

EPF Acquisition Co 72 S.à r.l.

Société à responsabilité limitée

Abridged annual accounts
for the financial year ended
31 December 2020

(with the report of the Réviseur
d'Entreprises Agréé thereon)

2 Avenue Charles de Gaulle
L-1653 Luxembourg
R.C.S. Luxembourg B 212294
Subscribed capital: GBP 12,500.00

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To the Board of Managers of
EPF Acquisition Co 72 S.à r.l.
2, Avenue Charles de Gaulle
L-1653, Luxembourg

REPORT OF THE *REVISEUR D'ENTREPRISES AGREE*

Opinion

We have audited the abridged annual accounts of EPF Acquisition Co 72 S.à r.l. (the “Company”), which comprise the balance sheet as at 31 December 2020 and the profit and loss account for the year then ended and notes to the abridged annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying abridged annual accounts give a true and fair view of the financial position of the Company as at 31 December 2020 and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the abridged annual accounts.

Basis for Opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the “*Commission de Surveillance du Secteur Financier*” (CSSF). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the “Responsibilities of the *réviseur d’entreprises agréé*” for the Audit of the abridged annual accounts” section of our report. We are also independent of the Fund in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the abridged annual accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Managers of the Company for the Abridged Annual Accounts

The Board of Managers is responsible for the preparation and fair presentation of the abridged annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the abridged annual accounts, and for such internal control as the Board of Managers determines is necessary to enable the preparation of abridged annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the abridged annual accounts, the Board of Managers is responsible for assessing the Fund'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 the Board of Managers either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the “réviseur d'entreprises agréé” for the Audit of the Abridged Annual Accounts

The objectives of our audit are to obtain reasonable assurance about whether the abridged annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the “réviseur d'entreprises agréé” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law dated 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these abridged annual accounts.

As part of an audit in accordance with the Law dated 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the abridged annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Managers.

- Conclude on the appropriateness of the Board of Managers use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "*réviseur d'entreprises agréé*" to the related disclosures in the abridged annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "*réviseur d'entreprises agréé*". However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the abridged annual accounts, including the disclosures, and whether the abridged annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

For Deloitte Audit, *Cabinet de révision agréé*

Nick Tabone, *Réviseur d'entreprises agréé*
Partner

15 June 2021

RCSL Nr. : B212294

Matricule: 20172403566

eCDF entry date : 04/06/2021

ABRIDGED BALANCE SHEETFinancial year from 01 01/01/2020 to 02 31/12/2020 (in 03 GBP)

EPF Acquisition Co 72 S.à r.l.
 2 Avenue Charles de Gaulle
 1653 LUXEMBOURG

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101	101	102
I. Subscribed capital not called	1103	103	104
II. Subscribed capital called but unpaid	1105	105	106
B. Formation expenses	1107	107	108
C. Fixed assets	1109	129.382.803,29	94.856.718,00
I. Intangible fixed assets	1111	111	112
II. Tangible fixed assets	1125	125	126
III. Financial fixed assets	1135 III.2	129.382.803,29	94.856.718,00
D. Current assets	1151	1.803.466,89	1.239.455,47
I. Stocks	1153	153	154
II. Debtors	1163 III.3	1.642.304,10	219.765,61
a) becoming due and payable within one year	1203	1.642.304,10	219.765,61
b) becoming due and payable after more than one year	1205	205	206
III. Investments	1189	189	190
IV. Cash at bank and in hand	1197	161.162,79	1.019.689,86
E. Prepayments	1199	199	200
TOTAL (ASSETS)		201 131.186.270,18	202 96.096.173,47

CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves	1301	5.522,40	165,84
I. Subscribed capital	1303 III.4	12.500,00	12.500,00
II. Share premium account	1305		
III. Revaluation reserve	1307		
IV. Reserves	1309		
V. Profit or loss brought forward	1319	-12.334,16	-6.360,19
VI. Profit or loss for the financial year	1321 III.6	5.356,56	-5.973,97
VII. Interim dividends	1323		
VIII. Capital investment subsidies	1325		
B. Provisions	1331		
C. Creditors	1435 III.7	131.180.747,78	96.096.007,63
a) becoming due and payable within one year	1453	1.664.900,29	968.238,42
b) becoming due and payable after more than one year	1455	129.515.847,49	95.127.769,21
D. Deferred income	1403		
TOTAL (CAPITAL, RESERVES AND LIABILITIES)	405	131.186.270,18	96.096.173,47

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B212294

Matricule: 20172403566

eCDF entry date : 04/06/2021

ABRIDGED PROFIT AND LOSS ACCOUNTFinancial year from 01 01/01/2020 to 02 31/12/2020 (in 03 GBP)

EPF Acquisition Co 72 S.à r.l.
 2 Avenue Charles de Gaulle
 1653 LUXEMBOURG

ABRIDGED PROFIT AND LOSS ACCOUNT

	Reference(s)	Current year	Previous year
1. to 5. Gross profit or loss	1651 <u>III.8</u>	651 <u>-1.002.175,86</u>	652 <u>-103.829,37</u>
6. Staff costs	1605 _____	605 _____	606 _____
a) Wages and salaries	1607 _____	607 _____	608 _____
b) Social security costs	1609 _____	609 _____	610 _____
i) relating to pensions	1653 _____	653 _____	654 _____
ii) other social security costs	1655 _____	655 _____	656 _____
c) Other staff costs	1613 _____	613 _____	614 _____
7. Value adjustments	1657 _____	657 _____	658 _____
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 _____	659 _____	660 _____
b) in respect of current assets	1661 _____	661 _____	662 _____
8. Other operating expenses	1621 _____	621 _____	622 _____

