

**City Living PCC Limited**

**Annual Report and Audited Consolidated  
Financial Statements**

**For the year ended 31 December 2022**

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

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**Officers and Professional Advisers**

**Directors**

Mr. Paul Duquemin  
Dr. Katrina Tarizzo  
Mr. Roger Rüegg (appointed 10 January 2023)

**Investment Committee**

Mr. Paul Duquemin  
Dr. Katrina Tarizzo  
Mr. Mike White

**Registered Office**

Ground Floor  
Dorey Court  
Admiral Park  
St Peter Port  
Guernsey GY1 2HT

**Designated Administrator, Registrar, Transfer Agent and Secretary to the Funds**

*Guernsey:*

JTC Fund Solutions (Guernsey) Limited  
Ground Floor  
Dorey Court  
Admiral Park  
St Peter Port  
Guernsey GY1 2HT

*Luxembourg:*

JTC Signes S.a.r.l RCS  
Bijou 17 Boulevard F.W. Raiffeisen  
L-2411 Luxembourg

**Auditors to the Fund**

Grant Thornton Limited  
St James Place  
St James Street  
St Peter Port  
Guernsey GY1 2NZ

**Designated Custodian**

*Up to 22 December 2022*

Butterfield Bank (Guernsey) Limited  
Regency Court  
Gategny Esplanade  
St Peter Port  
Guernsey GY1 3AP

**Investment Adviser and Administrator**

Skarbiec Holding S.A.  
Al. Armii Ludowej 26  
00-695 Warszawa

**Fund Manager**

Skarbiec TFI S.A.  
Al. Armii Ludowej 26  
00-695 Warszawa

**Legal Adviser on Guernsey Law**

Mourant  
Royal Chambers  
St Julian's Avenue  
St Peter Port  
Guernsey GY1 4HP

**Sponsor (The International Stock Exchange listing)**

Mourant Securities Limited  
Royal Chambers  
St Julian's Avenue  
St Peter Port  
Guernsey GY1 4HP

**Advisers on Polish Law**

Allen & Overy A Pedzich Sp k  
Rondo ONZ 1  
00-124 Warsaw

**Custodian (Local Polish Fund)**

*From 1 January 2022*

NWAI Dom Maklerski S.A.  
Nowy Swiat 64  
Warsaw 00-357

*Up to 31 December 2021*

mBank SA  
(member of Commerzbank Group)  
Ul. Senatorska 18  
Warsaw 00-950

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**Group Summary**

**The Company** City Living PCC Limited was established as a protected cell company on 13 June 2005 and is governed by the provisions of the Companies (Guernsey) Law, 2008, and subsequent amendments. City Living PCC Limited (the "Company" or the "Fund") changed its name from City Life PCC Limited with effect from 4 November 2019. The Company comprises of a core and the Poland Geared Growth Cell ("the Cell"), which is the only cell applicable throughout the reporting period. On 30 November 2022, the Fund wrote to the GFSC confirming its intention to convert from a Class B Scheme to an Authorised Closed-ended scheme. The Fund converted from a Class B Scheme to an Authorised Closed-ended Scheme, under the Authorised Closed-ended Investment Schemes Rules and Guidance, 2021 on 22 December 2022. Prior to this date, the cell was authorised by the Guernsey Financial Services Commission ("GFSC") as a Class B Scheme under The Authorised Collective Investment Schemes (Class B) Rules and Guidance, 2021.

The GFSC provided confirmation of the rescinding of a non-standard condition preventing the Fund from taking on any new investors, imposed on 4 October 2018, due to the recent conversion to a Closed-ended authorised structure.

Additionally, the GFSC imposed the following conditions:

- the Board of Directors shall provide an update on the Total Expense Ratio (TER) of the Fund every six months, beginning on 30 June 2023; and
- the Fund shall provide shareholders with a mechanism through which they are able to redeem their shares within four years from the date of the Fund's authorisation and confirm to the Commission once it has done so.

**Objective** The Cell provides a listed, debt-geared, diversified exposure to the Polish residential and commercial property markets through the acquisition of property in Poland's cities with the investment objective of generating rental income and long-term capital growth.

**Management** The roles and duties of management are carried out by the Board, its advisers and/or the Designated Administrator (as appropriate).

**Capital Structure** On incorporation, the authorised capital of the Cell was GBP 50,100 divided into 100 Management Shares of GBP 0.0001 each and 500,999,900 Unclassified Shares of GBP 0.0001 each. Unclassified Shares may be issued as Redeemable Preference or Ordinary Shares of any Cell of the Group or as Nominal Shares. All issued Shares are in Registered form. On 28 December 2022, the Cell issued 5,333,000 Redeemable Preference Shares. The terms of issue mirror the terms of issue of any Redeemable Ordinary Share issued in relation to the Cell except that the Redeemable Preference Shares shall have preferential rights in accordance with their issue documents.

The Core's two Management Shares in issue were issued at par and are registered in the name of Dr Katrina Tarizzo.

**TISE Listing** The Cell was initially admitted to the official list of the Channel Islands Stock Exchange ("CISX") on 2 June 2006. An initial application was made for the listing of up to 25 million Shares of the Poland Geared Growth cell by way of an offer for subscription. On 20 July 2007, an application was made, and accepted, for the listing of an additional 25 million shares on CISX. On 20 December 2013, the listing transferred over to the Channel Islands Securities Exchange ("CISE"). On 6 March 2017, the CISE was re-branded as The International Stock Exchange ("TISE").

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**Directors' Statement**

Dear Shareholders

The Fund's strategic focus continues to be on managing a portfolio of residential real estate providing quality residential lettings, primarily direct to tenant occupiers, allowing the portfolio to generate significant rental income whilst benefitting from Capital growth in the underlying property market.

To provide shareholders with a liquidity option, as well as new capital for loan repayment and corporate restructuring purposes, the Fund secured a deal with an institutional investor as a strategic partner, LTO Fund III L.P. ("LTO Fund") in December 2022. The LTO Fund deal raised new capital via the issue of Redeemable Preference Shares, in addition to allowing all shareholders wishing to do so to elect to exit the Fund at the Offer Price. The total amount of new capital raised was £2m, including those existing shareholders who chose to subscribe alongside LTO Fund for Redeemable Preference Shares. In the event of a future realization event or wind up of the Fund, the Redeemable Preference Shares are entitled to a return of up to the first £5m of proceeds and consequently the Fund has made a provision in the Consolidated Statement of Comprehensive Income for the maximum £3m of additional payment over and above the £2m subscribed.

Improving the performance of service providers and cost cutting where possible continues to be a significant emphasis. Some of the most significant costs of running the Fund have been associated with its original cross-border structure comprising its classification as an 'open-ended Class B Fund' in Guernsey as well as the use of a regulated closed-end fund structure in Poland. This structure places a significant service provider and regulatory cost burden on the Fund.

With the Fund having converted from an open-ended Class B Fund to an Authorised Closed-ended Scheme from the 22nd December 2022 there is no longer the requirement for quarterly valuations which will considerably reduce administration, accounting and valuation costs as well as removing the need for a custodian within Guernsey. During the year under review, the Fund started to consolidate five of the Polish Special Purpose Vehicles ("SPV'S") reducing the associated operating costs in Poland. The process of SPV consolidation is continuing into 2023, along with the intended closure of the Polish investment fund. In order to remove the Polish investment fund, a refinance of the Guernsey debt is likely to be required and to this end the Fund has signed an offer letter with an alternative lender whose security package will permit the removal of the Polish investment Fund.

The conversion to an Authorised Closed-ended Scheme, removal of the Polish investment fund and further consolidation of the Polish SPVs will significantly reduce the operating costs of the Fund.

During 2022, the Fund continued to service capital and interest payments to both Raffeissen Bank International AG ("RBI") and Santander (Bank Zachodni WBK S.A.) the former of which was repaid in full and the latter is expected to be repaid in September 2023. The RBI loan had been expected to be a 'revolving credit facility', but a change in policy at RBI forced the Fund to commit to repaying the remainder of the facility outstanding in an accelerated period of time requiring the Fund to take loans at the Guernsey level in conjunction with limited assets sales of Polish property. Whilst most property sales have been close to their carrying value, the RBI loan repayment schedule required the Fund to make one rapid cash sale of a number of units at Platinum Towers at a significant discount to carrying value, incurring a loss to the Fund which has been reflected in the Consolidated Statement of Comprehensive Income.

Finally, the Directors would like to thank all shareholders for their continued support and patience and they wish to assure shareholders that their best interests remain, as always, at the forefront of the Board's strategy.

Dr Katrina Tarizzo  
Director

Mr Paul Duquemin  
Director

29 June 2023

29 June 2023

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**Board of Directors**

**Mr Paul Duquemin**

Mr Duquemin is currently Branch Manager for the Guernsey office of BNP Paribas. He has more than 30 years' experience in financial services, mostly in fund development and administration with Rothschild Asset Management, BISYS Fund Services, JTC Group and BNP Paribas, where he has held leadership positions throughout. He is a Chartered Director and a Fellow of the Institute of Directors and has previously held a number of directorships of offshore funds and companies. Mr Duquemin is a Guernsey resident.

**Dr Katrina Tarizzo**

Dr Katrina Tarizzo PhD currently acts as a Chair, Non-Executive and Executive Director and shareholder for several companies involved in financial services and real estate sectors. She has developed several overseas equities and listed real estate funds, a specialty chemicals business with its production site in Poland as well as an internet based container shipping business. She is a Doctoral graduate of the London Business School and has a wealth of international business experience. She was a founding Director of The Share Centre, an FCA regulated retail stockbroker now listed on AIM; a founding Director and shareholder of Johnson Fry Privatisations (now part of Legg Mason) involved in IPOs for the UK and French Government privatisations and a Director of Connaught St. Michaels Registrars Limited which subsequently became part of Capital IRG. Dr Tarizzo is a UK resident.

