the outsourced provider for Peabody since 1 April 2015.

The annual programme of internal audit work approved by the Committee seeks to address the key risks identified across the Group on a three-year cycle, and includes a continuous auditing programme of core processes (e.g. payroll, treasury).

PwC completed the annual programme of work and presented the Committee with its annual conclusion in respect of the system of internal control for the year ended 31 March 2020 at its 6 May 2020 meeting. PwC's annual conclusion highlighted low, medium and high risk findings during the year and management's intent to improve compliance with controls, and included the following statement:

Based on the work completed, we believe that the critical risk identified is isolated to the specific system reviewed. The other high rated findings, when taken in aggregate, are not considered pervasive to the system of internal control as a whole, however, these findings, where they have been found, are linked by a common issue founded in the quality and integrity of data reviewed during our audits.

### **Monitoring, control environment and control procedures**

Managers are aware of the requirement to promptly report any suspected breach or weakness of controls via line management or in accordance with the whistle-blowing policy, if necessary. The Group, including the Company, also operates a formal process of regular self-assessment of controls, designed to ensure potential risks and weaknesses in the control environment are escalated. The Chief Executive provides an annual assurance report, based in part on this self-assessment process, to the Committee and the Peabody Board.

The Peabody Code of Conduct sets out Peabody's expectation of employees with regard to business practices, honesty and integrity. It is supported by a framework of policies and procedures which cover issues such as delegated authority, treasury management, and health and safety and these are kept under review.

Key health and safety issues are reported to the Executive-led Health and Safety Committee, and reports on health and safety (including the outcome of specialist audits) are provided quarterly to the Audit and Risk Committee and annually to the Peabody Board.

## **CORPORATE GOVERNANCE STATEMENT (CONTINUED)**

The work of the Group's appointed external audit providers, KPMG LLP, delivers further independent assurance on the control environment. The external auditors advise the Committee in writing of any weaknesses in internal control identified through the course of their work, along with recommendations for improvement. No significant weaknesses have been noted.

### **Information and financial reporting systems**

The Group's long term financial plan, financial performance and Key Performance Indicators ("KPIs") linked to the Group's Strategy are monitored regularly by management and the Board to ensure that the business remains financially sound and that financial and non-financial targets are met. The Committee received regular reports during the year on the Group's information risks and data quality, and on progress with compliance with the General Data Protection Regulation.

### **Fraud, Anti-Money Laundering, Anti Bribery and Whistle-blowing**

Peabody has a Fraud Policy that covers the prevention, detection, investigation, and reporting of fraud, including remedial action if a fraud has occurred, to learn lessons and prevent a recurrence, and provides training to staff. The completion of biennial counter-fraud eLearning training is mandatory for all employees. The Committee receives regular updates in relation to fraud or attempted fraud, and the Board receives information at least annually. Peabody also has a Tenancy Fraud Strategy along with a dedicated tenancy fraud team, which provides reports to the Committee.

The Group has appointed staff to Anti-Money Laundering roles and issued a revised Anti-Money Laundering Policy, as required by recent legislation, and is rolling out training and revised procedures. Peabody values its reputation and is committed to maintaining the highest possible ethical standards in all its business activities. Peabody has a Whistleblowing Policy that encourages employees, volunteers and others to express any serious concerns regarding suspected misconduct or malpractice within the organisation.

The Peabody Code of Conduct makes it clear that the group has zero tolerance for any form of bribery, and anti-bribery training is provided to all staff.

### **Key strategic risks**

The key risks for the Company relate to its inability to meet its obligations under the 2048 Bond Trust Deed and the 2053 Bond Trust Deed and the inability of Peabody to meet its obligations to the Company under the Bond Loan Agreements. These risks are highlighted in the Strategic Report and details of how they are managed are set out in Notes 11 and 12.

The risks are kept under review by the Committee as part of its oversight of the Group's funding and financing risks.

### **Internal Controls Assurance Statement**

The Company Board acknowledges its ultimate responsibility for ensuring that the Company has in place a system of internal control that is appropriate to the business environment in which it operates. This is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide the Company with reasonable and not absolute assurance against material misstatement or loss.

The processes in place for identifying, evaluating, and managing the significant risks faced by the Company are on-going and have been in place throughout the period commencing 1 April 2019 up to the date of approval of the financial statements.