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B212294

Matricule: 20172403566

	Reference(s)	Current year	Previous year
9. Income from participating interests	1715	715	716
a) derived from affiliated undertakings	1717	717	718
b) other income from participating interests	1719	719	720
10. Income from other investments and loans forming part of the fixed assets	1721	721	722
a) derived from affiliated undertakings	1723	723	724
b) other income not included under a)	1725	725	726
11. Other interest receivable and similar income	1727	727	728
a) derived from affiliated undertakings	1729	729	730
b) other interest and similar income	1731	731	732
12. Share of profit or loss of undertakings accounted for under the equity method	1663	663	664
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	665	666
14. Interest payable and similar expenses	1627	627	628
a) concerning affiliated undertakings	1629	629	630
b) other interest and similar expenses	1631	631	632
15. Tax on profit or loss	1635	635	636
16. Profit or loss after taxation	1667	667	668
17. Other taxes not shown under items 1 to 16	1637	637	638
18. Profit or loss for the financial year	1669	669	670

EPF Acquisition Co 72 S.à r.l.

Notes to the abridged annual accounts for the financial year ended
31 December 2020

I. General information

EPF Acquisition Co 72 S.à r.l. (hereafter the “Company”) was incorporated on 23 January 2017 and organised under the laws of Luxembourg as a private limited liability company (société à responsabilité limitée) for an unlimited period of time.

The registered office of the Company is established at 2, Avenue Charles de Gaulle, L- 1653 Luxembourg.

The Company’s financial year starts on 1 January and ends on 31 December of each year.

The Company qualifies as a securitisation company (société de titrisation) with the meaning of article 1(2) of the Luxembourg act dated 22 March 2004 on the securitisation.

The main activity of the Company is to act as acquisition and/or issuing entity in the context of securitisation operations governed by and under the Securitisation Law, and more specifically to enter into transactions by which it acquires or assumes, directly or indirectly or through another entity or synthetically, risks relating to receivables, other assets or liabilities of third parties or inherent to all or part of the activities carried out by third parties. The acquisition or assumption of such risks by the Company will be financed by the issuance of securities (valeurs mobilières) by itself or by another securitisation entity, the value or return of which depend on the risks acquired or assumed by the Company.

Without prejudice to the generality of the foregoing, the Company may in particular:

- subscribe or acquire in any other appropriate manner any securities or financial instruments (in the widest sense of the word) issued by international institutions or organisations, sovereign states, public and private companies or undertakings;
- subscribe or acquire any other participations in companies, partnerships or other undertakings, which do not qualify as securities or financial instruments, provided that the Company will not actively intervene with the management of such undertakings in which it holds a holding, directly or indirectly;
- acquire loans or other receivables which may or may not be embedded in securities and enter into loans or facility agreements as lender;
- in the furtherance of its object, dispose of, apply or otherwise use all of its assets, securities or other financial instruments, and provide, within the limits of the Securitisation Law, for any kind of guarantees and security rights, by way of mortgage, pledge, charge or other means over the assets and rights held by the Company;
- in the context of its operations, enter into securities lending transactions and repo or any agreements of a similar kind;
- enter into and perform derivatives transactions (including, but not limited to, swaps, futures, forwards and options) and any similar transactions;
- issue any notes, bonds and generally securities and financial instruments howsoever described the return or value of which shall depend on the risks acquired or assumed by the Company; and

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

I. General information (continued)

- borrow in any form whatsoever and, in particular, enter into loan agreements as borrower within the scope of the Securitisation Law, to comply with any payment or other obligation it has under any of its securities or any agreement entered into within the context of its activities and insofar it seems to be useful and necessary within the context of the transaction.

The descriptions above are to be understood in their broadest sense and their enumeration is not limiting. The corporate object of the Company shall include any transaction or agreement which is entered into by the Company, provided it is not inconsistent with the foregoing enumerated objects.

The Company may take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with or useful for its purposes and which are able to promote their accomplishment or development of its corporate object to the largest extent permitted under the Securitisation Law.

Based on the criteria defined by Luxembourg law, the Company is exempted from the obligation to draw up consolidated accounts and a consolidated management report for the year ending 31 December 2020. Therefore, in accordance with the legal provisions, these abridged annual accounts were presented on a non-consolidated basis for the approval of the managers during the Annual General Meeting.

In accordance with the Securitisation Law, the Board of Managers is entitled to create one or more compartments, each corresponding to a separate part of the Company's estate.

Subject to provisions below, all assets allocated to a compartment are exclusively available to investors thereunder and the creditors whose claims have arisen in connection with the creation, operation or liquidation of that compartment.

Notwithstanding the foregoing, if, following the redemption or repayment in full of the financial instruments or securities issued in respect of a compartment and the satisfaction in full and termination of all obligations of the Company to the creditors whose claims have arisen in connection with such financial instruments or securities or with the creation, operation or liquidation of that compartment, there remain assets in such compartment, the Board of Managers may allocate such assets to another compartment or to the general estate of the Company.