**Mr Roger Rüegg**

Mr Roger Rüegg is a founding partner of Multiplicity Partners and is responsible for the firm's consulting and governance activities. Mr Rüegg has more than 20 years of experience in alternative investments and the banking industry. Prior to founding Multiplicity Partners, he worked at Horizon21, Bank Julius Baer and McKinsey & Company in Switzerland and Greece. Mr Rüegg holds an MA HSG, University of St. Gallen, Switzerland with a major in Economics. Mr Rüegg is a Certified Financial Risk Manager (FRM); he further received the accreditation of Certified Investment Fund Director (CIFD).

# City Living PCC Limited

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#### Directors' Report

The Directors present the Annual Report and Audited Consolidated Financial Statements of City Living PCC Limited (the "Company" or the "Fund"), Poland Geared Growth Cell (the "Cell") together with its subsidiaries (the "Group") for the year ended 31 December 2022.

#### Incorporation

The Company was incorporated in Guernsey, with a Company registration number of 43271, on 13 June 2005 and commenced operations on 27 March 2006.

#### Principal activity

The Cell provides a listed, debt-geared, diversified exposure to the Polish residential and commercial property markets through the acquisition of property in Poland's cities with the investment objective of generating rental income and long-term capital growth. The investment strategy reflects the many economic and demographic changes occurring in Poland that should, in the Investment Adviser's view, drive up property prices and underpin rental yields. The Cell was listed on the Channel Islands Stock Exchange ("CISX") on 2 June 2006. On 20 December 2013, the listing transferred over to the Channel Islands Securities Exchange ("CISE"). On 6 March 2017, the CISE was re-branded as The International Stock Exchange ("TISE").

#### Results and dividends

The results for the year are set out in the Consolidated Statement of Comprehensive Income on page 12.

A review of the activities, performance and outlook for the Group is included in the Directors' Statement on page 3.

The Directors have not declared a dividend to holders of Redeemable Ordinary Shares in the current year (2021: GBP nil). In relation to Redeemable Preference Shares, GBP3,000,000 (2021: GBP nil) was accrued in the current year in respect of the 250% financial return entitlement.

#### Listing requirements

Throughout the accounting period, the Cell complied with the conditions set out in TISE Rules for Companies.

#### Going concern

The Directors consider that the going concern basis is appropriate for the Group and as such these Financial Statements have been prepared on this basis.

The Directors have prepared a cash flow forecast for the Group for a period of 12 months from signing these Consolidated Financial Statements.

The Group's principal source of operating revenue is rental income from residential property units in the major cities of Poland (over 50% in Warsaw) and sales of development assets. The Group's principal outgoings are operating costs of the residential property units, development costs of new units, servicing of bank debt and costs incurred in running the Group. If cash resources are insufficient to cover all outgoings, then individual units are sold to cover any shortfall, as proved historically. As a capital growth fund, the Group aims to make a return through growth in the value of the underlying property assets rather than through excess revenue over outgoings and asset sales of individual units form part of the normal course of business.

During 2022, the Group serviced maturing loans through a combination of raising new loans within Guernsey and limited asset sales from the Polish property portfolio, before eventually raising £2m of Preference Share capital in December 2022.

In addition to the £2m of Preference share capital, the Group is finalising the restructuring of the Guernsey loans with a new lender on a slightly lower rate of interest.

The Directors, therefore, believe that there are currently no material uncertainties in relation to the Group's ability to continue for a period of at least 12 months from the date of signing these Financial Statements.

#### Directors

The Directors during the year and to date were as stated on page 1.

No person shall be or become incapable of being appointed as a Director by reason of having attained the age of 70 or any other age and no Director will be required to vacate his office at any time by reason of the fact that he has attained the age of 70 or any other age.

#### Directors' fees

During the year the Directors received remuneration in the form of fees as stated in note 10.

There are no direct service contracts in existence between the Group and any of the Directors. There is, however, a service contract in place with Tarizzo Limited. Dr Katrina Tarizzo is a director and the main shareholder of Tarizzo Limited. Dr Tarizzo consequently provides services to the Group on behalf of Tarizzo Limited. The fees payable to Tarizzo Limited in terms of the service contract are detailed in note 32.

#### Directors' interests

Dr Katrina Tarizzo indirectly owns 119,742 (2021: 119,742) Redeemable Ordinary Shares and 16,533 (2021: nil) Redeemable Preference Shares in the Cell of the Poland Geared Growth Cell. Mr Duquemin and Mr Rüegg hold no direct or indirect ownership interests in the Poland Geared Growth Cell.

#### Corporate Governance

It is the Group's policy to follow best practice on good corporate governance applicable to the Group in line with the Code of Corporate Governance, issued by the GFSC.

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**Directors' Report (continued)**

**Foreign Account Tax Compliance Act ("FATCA") and Common Reporting Standards ("CRS")**

The States of Guernsey has affected legislation enforcing various Intergovernmental Agreements to exchange tax account information with other jurisdictions. The Foreign Account Tax Compliance Act ("FATCA") and a similar style agreement between the United Kingdom and its Crown Dependencies and Overseas Territories (so called 'UK FATCA' or 'CDOT') became effective on 1 July 2014 in Guernsey. UK FATCA was replaced by CRS on 1 January 2016. The legislation is aimed at determining the ownership of assets of financial accounts by foreign tax residents and improving tax compliance with respect to those assets. The Board has determined that the Company is a Non-Financial Foreign Entity ("NFFE") under these regulations. As such, whilst the Company has no obligation to report upon its accounts, it is from time to time required to provide certifications on its status under FATCA and CRS to other Financial Institutions in order that they might attend to their own reporting obligations. The Board understands that they will be obliged to continually review and monitor the entity in accordance with the regimes and ensure that their classification remains appropriate.

**Alternative Investment Fund Managers Directive ("AIFMD")**

The AIFMD, which was implemented across the EU on 22 July 2013 with a transition period ended 22 July 2014, aims to harmonise the regulation of Alternative Investment Fund Managers ("AIFMs") and imposes obligations on managers who manage or distribute Alternative Investment Funds ("AIFs") in the EU or who market shares in such funds to EU investors.

The Company is classified as a Non-EU Alternative Investment Fund ("Non-EU AIF") under AIFMD. The Company is self-managing and therefore also acts as its own AIFM. However, by virtue of its size, the Company is deemed sub-threshold and is therefore exempt from the provisions of the AIFMD.

**Post balance sheet events**

Since 31 December 2022, the Group has paid a further PLN 4,261,340 (GBP 809,218) of interest and capital repayments to Santander (Bank Zachodni WBK S.A.) and has raised PLN 892,760 (GBP 169,533) from the sale of one unit at Platinum Towers.

On the 27 March 2023, the Group signed a binding Loan Offer Agreement with a new Channel Islands lender for a loan of GBP3.65m which will be used to repay the HNW Loans 1,2,3 and 4. The loan will be for 12 months at an interest rate of 15%, slightly lower than the current HNW overall rate.

**Auditors**

Grant Thornton Limited was reappointed as independent auditors for the year ended 31 December 2022. Grant Thornton Limited indicated their willingness to remain in office therefore a resolution to re-appoint Grant Thornton Limited will be put to the members at the next Annual General Meeting.

By order of the Board

29 June 2023

Dr Katrina Tarizzo

Mr Paul Duquemin

Director

Director



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**Statement of Directors' Responsibilities**

The Directors are responsible for preparing the Consolidated Financial Statements in accordance with applicable Guernsey Law and generally accepted accounting principles.

The Companies (Guernsey) Law, 2008 (the "Law") requires the Directors to prepare Consolidated Financial Statements for each financial period which give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. Under the Law, the Directors have elected to prepare the Consolidated Financial Statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU").

In preparing those Consolidated 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 the Consolidated Financial Statements have been prepared in accordance with IFRS as adopted by the EU; and
- prepare the Consolidated Financial Statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Group and which enable them to ensure that the Consolidated Financial Statements have been properly prepared in accordance with the Law and the Authorised Closed-ended Investment Schemes Rules and Guidance, 2021. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Statement of disclosure to the auditor**

The Directors confirm that so far as they are aware, there is no relevant audit information of which the Group's auditor is unaware and each Director has taken all of the steps that they ought to have taken, to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

# City Living PCC Limited

## Annual Report and Audited Consolidated Financial Statements

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#### Independent auditor's report To the shareholders of City Living PCC Limited

#### Opinion

We have audited the consolidated financial statements City Living PCC Limited (the 'Company') and its subsidiaries (the "Group") for the year ended 31 December 2022 which comprise the Consolidated Statement of Financial Position, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Change in Net Assets Attributable to Holders of Redeemable Preference and Ordinary Shares, the Consolidated Statement of Cash Flows for the year ended 31 December 2022, and Notes to the Consolidated Financial Statements, including a summary of significant accounting policies. The consolidated financial statements framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ("IFRSs") as adopted by the European Union ("EU").