## **CORPORATE GOVERNANCE STATEMENT (CONTINUED)**

Key elements of the Group's system of risk management and internal control throughout the period included:

- Board approved terms of reference and delegated authorities for the Group's Committees;
- review of legal and regulatory compliance at least twice a year to the Board;
- clearly defined management responsibilities for the identification, evaluation and control of significant risks;
- robust strategic and business planning processes, with detailed financial budgets and forecasts;
- formal recruitment, retention, training and development policies for all staff;
- formal board evaluation and appraisal procedures;
- an annual review of compliance with the NHF Code of Governance;
- established authorisation and appraisal procedures for significant new initiatives and commitments;
- Committee approved internal audit plan and internal audit reporting at Committee meetings;
- approval by the appropriate committee or Board of key policies;
- regular reporting to the Committee and Board of risk information;
- health and safety key issues reporting to the Health and Safety Committee and to the Audit and Risk Committee;
- a detailed Group approach to treasury management;
- regular updates and reporting by external auditors;
- regular reporting to the appropriate committee on key business issues, objectives, targets and outcomes;
- regular monitoring of loan covenants and requirements for loan facilities;
- Bi-annual self-assessment by Executive management of the effectiveness of key controls, with exceptions raised and actions identified for any controls deemed not fully effective;
- Chief Executive's assurance to the Committee and the Board;
- policies and arrangements to reduce the risk of fraud, bribery and money laundering;
- reporting to the Committee of instances of fraud, whistleblowing, bribery and money laundering;
- regular updates of key legislation changes to senior managers;
- periodic review and assessment of compliance with the RSH regulatory standards; and
- clearly defined responsibilities for compliance with the RSH regulatory standards.

The Peabody Board has delegated to the Committee the regular review of the effectiveness of the Group's system of internal control, whilst maintaining ultimate responsibility for the system of internal control.

The Committee reviewed the effectiveness of the system of internal control in existence across the Group (including the Company) for the period commencing 1 April 2019 up to the date of approval of the financial statements and the annual report of the internal auditor. No significant weaknesses in the system of internal control have been identified.

## THE DIRECTORS' REPORT

The Directors present their annual report and the financial statements for Peabody Capital No 2 Plc (the "Company") for the year ended 31 March 2020.

The results for the year are set out in detail on pages 21 to 33.

### Future developments

The Directors do not anticipate any change in the Company's principal activity.

### Statement of going concern

The Company's business activities, its principal risks and uncertainties and factors likely to affect its future position are set out within the Strategic Report.

Notwithstanding the impact of the Covid-19 pandemic on the Group, the support available to the Company from the Peabody Group (the "Group") gives reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. In addition, the Company and Peabody have a Moody's credit rating of A3 (stable outlook) as at 31 March 2020, and A (stable outlook) from S&P Global Ratings from 8 July 2019.

Accordingly, the Directors consider it appropriate to adopt the going concern basis in preparing the financial statements and have identified no material uncertainties to the Company's ability to do so over a period of at least 12 months from the date of approval of the financial statements.

### Long-term viability

The Covid-19 pandemic will continue to have an impact on the operations of the Group and the Group will continue to adapt to the situation as it develops. The Covid-19 pandemic began to impact the Group's operations in March 2020, with the Health Protection (Coronavirus, restrictions) (England) Regulations 2020 coming into force on 26 March 2020. The restrictions resulted in a number of impacts on the Group and its customers:

- Operational issues such as the need to implement steps to protect residents and staff from the risk of infection, necessary disruption to the delivery of repairs and planned maintenance.
- Developments on site were largely paused for a period, although all are now underway again.
- Sales of new homes were impacted; although Peabody continued with virtual viewings and reservations and have continued to see sales progress from reservation to completion.
- Collection of residential and commercial rents have been affected, but arrears remain at manageable levels.
- The Peabody Board and Committees are meeting more frequently, remotely.

In response to the uncertainty, the Group increased the level of cash held to ensure immediately available liquidity and have maintained communications with funders throughout the Pandemic. Prudent steps were taken to reduce costs, where this could be achieved without impacting on service delivery. The impact on the Group's finances has been carefully monitored and considered, and is referred to in note 1.3 - going concern. Whilst the effect of the pandemic will have an adverse impact on 2020/21 financial performance, the Peabody Board is confident it can meet its responsibilities to residents whilst also meeting financial covenants.

Notwithstanding the impact of the Covid-19 pandemic and taking account of the Company's current position and principal risks as set out in the Strategic Report, the Directors consider that the Company will be able to continue in operation and meet its liabilities as they fall due over the longer-term, up to five years.

## THE DIRECTORS' REPORT (CONTINUED)

This assessment of the Company only takes account of:

- the long-term nature of the Company's activity. The Company was established only to hold fixed rate secured debt and on-lend within the Group, with repayment due in 24 years;
- the business plan for the Group which demonstrates the ability of Peabody to service the debt.

### Group structure

On 9 May 2019, Town and Country Housing Group ("TCHG") joined the Group as a distinct wholly owned subsidiary. TCHG was renamed Town and Country Housing ("TCH") and is to remain as a separate landlord. Peabody and TCH will remain focused on local priorities for their residents. The two organisations share a great deal in common with shared values and a strong social purpose.