The Board of Managers or its delegate shall establish and maintain separate accounting records for each of the compartments of the Company for the purpose of ascertaining the assets affected to each compartment, such accounting records to be conclusive evidence of the assets contained in each compartment in the absence of manifest error.

Claims which are not incurred in relation to the creation, operation or liquidation of a specific compartment may be paid out of the general estate of the Company or may be apportioned by the Board of Managers between the Company's compartments on a pro rata basis of the assets of those compartments or on such other basis as it may deem more appropriate.

The liquidation of a compartment may be decided by the Board of Managers.

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

I. General information (continued)

The securities (Notes) issued by the Company are all listed on the Channel Islands Market (The International Stock Exchange) and admitted to the Official List of the latter further to the acceptance of duly issued applications.

Applications and Admissions dates are as follows:

- Mauve Notes: Application and Admission on 11 March 2020;
- Satin Notes: Application and Admission on 8 April 2020, cancellation further to full redemption on 23 October 2020;
- Whiteley Series 1 and Series 2 Notes: Application and Admission on 17 April 2020;
- Fulham Notes: Application on 21 October 2020 and Admission on 22 October 2020.

II. Significant accounting policies

Basis of preparation

The abridged annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones laid down by the Law, determined and applied by the Board of Managers (the "Management").

The preparation of the abridged annual accounts requires the use of certain critical accounting estimates. It also requires the Management to exercise its judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the abridged annual accounts in the year in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the abridged annual accounts therefore present the financial position and results fairly. Although these estimates are based on Management's best knowledge of current events and actions, actual results may differ from those estimates and the differences could be material.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial years. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Based on the criterion defined by Luxembourg law, the Company is authorised to prepare abridged annual accounts. Therefore, the balance sheet and profit and loss account and the notes to the annual accounts are prepared in an abridged form.

Basis of conversion for items originally expressed in foreign currency

The Company maintains its books and records in Great Britain Pounds ("GBP").

Transactions expressed in currencies other than GBP are translated into GBP at the exchange rate effective at the time of the transaction. Formation expenses and long-term assets expressed in currencies other than GBP are translated into GBP at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the abridged profit and loss account of the year.

Other assets and liabilities are translated separately at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. Solely the unrealised exchange losses are recorded in the abridged profit and loss account. The exchange gains are recorded in the abridged profit and loss account at the moment of their realisation.

II. Significant accounting policies (continued)

Basis of conversion for items originally expressed in foreign currency (continued)

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the abridged profit and loss account and the net unrealised exchange gains are not recognised.

Formation expenses

The formation expenses of the Company are directly charged to the abridged profit and loss account of the year in which they are incurred.

Financial assets

Loan receivables held as financial assets are accounted for at their nominal value decreased by the discount on acquisition (if any).

The discount on the performing loan receivables is amortised on a straight line basis over the life of the loan.

The interest element of the collections on the loans is accounted for as interest income and the fees charged are treated as an expense in the profit and loss account.

Shares in affiliated undertakings, loans to these undertakings, participating interest, loans to undertakings with which the undertaking is linked by virtue of participating interest, investments held as financial assets and other loans are valued at purchase price or nominal value (Loan and claims) including the expenses thereto.

In the case of durable decrease in value, value adjustments are made in respect of financial assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Equalisation provision

Losses during the year as a result of sales, default, lower market values or cost may reduce the value of the securities issued. Such shortfalls will be borne by the securityholders in inverse order of the priority of payments. Consequently, a provision with value diminution will be made and deducted from the amount repayable of the securities issued and booked in the profit and loss account as an "Equalisation provision" in the position "Other interest receivable and similar income" and/or in the position "Other interest and similar financial charges".

II. Significant accounting policies (continued)

Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or date on which they will arise. Provisions may also be created to cover charges that have originated in the financial year under review or in a previous financial year, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or date on which they will arise.

Creditors

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.

Due to the limited recourse nature of the notes issued, losses during the year as a result from sales, default, lower market values or cost may reduce the value of the notes. Such shortfalls are borne by the noteholders in reverse order of the priority of payments. Consequently, a provision (the "equalisation provision") for diminution in value will be made and deducted from the amount repayable of the notes issued and subordinated loans and booked in the abridged profit and loss accounts under "Other interests receivable and similar income".

Income on loan receivables

Interest on loans are accounted for in the profit and loss account on an accrual basis.

Income from participating interests

Dividends are recognized in the abridged profit and loss account on the date on which they are declared by the undertaking.

Gross Profit / Gross Loss

The gross profit or gross loss is the combination of other external charges, net turnover and other operating income.

Other interests receivable and similar income

The diminution in value of the amount repayable of the notes issued is booked under this caption in the abridged profit and loss account.

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

II. Significant accounting policies (continued)

Other interests payable and similar expenses

As per the notes issued terms and conditions, all the remaining profit after deduction of senior expenses is payable to the noteholders as a Note Interest Amount. The liability for payment obligation incurred at balance sheet date is recognised under this caption.

EPF Acquisition Co 72 S.à r.l.