In our opinion, the consolidated financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 December 2022 and of its loss for the year then ended;
- are in accordance with IFRSs as adopted by the EU; and
- comply with The Companies (Guernsey) Law, 2008.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the consolidated financial statements' section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Guernsey, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter	How the matter was addressed in our audit
<p><b>Valuation of investment properties (2022: £17.8 million and 2021: £19.19 million) including those classified as non-current assets held for sale and investment property – under development</b></p> <p>90% (2021: 95%) of the carrying value of the Group's total assets consist of investment properties (including those classified as held for sale and investment properties – under development) which are valued using varying valuation techniques.</p> <p>The Group holds its assets in a property portfolio under City Living Polska FIZAN and a number of holding companies. The investment properties are carried at fair value as determined by independent valuation specialists using valuation techniques with significant unobservable inputs. This is an area that requires significant judgement and as such, there is a risk of an inappropriate estimate being reported.</p> <p>The valuations are subjective, with a high level of judgement and estimation linked to the determination of the values. As a result, there is a risk of an inappropriate valuation model being applied, together with the risk of inappropriate inputs to the model/calculation being selected including the possible impact on the management fees.</p> <p>The valuation of the investment properties (including those classified as held for sale) is the key driver of the Group's net asset value and total return. Incorrect valuation could have a significant impact on the net asset value of the Group and therefore the return generated for shareholders.</p> <p><i>Refer to Notes 3.1, 3.5, 18 and 20 to the Consolidated Financial Statements for additional information.</i></p>	<p>Our audit procedures consisted of:</p> <ul style="list-style-type: none"> <li>• We updated our understanding of the Group's processes, policies and methodologies, including the use of industry specific measures, and policies for valuing investment properties (including those classified as held for sale) held by the Group and performed walkthrough tests to assess the design and implementation of key controls;</li> <li>• We obtained and inspected the independent appraisals regarding the investment properties, and supporting data to assess whether the data used is appropriate and relevant, and discussed these with management to evaluate whether the fair value of the investment properties is reasonably stated, challenging the assumptions made by management;</li> <li>• We agreed valuation inputs that do not require specialist knowledge of independent sources and tested the arithmetical accuracy of the Group's calculations;</li> <li>• On a sample basis, we engaged our own internal real estate valuation specialists to: <ul style="list-style-type: none"> <li>○ Use their knowledge of the market to assess and corroborate management's market-related judgements and valuation inputs (i.e. discount rates, recent relevant transactions and comparable data, rental PSF, selling price PSF and buildable square foot) by reference to comparable transactions, and independently compiled databases/indices;</li> <li>○ Assist us to determine whether the methodologies used to value investment properties were consistent with methods usually used by market participants for similar types of properties; and</li> <li>○ Assist us in determining whether the Group's specialists were appropriately qualified and independent.; and</li> </ul> </li> <li>• We determined if investment properties classified as held for sale met the measurement requirements of IFRS 5 <i>Non-current assets held for sale</i>, which are lower of carrying value and net realisable value.</li> </ul> <p><b>Our result</b></p> <p>We have not identified any matters to report to those charged with governance in relation to the valuation of investment properties and non-current assets held for sale.</p>

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The key audit matter	How the matter was addressed in our audit
<p><b>Going concern</b></p> <p>We are responsible for concluding on the appropriateness of the directors' 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 Group's ability to continue as a going concern.</p> <p>If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion.</p> <p>Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group to cease to continue as a going concern.</p> <p><i>Refer to the Directors' Report, and Note 2.2 to the Consolidated Financial Statements for additional information.</i></p>	<p>Our audit procedures consisted of:</p> <ul style="list-style-type: none"> <li>• We obtained and reviewed the going concern assessment prepared by the Board of Directors and assessed that the assumptions made are appropriate;</li> <li>• We assessed the determination made by the Board of Directors, that the Group is a going concern and the appropriateness of the Group's Consolidated Financial Statements to be prepared on a going concern basis;</li> <li>• We obtained the cash flow forecasts prepared by management and tested the arithmetical accuracy of the models;</li> <li>• We held discussions with the Directors regarding the liquidity of the Group and plans to ensure the Group's ability to continue as a going concern;</li> <li>• We challenged the appropriateness of management's forecasts by assessing the appropriateness and completeness of management's assumptions which included recoverability of future rental income, marketability of investment properties, ability to renegotiate existing financing and obtain future financing, ability to issue further redeemable preference shares and obtained corroborative evidence to support forecasted cash flows;</li> <li>• We reverse stress tested management's key assumptions which included estimation uncertainty and challenged management on mitigating factors which would introduce additional cash flows into the Group;</li> <li>• In our reverse stress test, we noted an individual event relating to cash inflows which held degrees of uncertainty, being the successful negotiation of a circa £3.5 million loan. We challenged management on the likelihood of the successful nature of the event by obtaining audit evidence such as correspondence with the financial institution, evidence of a commitment fee payment and a fully executed offer letter. We noted in a worst-case scenario of the event not occurring, the Group holds a portfolio of liquid investment properties which could be realised in a reasonable timeframe to cover any potential cash shortfalls and have the ability to issue further redeemable preference shares; and</li> <li>• We assessed the disclosures in the annual report and Consolidated Financial Statements relating to going concern, to ensure they were in compliance with IAS1.</li> </ul> <p><b>Our result</b></p> <p>Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's ability to continue as a going concern.</p>

**Other information in the Annual Report**

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Audited consolidated financial statements, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of directors for the consolidated financial statements**

As explained more fully in the Statement of Directors' Responsibilities set out on page 7, the Directors are responsible for the preparation of the consolidated financial statements which give a true and fair view in accordance with IFRSs as adopted by the (EU), and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for 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 the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors 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.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Use of our report**

This report is made solely to the Parent Company's members, as a body, in accordance with section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Parent Company's shareholders 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 Parent Company and the Parent Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Parent Company; or
- the Group's consolidated financial statements are not in agreement with the accounting records; or
- we have not obtained all the information and explanations, which to the best of our knowledge and belief, are necessary for the purposes of our audit.

Grant Thornton Limited  
Chartered Accountants  
St Peter Port, Guernsey

Date: 29 June 2023

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

**Consolidated Statement of Financial Position**  
**As at 31 December 2022**

	Notes	As at 31 December 2022 GBP	As at 31 December 2021 GBP
<b>Assets</b>			
<b>Non-current assets</b>			
Investment property - under development	18a	1,230,621	545,897
Completed investment property	18b	15,645,502	18,636,076
Derivative financial receivable	28	-	29,970
		<b>16,876,123</b>	19,211,943
<b>Current assets</b>			
Advances related to investment property	19	-	549,561
Trade and other receivables	22	230,494	233,748
Cash and cash equivalents	23	1,850,353	293,423
		<b>2,080,847</b>	1,076,732
Non-current assets classified as held for sale	20	<b>922,143</b>	13,739
<b>Total current assets</b>		<b>3,002,990</b>	1,090,471
<b>Total assets</b>		<b>19,879,113</b>	20,302,414
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	24	(668,179)	(364,963)
Deferred income		(12,076)	(38,385)
Bank loans	28	(5,268,524)	(4,152,312)
		<b>(5,948,779)</b>	(4,555,660)
<b>Non-current liabilities</b>			
Deferred tax	17	(167,386)	(321,250)
Trade and other payables	24	(135,442)	(315,163)
Bank loans	28	-	(2,024,193)
Redeemable preference shares	25	(2,000,000)	-
Redeemable preference shares financial return entitlement	25	(3,000,000)	-
		<b>(5,302,828)</b>	(2,660,606)
<b>Total liabilities excluding net assets attributable to holders of Redeemable Ordinary Shares</b>		<b>(11,251,607)</b>	(7,216,266)
Net assets attributable to holders of Redeemable Ordinary Shares		-	(13,085,524)
<b>Total liabilities</b>		<b>(11,251,607)</b>	(20,301,790)
<b>Equity</b>			
Nominal shares	25	(624)	(624)
Management shares	25	-	-
Attributable to holders of Redeemable Ordinary Shares		<b>(8,626,882)</b>	-
Share capital	25	(3,863)	-
Share premium	25	(49,945,300)	-
Retained deficit		<b>41,322,281</b>	-
<b>Total equity and liabilities</b>		<b>(19,879,113)</b>	(20,302,414)
Net Asset Value per Redeemable Ordinary Share (pence per share)	26	<b>22.33</b>	33.88
Net Asset Value per Redeemable Preference Share (pence per share)	26	<b>93.76</b>	-

The Consolidated Financial Statements on pages 11 to 40 were approved by the Board of Directors on 29 June 2023 and signed on behalf of the Board by:

Dr Katrina Tarizzo  
Director

Mr Paul Duquemin  
Director

The accompanying notes 1 to 36 form an integral part of these Consolidated Financial Statements.

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

**Consolidated Statement of Comprehensive Income**  
**For the year ended 31 December 2022**

		<b>Year ended 31 December 2022</b>	Year ended 31 December 2021
	<b>Notes</b>	<b>GBP</b>	<b>GBP</b>
<b>Income</b>			
Interest income		<b>9,810</b>	384
Rental income	11	<b>702,840</b>	635,954
Other income	12	<b>27,407</b>	51,672
Unrealised gain on investment properties			
- property under development	18a	<b>7,018</b>	209,227
- completed	18b	<b>174,024</b>	1,816,414
Gain on derivative financial liability	28	-	25,647
Unrealised gain on other foreign currency transactions		-	85,107
Realised gain on other foreign currency transactions		<b>118,049</b>	-
<b>Total income</b>		<b>1,039,148</b>	2,824,405
<b>Expenditure</b>			
Administration fees	5	<b>(174,716)</b>	(152,697)
Management fees	6	<b>(258,228)</b>	(230,291)
Custodian fees	8	<b>(21,991)</b>	(22,500)
Professional fees	9	<b>(368,248)</b>	(197,788)
Directors' fees and expenses	10	<b>(50,000)</b>	(50,000)
Property administration costs	13	<b>(252,160)</b>	(245,953)
Accountancy fees		<b>(108,182)</b>	(129,683)
IC/IFA liaison fees		<b>(79,484)</b>	(87,500)
Poland structure costs		<b>(183,384)</b>	(277,888)
Other expenses	14	<b>(357,348)</b>	(285,464)
Realised loss on disposal of completed investment property	18b	<b>(250,381)</b>	(2,800)
Unrealised loss on other foreign currency transactions		<b>(92,081)</b>	-
<b>Total expenditure</b>		<b>(2,196,203)</b>	(1,682,564)
Finance costs	15	<b>(960,272)</b>	(315,052)
Finance costs: Redeemable Preference Shares financial return entitlement	25	<b>(3,000,000)</b>	-
<b>(Loss) / Profit for the year before tax from continuing operations</b>		<b>(5,117,327)</b>	826,789
Income tax benefit	17	<b>153,864</b>	32,441
<b>(Loss) / Profit for the year after tax from continuing operations</b>		<b>(4,963,463)</b>	859,230
<b>Other comprehensive income (OCI)</b>			
<b>Items that may be subsequently reclassified to profit or loss:</b>			
Exchange differences arising in the translation of foreign operations	2.7	<b>504,821</b>	(1,002,300)
<b>Total other comprehensive income / (loss)</b>		<b>504,821</b>	(1,002,300)
<b>Total comprehensive loss for the year attributable to holders of Redeemable Ordinary Shares</b>		<b>(4,458,642)</b>	(143,070)
- basic and diluted (loss) / profit per weighted average Redeemable Ordinary Share (in pence)			
<b>Poland Geared Growth Cell</b>	16	<b>(12.85)</b>	2.22

Results for the year arise entirely from continuing operations.