### Directors and their interests

The directors who have been appointed to serve the Company and held office throughout the year and up to the date of this report are stated on page 2.

None of the directors received any remuneration in their capacity as directors of the Company. Eamonn Hughes and Brendan Sarsfield are both senior executives of Peabody. Susan Hickey was a senior executive of Peabody until her resignation on 31 January 2020. Their remuneration is in respect of their roles as Peabody Executives and is included in information provided in Peabody's financial statements.

In accordance with the Company's Articles of Association, none of its directors are required to retire. None of the directors held any beneficial interest in the shares of the Company or its parent undertaking.

The directors are covered by the Peabody Group's directors' and officers' indemnity insurance policy.

### Directors' responsibilities

As explained more fully in their statement set out on page 14 – Statement of Directors Responsibilities – the directors are responsible for: the preparation of the financial statements including 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

Their objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or other irregularities, or error, and to issue their 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, other irregularities 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.

### Dividends

No dividends have been proposed during the year (2019: £nil).

## THE DIRECTORS' REPORT (CONTINUED)

### Auditor

Pursuant to section 487 of the Companies Act 2006 KPMG LLP were appointed as auditor of the Company for the financial year 2019/20.

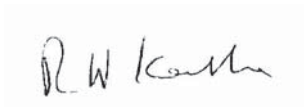
In accordance with Section 489 of the Companies Act 2006, a resolution for the re-appointment of KPMG LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

### Disclosure of information to auditor

The directors who held office at the date of approval of this Directors' Report confirm that, in so far as each of the directors is aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

By Order of the Board



Lord Robert Kerslake  
Chair

Date: 29 July 2020

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS**

The directors are responsible for preparing the Annual 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 its profit or loss for that period. In preparing the 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 its 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.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, and Corporate Governance Statement that complies with that law and those regulations.

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 OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS (CONTINUED)**

**Responsibility statement of the directors in respect of the annual financial report**

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company; and
- the strategic report and the directors' report includes a fair review of the development and performance of the business and the position of the issuer, together with a description of the principal risks and uncertainties that they face.

This report was approved by the Board on 29 July 2020 and was signed on its behalf by:



Lord Robert Kerslake  
Chair

Date: 29 July 2020



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PEABODY CAPITAL NO 2 PLC

### 1 Our opinion is unmodified

We have audited the financial statements of Peabody Capital No 2 Plc ("the Company") for the year ended 31 March 2020 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Movements in Equity, and the 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 2020 and of its result 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 believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were appointed as auditor by the directors on 30 April 2015. The period of total uninterrupted engagement is for the 6 financial years ended 31 March 2020. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

### 2 Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters (unchanged from 2019), in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

#### **Recoverability of Long Term Debtors**

Long Term Debtors (amounts falling due in more than one year) £700m (2019: £699m).  
Refer to page 24 (accounting policy) and pages 30 to 32 (financial disclosures).

#### The risk – low risk high value

The Company's primary activity is to issue bonds, source investor financing and on-lend to the Parent, Peabody Trust. It therefore has long term liabilities which relate to the bonds issued and long term intercompany debtors which relate to the loans provided to the Parent.

The carrying amount of the long term intercompany debtor balance represents 99% of the Company's total assets. Their recoverability is not at a high risk of significant misstatement or subject to significant

judgement. However, due to their materiality in the context of the Company financial statements, this is considered to be the area that had the greatest effect on our overall Company audit.

Whilst there are small amounts of financial income and financial expense during the loan period, the risk mainly stems from the expectation of the ability of the Parent to repay the loan in 33 years for the 2013 bond issue and 28 years for the 2018 bond issue.

#### Our response

Our procedures included:

- i. **Tests of detail:** Assessing 100% of intercompany long term debtors owed by the Parent (2019: 100%) to identify, with reference to the Parent's financial draft balance sheet, whether they have a positive net asset value and therefore coverage of the debt owed as well as assessing whether the Parent has historically been profit-making.
- ii. **Assessment of Parent:** Assessing the work performed by the Group audit team, and considering the results of that work, on those net assets. We critically assessed the directors' going concern assessment, including the reasonableness of the key assumptions used by the Parent in their cash flow forecasts and the level of downside sensitivities applied using our knowledge of Covid-19 scenarios.

#### Our results

We found the Company's assessment of the recoverability of the long term debtor balance to be acceptable (2019 result: acceptable).

### **3 Our application of materiality and an overview of the scope of our audit**

Materiality for the financial statements as a whole was set at £3,530,000 (2019: £3,540,000), determined with reference to a benchmark of gross assets, of which it represents 0.5% (2019: 0.5%).