Notes to the abridged annual accounts for the financial year ended
31 December 2020

II. Significant abridged balance sheet and abridged profit and loss captions

1. Balance sheet and profit and loss account per compartment

The Company's balance sheet as at 31 December 2020, and its corresponding profit and loss account for the year ending 31 December 2020 can be split into compartments as follows:

	Combined GBP	General Compartment GBP	Mauve Compartment GBP	Whiteley Compartment GBP	Satin Compartment GBP	Fulham Compartment GBP
ASSETS						
C. Fixed Assets	129,382,803.29	-	32,625,468.00	63,806,113.07	-	32,951,222.22
III. Financial Fixed Assets	129,382,803.29	-	32,625,468.00	63,806,113.07	-	32,951,222.22
D. Current assets	1,803,466.89	17,408.34	125,549.57	1,204,800.26	-	455,708.72
II. Debtors	1,642,304.10	4,854.65	67,401.80	1,203,867.97	-	366,179.68
a) becoming due and payable within one year	1,642,304.10	4,854.65	67,401.80	1,203,867.97	-	366,179.68
IV. Cash at bank and in hand	161,162.79	12,553.69	58,147.77	932.29	-	89,529.04
TOTAL ASSETS	131,186,270.18	17,408.34	32,751,017.57	65,010,913.33	-	33,406,930.94
CAPITAL, RESERVES AND LIABILITIES						
A. Capital and reserves	5,522.40	1,716.39	1,035.62	1,770.39	-	1,000.00
I. Subscribed capital	12,500.00	12,500.00	-	-	-	-
V. Profit or loss brought forward	(12,334.16)	(12,399.92)	35.62	30.14	-	-
VI. Profit or loss for the financial year	5,356.56	1,616.31	1,000.00	1,740.25	-	1,000.00
C. Creditors	131,180,747.78	15,691.95	32,749,981.95	65,009,142.94	-	33,405,930.94
a) becoming due and payable within one year	1,664,900.29	15,691.95	99,513.95	1,177,944.47	-	371,749.92
b) becoming due and payable after more than one year	129,515,847.49	-	32,650,468.00	63,831,198.47	-	33,034,181.02
TOTAL CAPITAL, RESERVES AND LIABILITIES	131,186,270.18	17,408.34	32,751,017.57	65,010,913.33	-	33,406,930.94
PROFIT AND LOSS ACCOUNT						
1. to 5. Gross profit or loss	(1,002,175.86)	1,640.88	(350,822.40)	(428,141.88)	(96,901.08)	(127,951.38)
10. Income from other investments and loans forming part of the fixed assets	10,075,793.60	-	2,574,033.55	5,116,327.70	1,216,513.76	1,168,918.59
b) other income	10,075,793.60	-	2,574,033.55	5,116,327.70	1,216,513.76	1,168,918.59
11. Other interest receivable and similar income	2,549.68	1.51	421.33	1,341.64	22.26	762.94
b) other interest and similar income	2,549.68	1.51	421.33	1,341.64	22.26	762.94
14. Interest payable and similar expenses	(9,070,810.86)	(88.25)	(2,222,632.48)	(4,687,787.21)	(1,119,572.77)	(1,040,730.15)
b) other interest and similar expenses	(9,070,810.86)	(88.25)	(2,222,632.48)	(4,687,787.21)	(1,119,572.77)	(1,040,730.15)
16. Profit or loss after taxation	5,356.56	1,554.14	1,000.00	1,740.25	62.17	1,000.00
17. Other taxes not shown under items 1 to 16	-	-	-	-	-	-
18. Profit or loss for the financial year	5,356.56	1,616.31	1,000.00	1,740.25	-	1,000.00

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

1. Balance sheet and profit and loss account per compartment (continued)

At the balance sheet date, there were 3 active compartments, respectively named “Compartment Mauve”, “Compartment Whiteley” and “Compartment Fulham”.

The Compartment Mauve has been created in connection with the acquisition by the Company of a mezzanine loan relating to the acquisition of a portfolio of hotels located in the United Kingdom.

The Compartment Whiteley has been created in connection with the granting by the Company of a senior loan and a mezzanine loan relating to the development of a residential and hotel-led mixed-use project building located in London, United Kingdom. The completion of the project is expected to be around Q2 2023.

As of 17 March 2020, the Board of Managers resolved to create a new compartment called “Compartment Satin”, for the purpose of acquisition of a Mezzanine Loan relating originally to the acquisition of a portfolio of hotels located in the United Kingdom. The Mezzanine Loan was fully repaid on 27 July 2020. Accordingly the Compartment Satin was liquidated on 20 October 2020.

As of 15 July 2020, the Board of Managers resolved to create a new compartment called “Compartment Fulham” in connection with the origination by the Company of a mezzanine loan relating to the refinancing of a portfolio of light industrial properties located in the United Kingdom.

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

1. Balance sheet and profit and loss account per compartment (continued)

The 31 December 2019 comparative figures are as follows:

	Combined GBP	General Compartment GBP	Mauve Compartment GBP	Whiteley Compartment GBP
ASSETS				
C. Fixed Assets	94,856,718.00	-	32,625,468.00	62,231,250.00
III. Financial Fixed Assets	94,856,718.00	-	32,625,468.00	62,231,250.00
D. Current assets	1,239,455.47	1,550.13	504,196.07	733,709.27
II. Debtors	219,765.61	460.12	96,357.12	122,948.37
a) becoming due and payable within one year	219,765.61	460.12	96,357.12	122,948.37
IV. Cash at bank and in hand	1,019,689.86	1,090.01	407,838.95	610,760.90
TOTAL ASSETS	96,096,173.47	1,550.13	33,129,664.07	62,964,959.27
CAPITAL, RESERVES AND LIABILITIES				
A. Capital and reserves	165.84	6,139.81	-	-
I. Subscribed capital	12,500.00	12,500.00	-	-
V. Profit or loss brought forward	(6,360.19)	(6,360.19)	-	-
VI. Profit or loss for the financial year	(5,973.97)	-	-	-
C. Creditors	96,096,007.63	1,450.05	33,129,628.45	62,964,929.13
a) becoming due and payable within one year	968,238.42	1,450.05	355,327.12	611,461.25
b) becoming due and payable after more than one year	95,127,769.21	-	32,774,301.33	62,353,467.88
TOTAL CAPITAL, RESERVES AND LIABILITIES	96,096,173.47	7,589.86	33,129,628.45	62,964,929.13
PROFIT AND LOSS ACCOUNT				
1. to 5. Gross profit or loss	(103,829.37)	(5,126.82)	(79,974.10)	(18,728.45)
10. Income from other investments and loans forming part of the fixed assets	219,305.49	-	96,357.12	122,948.37
b) other income	219,305.49	-	96,357.12	122,948.37
11. Other interest receivable and similar income	46.67	46.67	-	-
b) other interest and similar income	46.67	46.67	-	-
14. Interest payable and similar expenses	(120,537.18)	-	(16,347.40)	(104,189.78)
b) other interest and similar expenses	(120,537.18)	-	(16,347.40)	(104,189.78)
16. Profit or loss after taxation	(5,014.39)	(5,080.15)	35.62	30.14
17. Other taxes not shown under items 1 to 16	(959.58)	(959.58)	-	-
18. Profit or loss for the financial year	(5,973.97)	(6,039.73)	35.62	30.14

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

2. Financial fixed assets

The movements for the financial year are as follows:

	Loans GBP	Total GBP
Gross book value - Opening Balance	94,856,718.00	94,856,718.00
Additions for the year	64,616,469.07	64,616,469.07
Disposals / Repayment for the year	(30,090,383.78)	(30,090,383.78)
Transfers for the year	-	-
Gross book value - Closing Balance	129,382,803.29	129,382,803.29
Accumulated value adjustment - Opening Balance	-	-
Allocations for the year	-	-
Reversals for the year	-	-
Transfers for the year	-	-
Accumulated value adjustment - Closing Balance	-	-
Net book value - Opening Balance	94,856,718.00	94,856,718.00
Net book value - Closing Balance	129,382,803.29	129,382,803.29

The financial assets are composed of the following instruments:

	Mauve Mezzanine Loan	Whiteley Mezzanine Loan	Whiteley Senior Loan	Fulham Loan
Start date	18/12/2019	20/12/2019	20/12/2019 (effective as at first draw down date)	13/08/2020
Repayment date	24 or 48 months after start date, upon extension request submission and acceptance	15 December 2023 (Initial Date), or 6 months after Initial Date (First Extended Date), or 12 months after First Extended Date, upon extension request submission and acceptance	15 December 2023 (Initial Date), or 6 months after Initial Date (First Extended Date), or 12 months after First Extended Date, upon extension request submission and acceptance	17/11/2025
Interest rate	1) Margin (7.5%) + 2) LIBOR Sterling for Interest Period	1) Margin (5.85%) + 2) LIBOR Sterling for Interest Period	1) Margin (4.75%) + 2) LIBOR Sterling for Interest Period	1) Margin (6.95%) + 2) LIBOR Sterling for Interest Period
Interests period	Quarterly, starting 20 March 2020	Monthly, starting 18 April 2020	Monthly, starting 18 May 2020	Quarterly, starting 17 November 2020

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Notes to the abridged annual accounts for the financial year ended
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III. Significant abridged balance sheet and abridged profit and loss captions (continued)

2. Financial fixed assets (continued)

The movements occurred during the year are as follows:

	Mauve Mezzanine Loan (GBP)	Whiteley Mezzanine Loan (GBP)	Whiteley Senior Loan (GBP)	Satin Loan (GBP)	Fulham Loan (GBP)	TOTAL (GBP)
Opening balance	32,625,468.00	62,231,250.00	-	-	-	94,856,718.00
Additions for the year	-	-	-	29,821,606.00	33,220,000.00	63,041,606.00
Drawdowns during the year	-	-	1,574,863.07	-	-	1,574,863.07
Accumulated repayments	-	-	-	-	-	-
Repayment during the year	-	-	-	(29,821,606.00)	(268,777.78)	(30,090,383.78)
Closing balance	32,625,468.00	62,231,250.00	1,574,863.07	-	32,951,222.22	129,382,803.29
Outstanding interests	96,357.12	122,948.37	-	-	-	219,305.49
Interests charged for the year	2,574,033.55	4,057,684.33	37,625.63	1,216,513.76	1,168,918.59	9,054,775.86
Interests paid during the year	(2,602,988.87)	(4,035,408.10)	-	(1,216,513.76)	(802,738.91)	(8,657,649.64)
Interests accrued as at year end	67,401.80	145,224.60	37,625.63	-	366,179.68	616,431.71
Outstanding commitment fees	N/A	N/A	-	N/A	N/A	-
Commitment fees charged for the year	N/A	N/A	1,021,017.74	N/A	N/A	1,021,017.74
Commitment fees paid during the year	N/A	N/A	-	N/A	N/A	-
Commitment fees accrued as at year end	N/A	N/A	1,021,017.74	N/A	N/A	1,021,017.74

Mauve

The Mauve Mezzanine Loan has been granted to a borrower in the context of the acquisition of a portfolio of hotels located across United Kingdom.