The accompanying notes 1 to 36 form an integral part of these Consolidated Financial Statements

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

**Consolidated Statement of Changes in Equity Attributable to Holders of Redeemable Ordinary Shares**  
**For the year ended 31 December 2022**

	Share Capital GBP	Share Premium GBP	Retained deficit GBP	Total Equity GBP
<b>1 January 2022</b>	-	-	-	-
Transfer from Net Assets Attributable to Holders of Redeemable Ordinary Shares	3,863	49,945,300	(36,863,639)	<b>13,085,524</b>
Loss for the year	-	-	(4,963,463)	<b>(4,963,463)</b>
Other comprehensive income - exchange differences arising on translation of foreign operations	-	-	504,821	<b>504,821</b>
<b>31 December 2022</b>	<b>3,863</b>	<b>49,945,300</b>	<b>(41,322,281)</b>	<b>8,626,882</b>
<b>Note</b>	<b>25</b>	<b>25</b>		<b>25</b>

**Consolidated Statement of Change in Net Assets Attributable to Holders of Redeemable Ordinary Shares**  
**For the year ended 31 December 2021**

	Year ended 31 December 2022 GBP	Year ended 31 December 2021 GBP
<b>Net assets attributable to the holders of Redeemable Ordinary Shares at the beginning of the year</b>	<b>13,085,524</b>	13,228,594
Transfer to Equity Attributable to Holders of Redeemable Ordinary Shares	<b>(13,085,524)</b>	-
Profit for the year	-	859,230
Other comprehensive income - exchange differences arising on translation of foreign operations	-	(1,002,300)
<b>Total comprehensive loss for the year attributable to holders of Redeemable Ordinary Shares</b>	<b>-</b>	<b>(143,070)</b>
<b>Net assets attributable to the holders of Redeemable Ordinary Shares at the end of the year</b>	<b>-</b>	<b>13,085,524</b>

**Consolidated Statement of Change in Net Assets Attributable to Holders of Redeemable Preference Shares**  
**For the year ended 31 December 2022**

	Year ended 31 December 2022 GBP	Year ended 31 December 2022 GBP
<b>Net assets attributable to the holders of Redeemable Preference Shares at the beginning of the year</b>	<b>-</b>	-
Preference Shares issued during the year	<b>2,000,000</b>	-
Finance costs: Redeemable Preference Shares financial return entitlement	<b>3,000,000</b>	-
<b>Net assets attributable to the holders of Redeemable Preference Shares at the end of the year</b>	<b>5,000,000</b>	-

The accompanying notes 1 to 36 form an integral part of these Consolidated Financial Statements.

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

**Consolidated Statement of Cash Flows**  
**For the year ended 31 December 2022**

	Notes	Year ended 31 December 2022 GBP	Year ended 31 December 2021 GBP
<b>(Loss) / Profit for the year after tax from continuing operations</b>		<b>(4,963,463)</b>	859,230
Adjustments for:			
Unrealised gain on investment property		<b>(181,042)</b>	(2,025,641)
Realised loss on the disposal of investment property	18b	<b>250,381</b>	2,800
Gain on derivative financial liability		-	(25,647)
Movement in deferred income		<b>(26,309)</b>	(209,380)
Redeemable preference shares financial return entitlement	25	<b>3,000,000</b>	-
Loan and bank interest paid		<b>734,420</b>	285,392
Amortisation of loan arrangement costs		<b>225,852</b>	29,660
Movement in deferred tax	17	<b>(153,864)</b>	(32,441)
Unrealised loss of other foreign currency transactions		<b>92,081</b>	-
Gain on other foreign currency transactions		<b>(118,049)</b>	(85,107)
Operating cash flows before movements in working capital		<b>(1,139,993)</b>	(1,201,134)
<b>Working capital:</b>			
Movement in trade and other receivables		<b>3,254</b>	159,530
Movement in trade and other payables		<b>123,495</b>	(992,878)
<b>Net cash used in operating activities</b>		<b>(1,013,244)</b>	(2,034,482)
<b>Investment activities</b>			
Advances in relation to investment property	19	-	(549,261)
Property under development - additions	18a	<b>(107,961)</b>	(464,052)
Completed investment property - additions	18b	<b>(1,479)</b>	-
Proceeds from sales of investment properties (completed and held for sale)	18b	<b>2,513,229</b>	4,126,772
<b>Net cash generated from investment activities</b>		<b>2,403,789</b>	3,113,459
<b>Financing activities</b>			
Loan interest paid	29	<b>(671,319)</b>	(244,391)
Loan arrangement costs	29	<b>(165,624)</b>	(266,546)
New loans obtained	29	<b>1,700,000</b>	1,925,000
Bank loans repaid	29	<b>(2,748,777)</b>	(3,044,254)
Redeemable Preference Shares issued	25	<b>2,000,000</b>	-
<b>Net cash generated from/ (used in) financing activities</b>		<b>114,280</b>	(1,630,191)
Net increase / (decrease) in cash and cash equivalents		<b>1,504,825</b>	(551,214)
Cash and cash equivalents at the beginning of the year		<b>293,423</b>	1,011,334
Effects of foreign exchange rate changes		<b>52,105</b>	(166,697)
<b>Cash and cash equivalents at the end of the year</b>	23	<b>1,850,353</b>	293,423

The accompanying notes 1 to 36 form an integral part of these Consolidated Financial Statements.



**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

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**Notes to the Consolidated Financial Statements**  
**For the year ended 31 December 2022**

**1 CORPORATE INFORMATION**

City Living PCC Limited is a Protected Cell Company in accordance with the provisions of the Companies (Guernsey) Law, 2008 as amended (the "Companies Law") incorporated in Guernsey. City Living PCC Limited (the Company or the "Fund") changed its name from City Life PCC Limited with effect from 4 November 2019. The address of the registered office is shown on page 1.

The assets of the Company can be either cellular assets or non-cellular assets. The assets attributable to a cell comprise assets represented by the proceeds of cell share capital, reserves and any other assets attributable to that cell. The non-cellular assets comprise the assets of the Company which are not cellular assets. Where a liability arises from a transaction in respect of a particular cell, and there are insufficient assets within this cell, there will be no recourse to the assets of any other cell, or the non-cellular assets.

The Company has one Cell, The Poland Geared Growth Cell (the "Cell"). The Cell provides a listed, debt-geared, diversified exposure to the Polish residential and commercial property markets through the acquisition of property in Poland's cities with the investment objective of generating rental income and long-term capital growth.

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Consolidated Financial Statements (the "Financial Statements") have been prepared for the Company, being the Core and the Cell, and the Cell's subsidiaries (together with the Cell, known as the "Group") and have been prepared on the historical cost basis, except for investment property and derivative financial instrument which are carried at fair value, and non-current assets classified as held for sale which is carried at the lower of fair value less costs to sell and the carrying amount.

**2.1 Basis of preparation**

The Financial Statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS") which comprise standards and interpretations issued by the International Accounting Standards Board ("IASB"), and International Accounting Standards and Standing Interpretations approved by the IFRS Interpretations Committee that remain in effect and to the extent, they have been adopted by the European Union ("EU").

The preparation of Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the Group's accounting policies.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and underlying assumptions are reviewed on an ongoing basis.

Judgements made by management in the application of IFRS that have a significant effect on the Financial Statements and estimates with a significant risk of material adjustment in the next year are disclosed in note 3.

Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision only affects that year, or in the year of the revision and future years if the revision affects both current and future years.

**2.2 Going concern**

The Directors consider that the going concern basis is appropriate for the Group and as such these Financial Statements have been prepared on this basis.

The Directors have prepared a cash flow forecast for the Group for a period of 12 months from signing these Consolidated Financial Statements.

The Group's principal source of operating revenue is rental income from residential property units in the major cities of Poland (over 50% in Warsaw) and sales of development assets. The Group's principal outgoings are operating costs of the residential property units, development costs of new units, servicing of bank debt and costs incurred in running the Group. If cash resources are insufficient to cover all outgoings, then individual units are sold to cover any shortfall, as proved historically. As a capital growth fund, the Group aims to make a return through growth in the value of the underlying property assets rather than through excess revenue over outgoings and asset sales of individual units form part of the normal course of business.

During 2022, the Group serviced maturing loans through a combination of raising new loans within Guernsey and limited asset sales from the Polish property portfolio, before eventually raising £2m of Preference Share capital in December 2022.

In addition to the £2m of Redeemable Preference Shares issued, the Group is finalising the restructuring of the Guernsey loans with a new lender on a slightly lower rate of interest.

The Directors, therefore, believe that there are currently no material uncertainties in relation to the Group's ability to continue for a period of at least 12 months from the date of signing these Financial Statements.

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

**Notes to the Consolidated Financial Statements**  
**For the year ended 31 December 2022 (continued)**

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.3 Changes in accounting policies and disclosures**

**Application of new and revised IFRS**

Management have assessed all new standards and amendments to standards and interpretations that are effective for annual periods after 1 January 2022 and have deemed none to be material to the Group.

**New and revised IFRS in issue but not yet effective**

There are no new standards issued but not yet effective that are expected to have a material effect on the Group.

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all years presented unless otherwise stated.

**2.4 Consolidation**

The Consolidated Financial Statements incorporate the financial statements of the Company, the Cell and entities controlled by the Cell (its subsidiaries) prepared for the year ended 31 December 2022. The Group controls an entity when the Group is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the acquisition date.

All of the Group companies have 31 December as their year-end. Financial Statements are prepared using uniform accounting policies for similar transactions.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Where necessary, accounting policies of subsidiaries are changed to ensure consistency of accounting policies across the Group.