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £175,000, in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above and was all performed at the Company's head office in London.

### **4 We have nothing to report on 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").

Our responsibility is to conclude on the appropriateness of the Directors' conclusions and, had there been a material uncertainty related to going concern, to make reference to that in this audit report. 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 absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

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. We evaluated those risks and concluded that they were not significant enough to require us to perform additional audit procedures.

Based on this work, we are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements.

We have nothing to report in these respects, and we did not identify going concern as a key audit matter.

## **5 We have nothing to report on the other information in the Annual Report**

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information 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 other information.

### ***Strategic report and directors' report***

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports 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.

## **6 We have nothing to report on the other 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 by the Company, 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.

## **7 Respective responsibilities**

### ***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 including 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 other irregularities (see below), 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, other irregularities 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](http://www.frc.org.uk/auditorsresponsibilities).

### ***Irregularities – ability to detect***

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. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

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.

Whilst the company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

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 (irregularities) 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 irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

## **8 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.



**Victoria Sewell (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

15 Canada Square

London

E14 5GL

29 July 2020

**STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31 March 2020**

	Notes	2020 £'000	2019 £'000
Administrative expenses	2	-	-
Interest receivable and similar income	3	27,688	22,318
<b>Operating income before financing costs</b>		<b>27,688</b>	<b>22,318</b>
Interest payable and similar charges	4	(27,688)	(22,318)
<b>Profit before taxation</b>		<b>-</b>	<b>-</b>
Taxation (on profit)	5	-	-
<b>Total Comprehensive Income</b>		<b>-</b>	<b>-</b>

The above relates wholly to continuing operations.

The accompanying notes form part of these financial statements.

**STATEMENT OF FINANCIAL POSITION**

**As at 31 March 2019**

	Notes	2020 £'000	2019 £'000
Fixed asset investment	6	699,546	699,464
Debtors - amounts falling due after more than one year	7	500	500
<b>Total non-current assets</b>		<b>700,046</b>	<b>699,964</b>
<b>Current assets</b>			
Debtors – amounts falling due within one year	8	5,348	5,306
Cash at bank and in hand		50	49
Creditors – amounts falling due within one year	9	(5,857)	(5,814)
<b>Net current liabilities</b>		<b>(459)</b>	<b>(459)</b>
<b>Total assets less current liabilities</b>		<b>699,587</b>	<b>699,505</b>
Creditors – amounts falling due after more than one year	10	(699,537)	(699,455)
<b>Net assets</b>		<b>50</b>	<b>50</b>
<b>Capital and reserves</b>			
Called-up share capital	13	50	50
<b>Equity shareholder's funds</b>		<b>50</b>	<b>50</b>

The accompanying notes form part of these financial statements.

These financial statements were approved and authorised by the directors at a meeting of the Board for issue on 29 July 2020 and were signed on its behalf by:



Lord Robert Kerslake  
Chair  
Date: 29 July 2020

**STATEMENT OF CHANGES IN EQUITY**

	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
<b>Balance at 1 April 2019</b>	<b>50</b>	-	<b>50</b>
Total comprehensive income	-	-	-
Total other comprehensive income / (loss)	-	-	-
Total contributions by and distributions to owners	-	-	-
<b>Balance as at 31 March 2020</b>	<b>50</b>	-	<b>50</b>

	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
<b>Balance at 1 April 2018</b>	<b>50</b>	-	<b>50</b>
Total comprehensive income	-	-	-
Total other comprehensive income / (loss)	-	-	-
Total contributions by and distributions to owners	-	-	-
<b>Balance as at 31 March 2019</b>	<b>50</b>	-	<b>50</b>

The accompanying notes form part of these financial statements.



## NOTES TO THE FINANCIAL STATEMENTS

The accompanying accounting policies and notes form part of these financial statements.

### 1. ACCOUNTING POLICIES

#### 1.1 Accounting Policies

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102").

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to Peabody Capital No 2 Plc.

#### 1.2 Basis of preparation

The principal accounting policies adopted in the preparation of these financial statements are set out in the relevant notes to these financial statements. Accounting policies not specifically attributed to a note are set out below.

The financial statements are prepared on an accruals basis and under the historic cost convention.

#### 1.3 Going concern

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

The Directors have prepared cash flow forecasts covering a period of 12 months from the date of approval of these financial statements (the going concern assessment period) which indicate that, taking account of severe but plausible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period. In order to settle its own financial obligations and meet the compliance requirements of its external borrowings the Company is dependent on the parent entity, Peabody Trust, generating sufficient cashflows to settle the payments of principal and interest on the onward loan of the funding which the Company raised. Those forecasts are dependent on Peabody Trust having adequate resources to continue in business over the going concern assessment period.