EPF Acquisition Co 72 has acquired a Mezzanine tranche, drawn in full, for a total of GBP 32,625,468.00.

Whiteley

The Whiteley Loan has been granted to a borrower in the context of acquisition and redevelopment of a building located in London, United Kingdom.

EPF Acquisition Co 72 has subscribed for 2 tranches, the Mezzanine tranche (Mezzanine), and the Senior one (Senior).

The Mezzanine has been used in full as at start date to refinance an existing pre-development loan held by a former party. The Senior will finance remaining development costs and Mezzanine interest costs and commitment fees through estimated practical completion.

EPF Acquisition Co 72 will benefit from the Senior Loan commitment fee of 2.00% on undrawn amounts through the first utilisation of the Development Facility.

EPF Acquisition Co 72, Senior lender, committed to fund up to GBP 50,000,000.00 under the Senior Tranche.

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

2. Financial fixed assets (continued)

Satin

The Satin Loan consisted of a Mezzanine interest bearing loan originally granted to a borrower in the context of the acquisition of a portfolio of hotels located across United Kingdom and that has been acquired from an existing lender by the Company for a total consideration a total of GBP 29,821,606.00 corresponding to the outstanding Mezzanine IBL amount at the acquisition date, on 8 April 2021.

The Loan was bearing an interest rate defined as a Margin (7.25%) + LIBOR Sterling for the interest periods which were quarterly, starting 20 April 2020.

The Loan was fully repaid on 27 July 2020, along with outstanding interests, leaving a nil balance as disclosed in the table herein above.

Fulham

The Fulham Loan has been granted to a borrower in the context of the refinancing of a light industrial properties portfolio located across United Kingdom.

EPF Acquisition Co 72 has originated a Mezzanine tranche, drawn in full, for a total of GBP 33,220,000.00

The Management has reviewed all financial assets for objective evidence of impairment. When the fair value of the investments has been assessed to be lower than the cost and this difference is considered to be durable in nature, a value adjustment has been booked. As of 31 December 2020, no impairment was recorded. Despite the Covid-19 pandemic that has affected the worldwide economy, and particularly hospitality sector, the underlying investments are performing as expected. Particularly, none of the borrowers have been in default of payment and more specifically:

- The Whiteley project does not suffer major delay in its progression, and it is anticipated that once it completes (around Q2 2023), the turmoil will be ended;
- The Mauve portfolio despite being adversely affected by the Covid-19 pandemic and multiple lockdowns related, is being heavily supported by its sponsor which has demonstrated strong capacity to cover immediate and future needs, including significant repairs and maintenances expenses in order to maintain the assets in very good condition to benefit from the massive vaccination plan and re-opening over the course of 2021.

Destination hotels have largely seen upticks in their performances, as travel restrictions are eased. Business hotels continue to lag destination hotels, but they're largely seeing performance improvements as cities reopen, and in accordance with England entering into "Step 3" of the Covid roadmap, there is no restriction on domestic travel, and international travel is not legally restricted.

Hotels are now reopened fully, and can operate full.

Albeit very hard to assess with certainty, outlook is positive, as per the trends above mentioned;

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

2. Financial fixed assets (continued)

- The Fulham portfolio is ahead of the financial covenants, and the financial performance of the borrower does not lead to any doubt about the financial capacity to satisfy the Loan obligations.

As a conclusion, Management does not estimate there is a risk that the fair value of the investment is lower than the cost, nor the loans become non performing.

3. Debtors

Debtors are mainly composed of interests outstanding as at year end due by borrowers by virtue of instruments disclosed in Note III.2.

4. Subscribed capital

The subscribed capital amounts to GBP 12,500.00 and is divided into 12,500 shares fully paid up with a nominal value of GBP 1.00 each.

5. Legal reserve

The Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed capital. This reserve is not available for distribution.

6. Movements for the year on the reserves and profit/loss items

	Legal reserve GBP	Profit or (loss) brought forward GBP	Profit and (loss) for the financial year GBP
Opening Balance	-	(6,360.19)	(5,973.97)
Movements for the year			
Allocation of previous year's profit or (loss)	-	(5,973.97)	5,973.97
Profit or (loss) for the year	-	-	5,356.56
Closing Balance	-	(12,334.16)	5,356.56

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

7. Creditors

Creditors are composed of:

	(2020) GBP	(2019) GBP
Debenture loans		
- becoming due and payable within one year	(1,534,418.47)	(120,537.18)
- becoming due and payable after more than one year	(129,515,847.49)	(95,127,769.21)
Trade creditors		
- becoming due and payable within one year	(81,201.77)	(847,212.00)
- becoming due and payable after more than one year	-	-
Other creditors		
- becoming due and payable within one year	(49,280.05)	(489.24)
- becoming due and payable after more than one year	-	-
Total	(131,180,747.78)	(96,096,007.63)

Debenture loans

This caption is composed of Notes issued by the Company (detailed hereafter) which are all listed on the Channel Islands Market (The International Stock Exchange). On 11 December 2019, the Company as Issuer, in order to finance the Mauve Mezzanine Loan (the Mauve Loan) issued notes (the Mauve Notes), linked to the Mezzanine Loan, which have been subscribed by a third party (the Subscriber or the Noteholder).