Details of the subsidiary undertakings which the Company held as at 31 December 2022 are as follows:

<b>Name</b>	<b>Direct or holding</b>	<b>Country of or domicile</b>	<b>Principal activity</b>	<b>Proportion of shares and voting rights held</b>
City Living Luxembourg Sàrl	Direct	Luxembourg	Investment holding	100%
City Living Polska FIZAN	Indirect	Poland	Investment fund	100%
City Living Polska Sp. z o.o	Direct	Poland	Management Company	100%
City Living Development Polska Sp. z o.o	Direct	Poland	Management Company	100%
OLH II Sp. z o.o	Direct	Poland	Management Company	100%
City Living Polska 3 Sp. z o.o	Indirect	Poland	Property investment	100%
City Living Polska Development 3 Sp z o.o	Indirect	Poland	Property investment	100%
OLH II Sp. z o.o SKA 3	Indirect	Poland	Property investment	100%
OLH II Sp. z o.o SKA 4	Indirect	Poland	Property investment	100%
City Living Polska Sp. z o.o SKA 5	Indirect	Poland	Property investment	100%
City Living Polska Sp. z o.o SKA 6	Indirect	Poland	Property investment	100%
City Living Polska Development Sp. z o.o SKA 2	Indirect	Poland	Property investment	100%

During the year ended 31 December 2022, the following two mergers have been completed and registered with the courts:

Merger 1: Receiving entity was City Living Polska Development 3 Sp z o.o; entities merged into this were City Living Polska Development 1 SKA and City Living Polska Development 4 SKA.

Merger 2: Receiving entity was City Living Polska 3 Sp z o.o; entities merged into this were: City Living Polska 2 Sp z o.o 1 SKA, City Living Polska 2 SKA and City Living Polska Sp z o.o 1 SKA.

The elimination of five Polish entities by means of the merger is expected to result in further cost savings for the Company.

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

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**Notes to the Consolidated Financial Statements**  
**For the year ended 31 December 2022 (continued)**

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.5 Segment reporting**

The Chief Operating Decision Maker, which is the Board, is of the opinion that the Group is engaged in a single segment of business, through its investment in its Subsidiaries, being investments in residential and commercial properties in Poland, with the aim of generating rental income and long-term capital growth. The financial information used by the Chief Operating Decision Maker to manage the Group presents the business as a single segment. Segment information is measured on the same basis as that used in the preparation of the Group's Financial Statements.

The Company receives no revenues from external customers. Other than the Subsidiaries, which are Luxembourg and Polish companies, the Company holds no non-current assets in any geographical area other than Guernsey.

**2.6 Foreign currency translation**

**(a) Functional and presentation currency**

Items included in the financial statements of each of the Group entities are measured in the currency of the primary economic environment in which the entity operates (the "functional currency"). The Financial Statements are presented in Sterling ("GBP") which is also the Group's functional currency. Transactions denominated in foreign currencies are translated into GBP at the rate of exchange ruling at the date of the transaction. The functional currency of all the subsidiaries is Polish Zloty ("PLN").

**(b) Foreign exchange**

Monetary assets and liabilities are translated into GBP at the rate of exchange ruling on the last day of the Group's financial period. Foreign currency transactions are translated at the rate of exchange ruling on the date of the transaction. Foreign exchange differences arising on translation are recognised in the Consolidated Statement of Comprehensive Income. Hedge accounting is not used.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

On consolidation the Financial Statements of foreign subsidiaries whose functional currency is not GBP are translated into GBP as follows: statement of financial position items are translated into GBP at the period end exchange rate; statement of income items are translated into GBP at the exchange rates applicable at the transaction dates or at the average exchange rates for the reporting period, as long as this is not rendered inappropriate as a basis for translation by major fluctuations in the exchange rate during the period; unrealised gains and losses arising from the translation of the Financial Statements of foreign subsidiaries are recorded under "Translation adjustment on foreign operations" in other comprehensive income to be reclassified to income. The cumulative gains and losses arising from the translation of the financial statements of foreign subsidiaries are reclassified to profit and loss on disposal or liquidation of foreign subsidiaries. The gains and losses on consolidation have no effect on the value of the underlying assets allocated to the individual Cell.

**2.7 Rental Income**

Rental income arising on investment properties is accounted for in profit or loss on a straight-line basis over the lease term, as adjusted for the following:

- Any rental income from fixed and minimum guaranteed rent review uplifts is recognised on a straight-line basis over the lease term;
- Lease incentives are spread evenly over the lease term, even if payments are not made on such a basis. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Directors are reasonably certain that the tenant will exercise that option.

Contingent rents, such as those arising from indexed-linked rent uplifts or market-based rent reviews, are recognised in the period in which they are earned.

Rental income is invoiced in advance with that element of invoiced rental income that relates to a future period being included within deferred rental income in the consolidated statement of financial position.

**2.8 Other income**

Other income in respect of other refunds and deferred other income is recognised in the profit or loss on an accruals basis.

**2.9 Expenses**

Expenses are recognised in the profit or loss on an accruals basis.

**2.10 Financial return entitlement to holders of redeemable preference shares**

Holders of redeemable preference shares are entitled to a 250% financial return and this is therefore required to be recognised in the Consolidated Statement of Comprehensive Income as finance costs (whether or not actually paid) in the period to which they relate. Refer to note 25 for more detail on financial return entitlement payable to holders of redeemable preference shares.

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

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**Notes to the Consolidated Financial Statements**  
**For the year ended 31 December 2022 (continued)**

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.11 Taxation**

The Cell has applied for and gained tax exempt status in Guernsey. Current tax arising in jurisdictions other than Guernsey is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantially enacted. The Cell has subsidiary undertakings in Luxembourg and Poland.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because it excludes items of income and expense that are taxable or deductible in other periods or that are never taxable or deductible.

Deferred tax is the tax arising on differences in the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each year end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited in the Consolidated Statement of Comprehensive Income.

**2.12 Cash advances on investment properties**

Properties in the course of construction for future rent, over which the Group does not yet hold title to, are accounted for as Advances Related to Investment Property, until the date that title passes to the Group, at which point they will become Investment Property and will be carried on the same basis as other Investment Property assets.

Cash advances on investment properties are carried at amortised cost, less any recognised impairment loss. Cost comprises all cash advances provided to the developers of each property project.

The Group has appointed WBP Doradztwo Nieruchomości, Acons, SGA Consulting and Home Consulting, as property valuers, to prepare valuations on a quarterly basis for the properties and developments held and these are used to ensure that any impairment is accounted for in advances on investment property.

An impairment review is undertaken on the advances on investment property by the Directors on a quarterly basis.

**2.13 Investment property**

Investment property comprises completed property and property under construction or re-development that is held to earn rentals or for capital appreciation or both.

- (i) Completed Investment Properties - Properties which are fully developed, for which title is held and which are currently, or are ready to, earn rental income. These properties are valued on a market value basis. The valuation basis used are the open market comparison approach and the income approach.
- (ii) Investment Property Under Development - Investment properties in the early stages of development are valued based on completed properties' market prices adjusted for future development costs reflecting the stage of completion. The advances for property where only land has been acquired are valued based on the market price for the land plots.

Investment property is initially measured at cost and subsequently at fair value, based on professional valuations, with any change therein recognised in profit or loss.

Costs include expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use.

Investment property is derecognised when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal.

Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss in the period in which they arise (see note 18 for further details).

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**Notes to the Consolidated Financial Statements**  
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**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.14 Non-current assets held for sale**

Non-current assets held for sale - Completed investment properties are transferred to and classified as non-current assets held for sale when it is expected that the carrying amount will be recovered principally through sale rather than from continuing use and the Directors have announced to the market they intend to sell the property and in line with the requirements of IFRS 5, 'Non-current assets held for sale and discontinued operations' as set out below:

- The asset is available for immediate sale;
- The terms of asset sale must be usual and customary for sales of such assets;
- The sale must be highly probable;
- Management is committed to a plan to sell the asset;
- The asset must be actively marketed for a sale at a reasonable price in relation to its current fair value;
- The sale is expected to be completed within one year from classification date; and
- Sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance in accordance with IAS 16, 'Property, Plant and Equipment';

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately as current items in the Consolidated Statement of Financial Position. On re-classification, investment property that is measured at fair value continues to be so measured in accordance with IAS 40 'Investment Property'.

**2.15 Financial Instruments**

A financial instrument is recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are derecognised if the Group's obligations, specified in the contract, expire or are discharged or cancelled. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire, are extinguished, or if the Group transfers the financial assets to a third party and transfers all the risks and rewards of ownership of the asset, or if the Group does not retain control of the asset and transfers substantially all the risk and rewards of ownership of the asset.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at:

- Amortised cost;
- Fair value through other comprehensive income ("FVOCI"); or
- Fair value through profit or loss ("FVTPL").

The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The Group only has financial assets that are classified as amortised cost.

**i) Financial assets held at amortised cost**

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. These assets are subsequently measured at amortised cost using the effective interest method. The effective interest method calculates the amortised cost of financial instruments and allocates the interest over the life of the instrument using the effective interest rate.

The Group's financial assets held at amortised cost include trade and other receivables and cash and cash equivalents.

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets held at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**ii) Financial liabilities held at amortised cost**

Financial liabilities consist of net assets attributable to holders of redeemable preference shares, payables and borrowings. The classification of financial liabilities at initial recognition depends on the purpose for which the financial liability was issued and its characteristics. All financial liabilities are initially measured at fair value, net of transaction costs. All financial liabilities are recorded on the date on which the Group becomes party to the contractual requirements of the financial liability. Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

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

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

**iii) Redeemable Preference Shares**

Redeemable Preference are required to be shown as liabilities as there is no right or entitlement to the shares that allows them to be redeemed or repurchased at the option of the investor.

The liabilities arising from the Redeemable Preference Shares are carried at the redemption amount, being the capital portion plus the envisaged 250% financial return entitlement.