In making this assessment the directors have considered the potential impact of the emergence and spread of Covid-19 on the Group's business plan. As well as considering the impact of a number of scenarios on the business plan the Group also adopted a stress-testing framework to use four main types of sensitivity testing 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 directors, after reviewing the group and company budgets for 2020/21 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 company will have sufficient funds to meet its liabilities as they fall due over the going concern assessment period. In order to reach this conclusion, the directors have considered the following factors:

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 1. ACCOUNTING POLICIES (CONTINUED)

- The property market – budget and business plan scenarios have taken account of delays in handovers, lower numbers of property sales, reductions in 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 – the group has maintained strong liquidity, with cash balances and unutilised loan facilities similar to the 31 March level, which gives significant headroom for any cash flows that arise;
- The group's ability to withstand other adverse scenarios such as higher interest rates and increases in the number of void properties.

The directors believe the group 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 company 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.

#### 1.4 Cash flow statement

The Company is exempt from the requirements of FRS 102 to prepare a cash flow statement as its results are included in the consolidated financial statements of Peabody.

#### 1.5 Segmental Reporting

In accordance with the requirements of International Financial Reporting Standard 8, the company is required to consider reporting on the basis of operating segments. The Chief Operating Decision Maker (the board) manages the business on the basis of a single segment. This is appropriate, as the range of the company's activities is limited, so that only a single segment is meaningful.

### 2. ADMINISTRATIVE EXPENSES

None of the directors received any remuneration as directors from the Company during the period (2019: £nil). The Company has no directly employed personnel (2019: nil). Remuneration paid to Peabody's executive officers is disclosed in the Peabody financial statements.

Audit fees of £6,083 (2019: £4,866) and other administrative expenses are borne by Peabody, the ultimate parent undertaking.

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

Interest receivable is recognised as interest accrues, using the effective interest method (that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME (CONTINUED)

	<b>2020</b>	2019
	<b>£'000</b>	£'000
Interest receivable from ultimate parent undertaking	<u><b>27,688</b></u>	<u>22,318</u>

Under the terms of the Bond Loan Agreements, Peabody is required to reimburse the Company for all expenditure incurred in the respect of the 2048 and 2053 Bonds.

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

Interest payable is charged to the Statement of Comprehensive Income together with any related amortisation charges.

	<b>2020</b>	2019
	<b>£'000</b>	£'000
Interest payable on the 2048 and 2053 Bonds	<u><b>27,688</b></u>	<u>22,318</u>

### 5. TAXATION

The Company is liable for corporation tax. The charge for taxation is based on the surplus for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Where possible, the Company will make donations under Gift Aid to mitigate corporation tax.

Deferred tax liabilities are recognised, without discounting, in respect of all timing differences which have arisen but not reversed by the reporting date. A deferred tax asset is only recognised on losses arising if management believe they will crystallise in the foreseeable future.

The results for the year do not give rise to a tax charge (2019: £nil).

### 6. FIXED ASSET INVESTMENT

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially recognised at fair value adjusted by transaction costs. Amounts classed by the Company as financial assets are loans and receivables and cash.

A financial asset not carried at fair value through the Statement of Comprehensive Income is assessed at each reporting date to determine whether there is evidence that it is impaired. A financial asset is impaired if a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 6. FIXED ASSET INVESTMENT (CONTINUED)

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment, an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the entity would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in the statement of comprehensive income. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the Statement of Comprehensive Income.

	2020 £'000	2019 £'000
Loans due from ultimate parent undertaking	<u>699,546</u>	<u>699,464</u>

On 12 December 2013, the Company issued a fixed rate secured bond, denominated in Sterling, maturing 12 December 2053 ("2053 Bond") of £350,000,000 to the Debt Capital Markets paying a fixed coupon bi-annually of 4.625%.

The issuance included £100,000,000 of debt that was issued for £nil consideration.

On 13 October 2014 the remaining £100,000,000 of the 2053 Bond was sold to external investors. All funds raised have been on-lent to Peabody under the Bond Loan Agreement.

On 14 September 2018, the Company issued a fixed rate secured bond, denominated in sterling, maturing on 14 September 2048 ("2048 Bond") of £450,000,000 to the Debt Capital Markets paying a fixed coupon of 3.25% payable in bi-annual instalments.

Of the £450,000,000 raised, £350,000,000 of 2048 Bond was issued to external investors. The remaining £100,000,000 was issued to the Company's Bond Custodian (Bank of New York Mellon – London Branch) ("BONY") for £nil consideration. This element of the 2048 Bond is fully issued and as such can be sold directly to investors on the secondary debt market without the need for additional book-building costs. The 2048 Bond is held by BONY in a segregated client account although the Company retains all risks and responsibilities in relation to the £100,000,000 which is unissued, and has no obligation to pay BONY any funds raised on issuance of the secondary debt market.