As per the terms and conditions of the Notes, the Subscriber will pay the Issuer any amount due and payable under the Mauve Loan and any additional amount, defined as the amount of any costs, expenses or other amounts excluding any loan advance due incurred under the Mezzanine facility agreement and to be paid by the Issuer.

The Subscriber will subscribe to further notes on each occasion that the Issuer is required to pay any loan amount under the Mauve Loan, unless another purchaser will subscribe for it on terms acceptable to the Issuer and Subscriber.

The Subscriber has limited recourse to the assets of Compartment Mauve. Once all the assets have been realised, the Subscriber is not entitled to take any further steps against the Issuer to recover any further sums due.

The Notes have a maturity date which is the earliest of:

- The repayment, redemption, cancellation of all the Notes;
- The termination of the Mauve Loan.

According to the terms and conditions of the Notes, the Noteholder will receive a residual amount corresponding to any income generated by the Mauve Loan minus the costs and expenses foreseen in the priority of payments.

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

7. Creditors (continued)

Debenture loans (continued)

On 19 December 2019, the Company as Issuer, in order to finance the Whiteley Mezzanine and Senior loans (the Whiteley Loans) issued notes (the Whiteley Notes) under 2 series, the Series 1 linked to the Senior Loan, and the Series 2, linked to the Mezzanine Loan, which have been subscribed by a third party (the Subscriber or the Noteholder).

As per the terms and conditions of the Notes, the Subscriber will pay the Issuer any amount due and payable under the Whiteley Loans and any additional amount, defined as the amount of any costs, expenses or other amounts excluding any loan advance due incurred under the Senior facility agreement or the Mezzanine facility agreement and to be paid by the Issuer.

The Subscriber will subscribe to further notes on each occasion that the Issuer is required to pay any loan amount under the Whiteley Loans, unless another purchaser will subscribe for it on terms acceptable to the Issuer and Subscriber.

The Subscriber has limited recourse to the assets of Compartment Whiteley. Once all the assets have been realised, the Subscriber is not entitled to take any further steps against the Issuer to recover any further sums due.

The Notes have a maturity date which is the earliest of:

- The repayment, redemption, cancellation of all the Notes;
- The termination of the Whiteley Loans.

According to the terms and conditions of the Notes, the Noteholder will receive a residual amount corresponding to any income generated by the Whiteley Loans minus the costs and expenses foreseen in the priority of payments.

On 8 April 2020, the Company as Issuer, in order to finance the Satin Mezzanine Loan (the Satin Loan) issued notes (the Satin Notes), linked to the Mezzanine Loan, which have been subscribed by a third party (the Subscriber or the Noteholder).

The Satin Loan has been repaid on 27 July 2020, the Satin Notes have been subsequently repaid in full including accrued interests. The Compartment Satin has been liquidated on 20 October 2020, and the Satin Notes delisted from The International Stock Exchange with effect as of 23 October 2020.

As per the terms and conditions of the Notes, the Subscriber paid the Issuer any amount due and payable under the Satin Loan and any additional amount, defined as the amount of any costs, expenses or other amounts excluding any loan advance due incurred under the Mezzanine facility agreement and to be paid by the Issuer.

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

7. Creditors (continued)

Debenture loans (continued)

The Subscriber would have subscribed to further notes on each occasion that the Issuer would have been required to pay any loan amount under the Satin Loan, unless another purchaser would subscribe for it on terms acceptable to the Issuer and Subscriber.

The Subscriber had limited recourse to the assets of Compartment Satin. Once all the assets had been realised, the Subscriber was not entitled to take any further steps against the Issuer to recover any further sums due.

The Notes had a maturity date which was the earliest of:

- The repayment, redemption, cancellation of all the Notes;
- The termination of the Satin Loan.

According to the terms and conditions of the Notes, the Noteholder received a residual amount corresponding to any income generated by the Satin Loan minus the costs and expenses foreseen in the priority of payments.

On 17 August 2020, the Company as Issuer, in order to finance the Fulham Mezzanine Loan (the Fulham Loan) issued notes (the Fulham Notes), linked to the Mezzanine Loan, which have been subscribed by a third party (the Subscriber or the Noteholder).

As per the terms and conditions of the Notes, the Subscriber will pay the Issuer any amount due and payable under the Fulham Loan and any additional amount, defined as the amount of any costs, expenses or other amounts excluding any loan advance due incurred under the Mezzanine facility agreement and to be paid by the Issuer.

The Subscriber will subscribe to further notes on each occasion that the Issuer is required to pay any loan amount under the Fulham Loan, unless another purchaser will subscribe for it on terms acceptable to the Issuer and Subscriber.

The Subscriber has limited recourse to the assets of Compartment Fulham. Once all the assets have been realised, the Subscriber is not entitled to take any further steps against the Issuer to recover any further sums due.

The Notes have a maturity date which is the earliest of:

- The repayment, redemption, cancellation of all the Notes;
- The termination of the Satin Loan.

According to the terms and conditions of the Notes, the Noteholder will receive a residual amount corresponding to any income generated by the Fulham Loan minus the costs and expenses foreseen in the priority of payments.