For the purpose of calculating the net assets attributable to Redeemable Preference Shareholders in accordance with the Cell redemption requirement, the Cell assets and liabilities are valued at a single price.

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**Notes to the Consolidated Financial Statements**  
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**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.16 Cash and cash equivalents**

Cash and cash equivalents are defined as cash in hand and short-term deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

**2.17 Management Shares**

The two Management Shares are non-redeemable and classified as equity.

**2.18 Nominal Shares**

The Nominal Shares are non-redeemable and classified as equity.

**2.19 Redeemable Ordinary Shares**

As a result of the Fund converting from an open-ended scheme to a closed-ended scheme, the Redeemable Ordinary Shares are now only redeemable at the option of the issuer and as such have been classified as equity from the year ended 31 December 2022 onwards.

**3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision only affects that year, or in the year of the revision and future years if the revision affects both current and future years. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

**3.1 Completed investment property and investment property under development**

The Cell and/or relevant real estate owning company (as appropriate) engages the services of WBP Doradztwo Nieruchomości, Acons, SGA Consulting and Home Consulting to assist in their assessment of the fair values of investment properties. All properties and developments are revalued on a quarterly basis by appropriately qualified, independent valuers. Valuations are prepared in accordance with the approved Appraisal and Valuation Standards. The valuation bases used are the open market comparison approach and the income approach. Any assumptions made by the valuer are reviewed by Cell and/or relevant real estate owning company (as appropriate) for their reasonableness. See note 21 for further details of factors which the valuer takes into consideration during the valuation process.

**3.2 Advances on investment property**

The Group's main activity is the purchase of "off-plan" apartments and their subsequent rental as well as the development of land plots acquired by the Fund for a mix of sales and/or rental purposes. Such sales are undertaken primarily to repay construction debt and other related debt. The Group continually reviews the net realisable value of its advances on investment properties against the cumulative costs that are held on its Consolidated Statement of Financial Position. WBP Doradztwo Nieruchomości, Acons, SGA consulting and Home Consulting have been appointed as the valuation agents to assess the fair value of the properties on a quarterly basis.

**3.3 VAT recoverability**

Regulations regarding VAT are subject to frequent changes. These changes can result in differences in opinion regarding the legal interpretation of tax regulations both between government bodies, and between government bodies and companies. Tax may be subject to inspection by administrative bodies authorised to impose high penalties and fines, and any additional taxation liabilities calculated as a result must be paid together with high interest. The above circumstances mean that tax exposure is significantly greater in countries that have a less established taxation system. Tax settlements may become subject to inspection by tax authorities within a period of five years. Accordingly, the amounts shown in the Financial Statements may change at a later date as a result of the final decision of the tax authorities.

**3.4 Income and deferred tax**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. Where the final outcome of these provisions is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made. See note 17 for further details.

**3.5 Estimation of net realisable value for non-current assets held for sale**

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Fair value less costs to sell is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Group, based on comparable transactions identified by the Group and using valuation models such as discounted cash flows where relevant.

On re-classification, completed investment property and investment property under development that is measured at fair value continues to be so measured in accordance with IAS 40 'Investment Property' as per 3.1 above.

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**4 CO-DISTRIBUTOR'S FEE AND PROMOTER'S FEE**

The Co-distributor's fee is calculated as 0.5% of the subscription proceeds of the Cell, only where a Co-distributor has been appointed. During the year under review, no Co-distributor had been appointed.

For new subscriptions, a Promoter's fee of 0.5% is payable to Tarizzo Limited. If a co-promoter is appointed, the fee may increase by up to 0.85% of new subscriptions, such an additional amount up to 0.85% being due to the co-promoter. The Promoter's fee is payable by the Cell in the month following the relevant dealing date. A promoter's fee of 1.3% is also payable on all gearing loans and all funding from any other source, once committed but not necessarily draw down. Such fees are shared between Tarizzo Limited (0.3%) and the party introducing such funding which may or may not be Tarizzo Limited (1%), if any. For the year ended 31 December 2022, Tarizzo Limited was entitled to fees totalling GBP 22,100 (2021: GBP 29,488). A co-promoter has not been appointed during the year ended 31 December 2022.

**5 ADMINISTRATION FEES**

Under an Administration Agreement, the Administrator of the Cell is entitled to receive an annual administration fee from the Cell at a rate as may be agreed in writing from time to time between the Group and the Administrator. The fee is 0.2% per annum (2021: 0.2% per annum) of the NAV of the Fund up to GBP 50 million decreasing to 0.15% per annum (2021: 0.15% per annum) of the NAV of the Fund above GBP 50 million, subject to a minimum fee during the year of GBP 129,352 (2021: GBP 123,900) per annum plus disbursements. The above ongoing fees are subject to annual review and a minimum increase by the latest published Retail Price Index ("RPI") in Guernsey upon the anniversary date of the Administration Agreement. During the year JTC Fund Solutions (Guernsey) Limited received fees of GBP 146,296 (2021: GBP 124,252) of which GBP 18,244 is outstanding as at 31 December 2022 (2021: GBP 61,950). Included in the GBP 146,296 are additional transaction related fees.

The Administrator in Luxembourg is JTC Signes S.a.r.l who is entitled to receive GBP 27,600 (2021: GBP 27,600) per annum, payable quarterly in advance, excluding VAT and out-of-pocket expenses, but including Directors fees. During the year JTC Signes S.a.r.l received fees of GBP 28,420 (2021: GBP 28,445) of which GBP nil was outstanding as at 31 December 2022 (2021: GBP nil).

For the year ended 31 December 2022, the total administration fees amounted to GBP 174,716 (2021: GBP 152,697). As at 31 December 2022, a total amount of GBP 45,823 is outstanding (2021: GBP 77,562).

The administrators are paid quarterly in arrears, except for JTC Signes S.a.r.l, as described above.

**6 MANAGEMENT FEES**

Tarizzo Limited, Skarbiec TFI S.A., who is the Fund Manager (Poland), and Skarbiec Holding S.A, the Polish Administrator, are entitled to receive payment of a management fee at a percentage of the Gross Asset Value ("GAV") of the Cell per quarter, calculated as at each dealing date. The management fee is split as follows:

	<b>If GAV is less than GBP 30 Million</b>	<b>If GAV is greater than GBP 30 Million</b>
Tarizzo Limited	0.19% of the GAV	0.21% of the GAV
Administrator / Fund Manager (Poland)	0.55% of the GAV	0.45% of the GAV

The management fee is subject to a minimum of GBP 150,000 per annum. For the year ended 31 December 2022, the total management fees amounted to GBP 258,228 (2021: GBP 230,291) of which GBP 131,736 is outstanding as at 31 December 2022 (2021: GBP 46,379).

During the year Skarbiec received administration and management fees of GBP 110,118 (2021: GBP 113,805).

**7 PERFORMANCE FEES**

The Investment Adviser is incentivised to maximise the returns to investors through the potential for the payment by the Cell of a performance fee calculated as 7% of the annual increase (if any) in the published NAV per share of the Cell in excess of the previous High Water Mark Net Asset Value ("HWM NAV") per share of the Cell. The performance fee will be adjusted for all relevant subscriptions and redemptions of ordinary shares, and calculated as at 30 September each year, accrued and payable annually one month after the calculation date. Any accrued performance fee will also be calculated and deducted from any proceeds of the redemption of shares.

The 7% performance fee is shared as follows: 2% to Tarizzo Limited and 5% to the Investment Adviser. There was no performance fee due for the years ended 31 December 2022 and 2021.

**8 CUSTODIAN FEES**

Butterfield Bank (Guernsey) Limited ("the Custodian"), was appointed as the Custodian on 1 May 2013 and receives a fee at a rate of 0.075% of the NAV of the portfolio per annum, subject to a minimum fee of GBP 22,500 per annum. For the year ended 31 December 2022, custodian fees amounted to GBP 21,991 (2021: GBP 22,500) of which GBP 5,116 is outstanding as at 31 December 2022 (2021: GBP nil). The Fund converted from a Class B Scheme to an Authorised Closed-ended Scheme, under the Authorised Closed-ended Investment Schemes Rules and Guidance, 2021 on 22 December 2022. As a result, the services of the Custodian is no longer required and was terminated accordingly.

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**9 PROFESSIONAL FEES**

	<b>Year ended 31 December 2022 GBP</b>	Year ended 31 December 2021 GBP
Valuation fees	56,024	45,215
Legal fees	125,238	66,713
Other professional fees	186,986	85,860
	<b>368,248</b>	<b>197,788</b>

**10 DIRECTORS' FEES AND EXPENSES**

The Directors are remunerated at a rate of GBP 25,000 per director, per annum (2021: GBP 25,000 per director, per annum). As at 31 December 2022, GBP nil (2021: GBP nil) directors' fees are outstanding. Directors' remuneration for the year is as follows:

	<b>Year ended 31 December 2022 GBP</b>	Year ended 31 December 2021 GBP
Directors' fees paid from the Cell:		
P Duquemin	25,000	25,000
K Tarizzo	25,000	25,000
	<b>50,000</b>	<b>50,000</b>

**11 RENTAL INCOME**

	<b>Year ended 31 December 2022 GBP</b>	Year ended 31 December 2021 GBP
Total rental income	<b>702,840</b>	<b>635,954</b>

At the reporting date the Cell had contracted with tenants for the following future lease payments:

	<b>Year ended 31 December 2022 GBP</b>	Year ended 31 December 2021 GBP
Within 1 year	691,235	699,588
Between 1 and 5 years	2,101,852	2,558,896
After 5 years	66,761	93,821
Total	<b>2,859,848</b>	<b>3,352,305</b>

Lease terms typically range from a few months to 8 years.