Under the terms of the Bond Loan Agreement all transaction costs in relation to the 2053 Bond and 2048 Bond are borne by the Peabody.

Loans to Peabody are considered to be fixed asset investments as they are intended for use on a continuing basis in the Company's activities. The directors consider such loans to be held for the long term over the life of the related debt.

The amounts stated above are all due in more than one year.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 7. DEBTORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

Loans receivable, including concessionary loans, are measured initially at fair value net of transaction costs, and are measured subsequently at amortised cost using the effective interest method less any impairment. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

	<b>2020</b>	2019
	<b>£'000</b>	£'000
Amounts on deposit held as security	<u>500</u>	<u>500</u>

### 8. DEBTORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	<b>2020</b>	2019
	<b>£'000</b>	£'000
Interest receivable from ultimate parent undertaking	<u>5,348</u>	<u>5,306</u>

Amounts owed to the 2043 Bond investors include accrued interest.

### 9. CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs.

	<b>Note</b>	<b>2020</b>	2019
		<b>£'000</b>	£'000
Amounts due to 2053 Bond investors	<b>11</b>	<b>4,813</b>	4,771
Amounts due to 2048 Bond investors	<b>11</b>	<b>535</b>	534
Amounts owed to ultimate parent undertaking through intercompany account		<b>509</b>	509
		<u><b>5,857</b></u>	<u>5,814</u>

Amounts due to 2053 Bond and 2048 Bond investors includes accrued interest.

### 10. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<b>Note</b>	<b>2020</b>	2019
		<b>£'000</b>	£'000
Amounts due to 2053 Bond investors	<b>11</b>	<b>359,330</b>	359,471
Amounts due to 2048 Bond investors	<b>11</b>	<u><b>340,207</b></u>	<u>339,984</u>
		<u><b>699,537</b></u>	<u>699,455</u>

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **10. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

Under the terms of the Bond Loan Agreements, Peabody is committed to repay the 2053 Bond and 2048 Bond in full at maturity to enable the Company to reimburse 2053 and 2048 Bond investors.

Amounts due to 2053 Bond and 2048 Bond investors includes accrued interest. All amounts are due for repayment in greater than 5 years.

### **11. FINANCIAL INSTRUMENTS**

#### **Borrowing**

Interest-bearing borrowings, investments and short term deposits are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

Bank loans are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Where loans and other financial instruments are redeemed during the year, any redemption penalty is recognised in the Statement of Comprehensive Income in the year in which redemption takes place.

The initial costs relating to raising finance are amortised over the period of the loan.

Where loans are linked to inflation, this is classified as a non-basic financial instrument and accounted for at fair value.

#### **Non-utilisation fee**

Lending arrangements (the “Bond Loan Agreement”) exist between Peabody (as borrower) and the Company (as lender) in relation to the 2048 and 2053 bond issues to facilitate the lending of proceeds from the bonds into the Group. These arrangements contain a provision (“Non-utilisation fee”) for the lenders to recover from the borrower the difference between the interest payable to the 2053 Bond and 2048 Bond investors and the income realised by the lenders. This income comprises the interest receivable from amounts on-lent to Peabody and investment income earned from permitted investments and bank deposits.

The Company’s financial instruments comprise borrowings, loans receivable and cash and cash equivalents. The sole purpose of these financial instruments is to raise finance for the growth and development activities of Peabody.

The Company does not actively engage in the trading of financial assets for speculative purposes. The Company has not entered into any derivative contracts.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 11. FINANCIAL INSTRUMENTS (CONTINUED)

The Company's financial instruments are summarised as follows:

	<b>2020</b>	2019
	<b>£'000</b>	£'000
<b>Financial assets:</b>		
<b>Classed as loans and receivables (amortised cost)</b>		
Loans to ultimate parent undertaking	<b>699,546</b>	699,464
Debtors – due after more than one year	<b>500</b>	500
Debtors – due within one year	<b>5,348</b>	5,306
Cash and cash equivalents	<b>50</b>	49
	<b><u>705,444</u></b>	<u>705,319</u>
	<b>2020</b>	2019
	<b>£'000</b>	£'000
<b>Financial liabilities:</b>		
<b>Classed as other financial liabilities (amortised cost)</b>		
Amounts owed to ultimate parent undertaking	<b>509</b>	509
Amounts due to 2053 Bond investors - due within one year	<b>4,813</b>	4,771
Amounts due to 2048 Bond investors - due within one year	<b>535</b>	534
Amounts due to 2053 Bond investors - due after more than one year	<b>359,330</b>	359,471
Amounts due to 2048 Bond investors - due after more than one year	<b>340,207</b>	339,984
	<b><u>705,394</u></b>	<u>705,269</u>