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Notes to the abridged annual accounts for the financial year ended
31 December 2020

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

7. Creditors (continued)

Debenture loans (continued)

As of 31 December 2020, the situation of the Notes is as follows:

	Mauve Mezzanine Notes (GBP)	Whiteley Mezzanine Notes (GBP)	Whiteley Senior Notes (GBP)	Satin Notes (GBP)	Fulham Notes (GBP)	TOTAL (GBP)
Opening balance	32,625,468.00	62,231,250.00	-	-	-	94,856,718.00
Additions for the year	148,833.33	122,217.88	-	29,832,606.00	33,302,958.80	63,406,616.01
Drawdowns	-	-	1,575,948.47	-	-	1,575,948.47
Accumulated repayments	-	-	-	-	-	-
Repayment during the year	(123,833.33)	(98,217.88)	-	(29,832,606.00)	(268,777.78)	(30,323,434.99)
Closing balance	32,650,468.00	62,255,250.00	1,575,948.47	-	33,034,181.02	129,515,847.49
Outstanding interests	16,347.40	104,189.78	-	-	-	120,537.18
Interests accrued for the year	2,219,805.62	3,628,929.07	1,057,114.41	1,117,802.18	1,040,730.15	9,064,381.43
Interests paid during the year	(2,181,253.96)	(3,654,072.36)	-	(1,117,416.29)	(697,371.64)	(7,650,114.25)
Interests accrued as at year end	54,899.06	79,046.49	1,057,114.41	385.89	343,358.51	1,534,804.36

Trade creditors

As at 31 December 2020 the balance of trade creditors relates to outstanding invoices payable to suppliers amounting to GBP 81,201.77 (2019: GBP 847,212.00).

Other creditors

It mainly relates to direct and indirect taxes payable to the Luxembourg Tax Authorities.

8. Gross Profit or Loss

As of 31 December 2020, this caption is mainly composed as follows:

	(2020) GBP	(2019) GBP
Legal fees	455,673.30	71,169.50
Accounting and audit fees	251,214.43	20,282.40
Tax consulting fees	-	10,736.51
Professional fees	289,816.55	81.11
Other fees	5,471.58	1,559.85
Total	1,002,175.86	103,829.37

9. Income from other investments and loans forming part of the fixed assets

This caption corresponds to the interests receivables under the loans described in note III.2 for GBP 10,075,793.60 (2019: GBP 219,305.49).

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

10. Interest payable and similar expenses

Other interest and similar expenses mainly consist of interest on the notes mentioned in note III.7 for GBP 9,070,810.86 (2019: GBP 120,537.18).

11. Tax on profit or loss

The Company is subject to taxes applicable to commercial companies in the Grand Duchy of Luxembourg.

12. Off Balance Sheet commitments

The Company committed to fund up to GBP 50,000,000.00 in relation with the Whiteley Senior Loan (see note III.2). As of 31 December 2020, a total funding of GBP 1,574,863.07 (2019: GBP nil) was made under that Loan, leaving a total open commitment of GBP 48,425,136.93 (2019: GBP 50,000,000.00)

For each Compartment, The Company, in its capacity of pledgor, has agreed to grant a pledge over the Security Assets (all the monies, claims, rights, title, interest and any other assets held, or deposited in, or standing to the credit of, now and in the future, the Compartment bank accounts, in whatever currency, including any property, interest or revenue accrued thereon as well as any other claims or rights the Pledgor may have, now and in the future, against the bank where the Compartment Bank accounts are held in relation to the Compartment Bank accounts) to the Security Trustee acting as Pledgee as security for the Secured Obligations (all present and future obligations and liabilities (whether in respect of principal, interest or otherwise, whether actual or contingent and whether owed jointly or severally and whether owed as principal or surety or in any other capacity) of the Pledgor to the Secured Creditors (the Noteholders, the Trustee, the Issuer Account Bank and any party named as such in any of the Securitisation documents).

14. Staff

During the year ended 31 December 2020, the Company did not have any employee (year ended 31 December 2019: no employee).

15. Related parties transactions

At the end of the financial year, the Company had no outstanding balances with related parties.

16. Subsequent Events

There are no subsequent events that occurred after the year under consideration.

III. Significant abridged balance sheet and abridged profit and loss captions (continued)

17. Going concern

The Law of 27 July 2003 related to trust and fiduciary contracts allows securitisation vehicles to act as a fiduciary and to issue notes on a fiduciary basis in its own name but at the sole risk and for the exclusive benefit of the noteholders. In this case, the Company issued fiduciary notes, as disclosed in note III.7, that incorporate a fiduciary contract between the Company (the securitisation vehicle or the “fiduciary”) and the noteholders (“fiduciant”). The assets purchased by the securitisation vehicle in a fiduciary capacity (disclosed in note III.2) and the returns generated by the assets are transferred to the noteholder. On this basis, the notes issued by the Company do not constitute debt obligations by the securitisation vehicle but are solely fiduciary obligations of the fiduciary and may be satisfied only out of the fiduciary assets. Pursuant to the law, the noteholders recourse against the Company is limited to the fiduciary assets.

The noteholders will accordingly cover the expenses as they fall due in the General Compartment, pro rata their interest in the investments.

On the basis of the above Law, the Managers of the Company do not consider that there is an indication of a risk for the continuity of future operations. Therefore, these abridged annual accounts have been prepared based on a going concern assumption.