**12 OTHER INCOME**

	<b>Year ended 31 December 2022 GBP</b>	Year ended 31 December 2021 GBP
Recoveries	21,092	43,539
Compensation for damages	-	4,403
Other income	6,315	3,730
	<b>27,407</b>	<b>51,672</b>



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**13 PROPERTY ADMINISTRATION COSTS**

	Year ended 31 December 2022 GBP	Year ended 31 December 2021 GBP
Repairs and maintenance	8,981	13,941
Refurbishment expenses	58,402	106,871
Sales, rental and management commissions	154,597	91,305
Parking fees	12,596	11,299
Energy consumption	10,086	14,407
Office rental	5,191	7,710
Heat energy consumption and water	2,307	420
	<b>252,160</b>	<b>245,953</b>

**14 OTHER EXPENSES**

	Year ended 31 December 2022 GBP	Year ended 31 December 2021 GBP
Audit fee	60,149	51,669
Advertising and printing	403	9,319
Insurance costs	31,443	38,672
Statutory fees	13,454	2,299
Bank charges	20,092	33,342
Irrecoverable VAT and other taxes	63,169	80,181
Consulting fees	36,978	50,000
Sundry expenses	131,660	19,982
	<b>357,348</b>	<b>285,464</b>

**15 FINANCE COSTS**

	Year ended 31 December 2022 GBP	Year ended 31 December 2021 GBP
Loan interest – Getin Noble Bank S.A.	1,532	11,698
Loan interest – Raiffeisen Bank International AG	74,394	121,113
Loan interest – Bank Zachodni WBK S.A.	116,919	85,633
Loan interest – BOS Bank	-	6,319
Loan interest – HNW 1	175,561	46,250
Loan interest – HNW 2	158,488	15,487
Loan interest – HNW 3	109,960	-
Loan interest – HNW 4	97,566	-
Amortisation of loan arrangement costs	225,852	28,552
	<b>960,272</b>	<b>315,052</b>

**16 BASIC AND DILUTED LOSS PER SHARE (IN PENCE)**

As there are no dilutive instruments outstanding, basic and dilutive profit per share are identical. The basic and diluted profit per Redeemable Ordinary Shares for the Cell is based on the loss for the year of GBP 4,963,463 (2021: profit GBP 859,230) and on 38,625,507.64 Redeemable Ordinary Shares (2021: 38,625,507.64), being the weighted average number of Redeemable Ordinary Shares in issue during the year.

**17 TAXATION**

The Group is a closed-ended investment scheme (2021: open-ended investment scheme) and is therefore eligible to claim exemption from taxation in Guernsey under the provisions of the Income Tax (Exempt Bodies) (Guernsey) Ordinance (Amendment), 1989. As such, the Group was only liable to pay a fixed annual fee, currently GBP 1,200.

Tax arises in Luxembourg in respect of the intermediate holding companies. This is limited to net wealth tax as losses were recognised for the period in those subsidiaries.

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**17 TAXATION (continued)**

The Cell's subsidiary, City Living Luxembourg S.à.r.l, a Group company domiciled in Luxembourg, will be liable for taxation in Luxembourg on any profits in relation to its investment in City Living Polska FIZAN to the extent that such profits are remitted to City Living PCC Limited. A proportion of such profits are subject to Luxembourg withholding tax, currently at a rate of 15%. For the year ended 31 December 2022 this taxation amounted to GBP nil (2021: GBP nil).

The components of the income tax expense for the years ended 31 December 2022 and 31 December 2021 are:

<b>Consolidated Statement of Comprehensive Income</b>	<b>2022 GBP</b>	<b>2021 GBP</b>
<b>Current tax:</b>		
Current income tax charge	-	-
<b>Deferred tax:</b>		
Temporary differences in recognition of future disposals of properties at fair value	<b>(153,864)</b>	<b>(32,441)</b>
<b>Income tax expense reported in the Statement of Comprehensive Income</b>	<b>(153,864)</b>	<b>(32,441)</b>

Reconciliation of tax expense and the (loss) / profit for the year multiplied by Guernsey's domestic tax rate for 2022 and 2021:

	<b>2022 GBP</b>	<b>2021 GBP</b>
(Loss) / profit for the year before tax from continuing operations	<b>(5,117,327)</b>	<b>826,789</b>
At Guernsey's statutory income tax rate of 0% (2021: 0%)	-	-
Tax effect of temporary differences on recognition of future disposals of properties at fair value:	<b>(153,864)</b>	<b>(32,441)</b>
Income tax benefit recognised in profit or loss	<b>(153,864)</b>	<b>(32,441)</b>

**Deferred taxation**

On 1 January 2014, a corporate income tax on limited joint stock partnerships of 19% was introduced in Poland. The Directors have therefore recognised a deferred tax liability on the tax which would be payable on future disposals of properties held at their fair values as at the reporting date. Deferred tax assets have been raised on temporary differences in the interest rate swap and the promissory notes.

	<b>Consolidated Statement of Financial Position</b>		<b>Consolidated Statement of Comprehensive Income</b>	
	<b>2022 GBP</b>	<b>2021 GBP</b>	<b>Year ended 31 December 2022 GBP</b>	<b>Year ended 31 December 2021 GBP</b>
<b>Deferred tax liability</b>				
Revaluation of investment property to fair value	<b>(167,386)</b>	<b>(321,250)</b>	<b>(153,864)</b>	<b>(32,441)</b>
<b>Net Deferred tax liability</b>	<b>(167,386)</b>	<b>(321,250)</b>	<b>(153,864)</b>	<b>(32,441)</b>

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**18 INVESTMENT PROPERTY**

	<b>2022</b>	<b>2021</b>
	<b>GBP</b>	<b>GBP</b>
<b><u>(a) Investment property - under development</u></b>		
Opening cost	<b>710,232</b>	3,679,400
Transfers to completed investment property (note 18b)	-	(3,345,326)
Transfers from advances related to investment property (note 19)	<b>549,561</b>	
Additions	<b>107,961</b>	464,052
Other Adjustments	-	82,177
Revaluation at year end foreign exchange rate	<b>23,148</b>	(170,071)
	<b>1,390,902</b>	710,232
Closing cost	<b>1,390,902</b>	710,232
Opening unrealised loss	<b>(164,335)</b>	(394,260)
Movement in unrealised loss	<b>7,018</b>	209,227
Other adjustments	<b>2,391</b>	
Revaluation at year end foreign exchange rate	<b>(5,355)</b>	20,698
	<b>(160,281)</b>	(164,335)
Closing unrealised loss	<b>(160,281)</b>	(164,335)
Fair value	<b>1,230,621</b>	545,897
<b>Property name</b>	<b>City</b>	
Szaserów	Szaserów	-
Spiska	Warsaw	545,897
Investment property - under development	<b>1,230,621</b>	545,897

	<b>2022</b>	<b>2021</b>
	<b>GBP</b>	<b>GBP</b>
<b><u>(b) Completed investment property</u></b>		
Opening cost	<b>16,816,699</b>	18,899,920
Transfers from investment property under development (note 18a)	-	3,345,326
Additions	<b>1,479</b>	-
Disposals proceeds	<b>(2,513,229)</b>	(4,126,772)
Realised loss	<b>(250,381)</b>	(2,800)
Other adjustments	-	(109,172)
Revaluation at year end foreign exchange rate	<b>438,479</b>	(1,189,803)
Closing cost	<b>14,493,047</b>	16,816,699
Opening unrealised gain	<b>1,833,116</b>	10,665
Movement in unrealised gain	<b>174,024</b>	1,816,414
Other adjustments	<b>(38,481)</b>	1,158
Revaluation at year end foreign exchange rate	<b>105,939</b>	4,879
Closing unrealised gain	<b>2,074,598</b>	1,833,116
Less: Non-current assets held for sale (see note 20)	<b>(922,143)</b>	(13,739)
Fair value	<b>15,645,502</b>	18,636,076

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**18 INVESTMENT PROPERTY (Continued)**

Direct expenses incurred in relation to the investment properties that generated rental income during the year were GBP 252,160 (2021: GBP 245,953) (see note 13).

The fair value of investment property, amounting to GBP 16,876,123 (2021: GBP 19,181,973), has been categorised as Level 3 fair value, based on the inputs to the valuation techniques used (see note 21).

As at 31 December 2022 and 31 December 2021, part of the Group's immovable property is held as security for bank loans (see note 28).

**19 ADVANCES RELATED TO INVESTMENT PROPERTY**

	<b>2022</b>	2021
	<b>GBP</b>	GBP
Opening cost	<b>549,561</b>	300
Additions	-	549,261
Transfers to investment property under development (note 18a)	<b>(549,561)</b>	
Revaluation at year end foreign exchange rate	-	-
Closing cost	-	549,561

The total fair value of all the properties in notes 18 and 19, excluding completed investment property in note 18b, is GBP 1,230,621 at 31 December 2022 (2021: GBP 545,897).

Advances related to Investment property are measured at amortised cost but fair value approximates the carrying amount stated above.

**20 NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE**

During the year ended 31 December 2022 the Group announced the intended sale of the following properties and is actively marketing them for sale:

Property name	City	<b>2022</b>		<b>2021</b>	
		<b>Headline Price</b>	<b>Assets</b>	<b>Headline Price</b>	<b>Assets</b>
		<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
ul. Płaskowickiej	Warsaw	<b>4,729</b>	<b>4,729</b>	4,580	4,580
Śląska / Bratnia	Warsaw	<b>9,458</b>	<b>9,458</b>	9,159	9,159
Jesionowa	Katowice	<b>226,989</b>	<b>226,989</b>	-	-
Platinum Towers	Warsaw	<b>680,967</b>	<b>680,967</b>	-	-
		<b>922,143</b>	<b>922,143</b>	13,739	13,739

As at 31 December 2022 no deposits are held for any of the assets held for resale (2021: GBP nil).

As at 31 December 2022 there are liabilities of GBP nil directly associated with the assets classified as held for resale (2021: GBP nil).

Assets sold during 2022 incurred a realised loss of GBP 250,381 (2021: GBP nil). Assets held for sale as at 31 December 2022 are expected to be sold during the course of 2023.