The most significant risks to which the Company is exposed are credit risk and liquidity risk. The Board's policy for managing the risks is summarised below:

#### Credit risk

The Company is dependent on the receipt of funds from Peabody in order to meet its contractual obligations to the 2053 Bond and 2048 Bond investors in relation to the 2053 Bond and 2048 Bond. The credit risk is that Peabody, as the main counterparty, fails to reimburse the Company. The directors consider the credit risk to be very low as Peabody is a business with a strong asset base that consistently generates a surplus and is supported by a regulator that has strong oversight and monitors the financial viability of the business. The Company and Peabody also have a Moody's credit rating of A3 (stable outlook) at 31 March 2020, and A (stable outlook) from S&P Global Ratings from 8 July 2019.

The credit risk for bank deposits and money market funds is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The maximum credit risk currently faced by the Company is £699,546,000 being the total amount of funds raised from external investors by the 2053 Bond and 2048 Bond issuance and on lent to Peabody. No impairment loss has been recorded in relation to the fixed asset investment.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 11. FINANCIAL INSTRUMENTS (CONTINUED)

#### Liquidity risk

Liquidity risk is the risk that the Group might be unable to meet its obligations. Expected cash flows from financial assets, in particular its cash resources and trade receivables, are used by the directors in assessing and managing liquidity risk. The risk is managed via the Bond Loan Agreement into which the Company has entered with Peabody.

The repayment profile of the Company's gross undiscounted liabilities including interest is as follows:

	On demand £'000	Less than 12 months £'000	1 to 5 years £'000	More than 5 years £'000	Total £'000
<b>2020</b>					
Amounts due to 2053 Bond investors	-	16,188	64,750	819,437	900,375
Amounts due to 2048 Bond investors	-	11,375	45,500	617,313	674,188
	On demand £'000	Less than 12 months £'000	1 to 5 years £'000	More than 5 years £'000	Total £'000
<b>2019</b>					
Amounts due to 2053 Bond investors	-	16,188	64,750	835,625	916,563
Amounts due to 2048 Bond investors	-	11,375	45,500	628,688	685,563

Amounts due to 2053 Bond investors reflects the gross payments due on the £350,000,000 2053 Bond that was issued to external investors.

Amounts due to 2048 Bond investors reflects the gross payments due on the £350,000,000 2048 Bond that has been issued to external investors to date.

#### Interest rate risk

The Company has no exposure to interest rate risk as all amounts owed to the external 2053 and 2048 Bond Loan Agreements investors are at a fixed rate of interest, as are the interest receivable amounts due from Peabody lent under the Bond Loan Agreement.

There are no other interest bearing assets or liabilities.

The interest rate profile of the Company's financial liabilities is as follows:

	<b>2020</b>	2019
	<b>£'000</b>	£'000
Fixed rate borrowings	<u><b>699,537</b></u>	<u>699,455</u>

The 2053 Bond pays a fixed rate of interest at 4.625%.

The 2048 Bond pays a fixed rate of interest at 3.250%.



## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 11. FINANCIAL INSTRUMENTS (CONTINUED)

The Fixed rate borrowings amount recorded for 2019 has been restated to include long term debt only.

The entire £350,000,000 2053 Bond has been issued and therefore the Company has £nil (2019: £nil) available.

Of the £450,000,000 2048 Bond, £350,000,000 was issued to external investors. £100,000,000 has remained unissued.

#### Fair values

Set out below is a comparison of book values and fair values of the Company's financial instruments:

	At Fair Value 2020 £'000	Book Value 2020 £'000	At Fair Value 2019 £'000	Book Value 2019 £'000
<b>Financial asset</b>				
Loans to Peabody	895,447	699,546	750,006	699,464
Loans and receivables	5,339	5,339	5,298	5,298
Cash and cash equivalents	50	50	49	49
Discount on bond issue	9,792	9,792	10,016	10,016
	<b>910,628</b>	<b>714,727</b>	<b>765,369</b>	<b>714,827</b>
	At Fair Value 2020 £'000	Book Value 2020 £'000	At Fair Value 2019 £'000	Book Value 2019 £'000
<b>Financial liabilities</b>				
Other creditors	5,348	5,348	5,306	5,306
Fixed rate secured bonds	892,825	700,000	748,023	700,000
Accrued interest on bonds	9,330	9,330	9,471	9,471
	<b>907,503</b>	<b>714,678</b>	<b>762,800</b>	<b>714,777</b>

The fair value of the loans to Peabody is based on the market value of similar debt instruments at 31 March 2020. The terms of the loan to Peabody are fixed and it is intended that the loan will be in place until maturity. Therefore, no adjustment has been made to align the book value to fair value.

The fair value of the fixed rate secured 2053 Bond and 2048 Bond are based on market value at 31 March 2020. The terms of the 2053 Bond and 2048 Bond are fixed and it is intended that the 2053 Bond and 2048 Bond will be in place until maturity. Therefore, no adjustment has been made to align the book value to fair value.

The 2048 Bond after issue costs was issued at a discount. This discount is being amortised over the 30 year life of the bond.

#### Foreign currency risk

The Company has no foreign currency transactions. All of the Company's borrowings and coupon payments are denominated in Sterling.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 12. CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns for the 2048 and 2053 Bond investors and benefits for other stakeholders. The risk of interruption of cash inflows to the Company (which are required to service and repay the debt) is low as these are ultimately receivable from Peabody and its subsidiaries which continue to generate a positive cash flow.

In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to reduce debt.

The Company monitors capital on the basis of the carrying amount of equity, fixed asset investment plus its cash and cash equivalents as presented on the face of the statement of financial position. Capital for the reporting period under review is summarised as follows:

	<b>2020</b> <b>£'000</b>	2019 £'000
Fixed asset investment	699,546	699,464
Cash and cash equivalents	50	49
Equity	50	50
Total capital	<u>699,646</u>	<u>699,563</u>
Gearing ratio	<u>100%</u>	<u>100%</u>

The gearing ratio is calculated by dividing total debt by total capital in the Company.

The Company has honoured all its covenant obligations since the 2053 Bond issuance to the Debt Capital Markets on 12 December 2013 and the 2048 Bond issuance to the Debt Capital Markets on 14 September 2018. The Company's covenants are outlined in the Bond Loan Agreement and relate to the permitted business activities of the Company and Peabody and asset cover. Failure to comply with any covenant would lead to a default and security for the loan becoming immediately enforceable and the loan becoming immediately due and repayable.

The Company has complied with all externally imposed capital requirements during the period.

### 13. CALLED-UP SHARE CAPITAL

	<b>2020</b> <b>£'000</b>	2019 £'000
<b>Authorised, allocated and issued</b>		
50,000 ordinary shares of £1 each	<u>50</u>	<u>50</u>
	<b>2020</b> <b>£'000</b>	2019 £'000
<b>Fully paid</b>		
50,000 ordinary shares of £1 each	<u>50</u>	<u>50</u>

All shares rank pari passu in all regards.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 14. RELATED PARTY TRANSACTIONS

Related party transactions include the Company's transactions with the parent entities, with fellow subsidiaries, associates, joint ventures and compensation paid to key management personnel. Key management personnel are senior management team, board members and their close family. Compensation includes all employee benefits in the exchange for services and consideration paid on behalf of the Company in respect of goods or services provided to the entity.

The Company has taken advantage of the exemption permitted by FRS 102 – 'Related Party Disclosures' and does not disclose transactions with other wholly owned entities within the Group that are eliminated on consolidation.

### 15. ULTIMATE PARENT UNDERTAKING

Peabody Capital No 2 Plc is a wholly owned subsidiary of Peabody Trust ("Peabody"), which is the ultimate parent and ultimate controlling entity. Peabody is the only entity in the Group that produces Consolidated Financial Statements. Peabody is a charitable Community Benefit Society formed under the Co-operative and Community Benefit Societies Act 2014. Consolidated financial statements of Peabody can be obtained from the Company Secretary at 45 Westminster Bridge Road, London, SE1 7JB.

### 16. SUBSEQUENT EVENTS

The Covid-19 pandemic began to impact the Peabody Group's operations, including those of Peabody Capital No 2 PLC in March 2020, with the Health Protection (Coronavirus, restrictions) (England) Regulations 2020 coming into force on 26 March. The restrictions have resulted in a number of impacts on the Group and its customers:

- Operational issues such as infection control within Care and Support, disruption to the delivery of repairs, and the need to support vulnerable residents
- Developments on site were paused for a period (although all are now underway again)
- Sales of new homes were impacted, although we continued with virtual viewings, and received reservations on this basis which have subsequently proceeded to exchange and completion
- Collection of residential and commercial rents have been affected, but remain within manageable limits
- The majority of office based staff are working remotely

The Group Board, and the Board of Peabody Capital No 2 PLC continue to adapt to the situation as it develops. Prudent steps were taken by the Group to reduce costs, where this could be achieved without impacting on service delivery. The impact on the finances of Peabody Capital No 2 PLC and the Group has been carefully monitored and considered. Whilst we expect there to be a financial impact, the Board of Peabody Capital No 2 PLC and the Group Board are confident we can meet our responsibilities to residents whilst also meeting financial covenants.