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**21 FAIR VALUE OF ASSETS AND LIABILITIES**

**Fair value hierarchy**

IFRS 13 "Fair Value Measurement" requires disclosures relating to fair value measurements using a three-level fair value hierarchy. The level within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement. Assessing the significance of a particular input requires judgement, considering factors specific to the asset or liability. The following table shows investment properties recognised at fair value, categorised between those whose fair value is based on:

- (a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- (b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- (c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. The determination of what constitutes 'observable' requires significant judgement by the Group. The Group considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table shows how financial assets and non-financial assets measured at fair value are classified as per the fair value hierarchy as at 31 December 2022 and 2021:

<b>As at 31 December 2022</b>	<b>Level 1 GBP</b>	<b>Level 2 GBP</b>	<b>Level 3 GBP</b>	<b>Total GBP</b>
Investment property - under development	-	-	1,230,621	1,230,621
Completed investment property	-	-	15,645,502	15,645,502
	-	-	16,876,123	16,876,123

  

<b>As at 31 December 2021</b>	<b>Level 1 GBP</b>	<b>Level 2 GBP</b>	<b>Level 3 GBP</b>	<b>Total GBP</b>
Investment property - under development	-	-	545,897	545,897
Completed investment property	-	-	18,636,076	18,636,076
Derivative financial liability	-	29,970	-	29,970
	-	29,970	19,181,973	19,211,943

**Valuation techniques**

**Investment property - under development**

The fair value of investment property is determined by WBP Doradztwo Nieruchomości, Acons, SGA Consulting and Home Consulting using recognised valuation techniques. Investment property under development is valued using market comparable data (price per square metre) adjusted for future development costs reflecting the stage of completion. The valuation technique used has not changed from the prior year. The fair value of investment property under development is included within Level 3.

**Completed investment property**

The fair value of completed investment property is determined by WBP Doradztwo Nieruchomości, Acons, SGA Consulting and Home Consulting using recognised valuation techniques. Completed investment property is valued using market comparable data (price per square metre). The valuation technique used has not changed from the prior year. The fair value of completed investment property under development is included within Level 3.

**Assets classified as held for sale**

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. The fair value of assets classified as held for sale is determined by WBP Doradztwo Nieruchomości, Acons, SGA Consulting and Home Consulting using recognised valuation techniques. Assets classified as held for sale are valued using market comparable data (price per square metre). The valuation technique used has not changed from the prior year. The fair value of assets classified as held for sale is included within Level 3.

**Interest rate swap**

The interest rate swap in the prior year was valued by reference to third party quotes and is therefore included within level 2.

**Valuation process for Level 3 valuations**

Valuations are the responsibility of the Board of Directors.

The Investment Adviser engages the services of WBP Doradztwo Nieruchomości, Acons, SGA Consulting and Home Consulting for the Cell to assist in their assessment of the fair values of investment properties. All properties and developments are revalued on a quarterly basis by appropriately qualified, independent valuers. Valuations are prepared in accordance with the approved Appraisal and Valuation Standards. The valuation bases used are the open market comparison and the market income approaches. Any assumptions made by the valuer are reviewed by the Cell and/or the Designated Administrator (as appropriate) for their reasonableness.

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**21 FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)**

**Quantitative information of significant unobservable inputs - Level 3**

The following table details the valuation techniques and unobservable inputs made in determining the Level 3 valuations:

<b>As at 31 December 2022</b>	<b>2022 GBP</b>	<b>Valuation technique</b>	<b>Unobservable inputs</b>	<b>Range</b>
Investment property - under development	<b>1,230,621</b>	<b>market comparable data</b>	<b>price per square metre</b>	<b>12,041-18,925 zł/m2</b>
Completed investment property	<b>15,645,502</b>	<b>market comparable data</b>	<b>price per square metre</b>	<b>5,072-28,114 zł/m2</b>
Assets classified as held for sale	<b>922,143</b>	<b>market comparable data</b>	<b>price per square Metre</b>	<b>10,000-101,055 zł/ parking space</b>
<b>As at 31 December 2021</b>	<b>2021 GBP</b>	<b>Valuation technique</b>	<b>Unobservable inputs</b>	<b>Range</b>
Investment property - under development	545,897	market comparable data	price per square metre	7,900-9,600 zł/m2
Completed investment property	18,636,076	market comparable data	price per square metre	4,699-24,691 zł/m2
Assets classified as held for sale	13,739	market comparable data	price per square metre	6,890-23,856 zł/ parking space

Under the market comparable method, a property's fair value is estimated based on comparable transactions.

**Sensitivity analysis to significant changes in unobservable inputs within Level hierarchy\***

The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31 December 2022 and 31 December 2021 are as shown below:

<b>31 December 2022</b>			<b>Increase / Decrease on Fair value GBP</b>
<b>Description</b>	<b>Input</b>	<b>Sensitivity Used</b>	
Investment property - under development	<b>price per sqm</b>	<b>10%</b>	123,062
Completed investment property	<b>price per sqm</b>	<b>10%</b>	1,564,550
Assets classified as held for sale	<b>price per sqm</b>	<b>10%</b>	92,214
<b>31 December 2021</b>			<b>Increase / Decrease on Fair value GBP</b>
<b>Description</b>	<b>Input</b>	<b>Sensitivity Used</b>	
Investment property - under development	price per sqm	10%	54,590
Completed investment property	price per sqm	10%	1,863,608
Assets classified as held for sale	price per sqm	10%	1,371

\* The sensitivity analysis refers to a percentage amount added or deducted from the input and the effect this has on the fair value.

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**21 FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)**

**Level 3 reconciliation**

The Directors have re-assessed the investment properties valued at fair value for the year ended 31 December 2022 and have determined that the level classification during the year is an accurate representation of the investment properties and consequently, no transfers between levels of the fair value hierarchy are deemed to have occurred from the beginning to the end of the reporting period. The following table shows a reconciliation of all movements in the fair value of investment properties categorised within Level 3 between the beginning and the end of the reporting period:

	Property under development GBP	Completed investment property GBP	Assets classified as held for sale GBP	Total GBP
<b>2022</b>				
Balance at 1 January 2022	545,897	18,636,076	13,739	19,195,712
Total gains and (losses):				
-realised	-	(250,381)	-	(250,381)
-unrealised from fair value adjustments	7,018	174,024	-	181,042
-other adjustments	2,391	-	-	2,391
-currency translation difference in OCI	17,793	544,418	-	562,211
Purchases at cost	107,961	1,479	-	109,440
Sales – proceeds	-	(2,513,229)	-	(2,513,229)
Other adjustments	-	(38,929)	448	(38,481)
Assets classified as held for sale	-	(907,956)	907,956	-
Transfers from property advances	549,561	-	-	549,561
Balance at 31 December 2022	1,230,621	15,645,502	922,143	17,798,266
<b>2021</b>				
Balance at 1 January 2021	3,285,140	18,886,043	24,542	22,195,725
Total gains and (losses):				
-realised	-	(2,800)	-	(2,800)
-unrealised from fair value adjustments	209,227	1,816,414	-	2,025,641
-currency translation difference in OCI	(149,373)	(1,184,924)	-	(1,334,297)
Purchases at cost	464,052	-	-	464,052
Sales – proceeds	-	(4,126,772)	-	(4,126,772)
Other adjustments	82,177	(97,211)	(10,803)	(25,837)
Transfers (to)/from assets held for sale	(3,345,326)	3,345,326	-	-
Balance at 31 December 2021	545,897	18,636,076	13,739	19,195,712

**22 TRADE AND OTHER RECEIVABLES**

	2022 GBP	2021 GBP
VAT receivable	52,219	7,479
Prepayments	46,716	16,864
Sundry debtors	131,559	209,405
Total due in less than one year	230,494	233,748

It was assessed that all of the receivables are expected to be recovered. There are no differences between the carrying values and their fair values.

**23 CASH AND CASH EQUIVALENTS**

	2022 GBP	2021 GBP
Cash at bank	1,850,353	293,423
	1,850,353	293,423

The Group's cash and cash equivalents comprise cash in bank. The listing above reconciles the cash and cash equivalents as shown in the consolidated statement of financial position and the consolidated statement of cash flows.

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**24 TRADE AND OTHER PAYABLES**

	<b>2022 GBP</b>	<b>2021 GBP</b>
Legal cost	<b>132,356</b>	8,638
Administration fee payable	<b>53,759</b>	47,999
Accounting fee payable	<b>7,240</b>	8,918
Property administration costs payable	<b>1,248</b>	1,803
Management fee payable	<b>131,736</b>	46,379
Advances payable	<b>45,823</b>	77,562
Income tax	<b>1,483</b>	8,711
Audit fee payable	<b>55,007</b>	49,802
Sundry creditors	<b>239,527</b>	115,151
Total due in less than one year	<b>668,179</b>	364,963
Vat provision - due in greater than one year*	-	(6,087)
Sundry creditors - due in greater than one year	<b>135,442</b>	321,250
Total due in greater than one year	<b>135,442</b>	315,163
	<b>803,621</b>	680,126

It was assessed that all of the remaining payables are expected to be paid. There are no differences between the carrying values and their fair values.

**25 SHARE CAPITAL AND PREMIUM**

***City Living PCC Limited***

**Authorised share capital**

Management Shares of £0.0001 par value  
Redeemable Preference and Ordinary Shares of £0.0001 par value

<b>Company 2022 Shares</b>	<b>Company 2021 Shares</b>	<b>Company 2022 GBP</b>	<b>Company 2021 GBP</b>
<b>100</b>	100	-	-
<b>500,999,900</b>	500,999,900	<b>50,100</b>	50,100
<b>501,000,000</b>	501,000,000	<b>50,100</b>	50,100

**Issued and fully paid**

**Redeemable Ordinary Shares**

Opening Balance  
Issued during the year  
Redeemed during the year

<b>Cell 2022 Shares</b>	<b>Cell 2021 Shares</b>	<b>Cell 2022 GBP</b>	<b>Cell 2021 GBP</b>
<b>38,625,508</b>	38,625,508	<b>3,863</b>	3,863
-	-	-	-
-	-	-	-
<b>38,625,508</b>	38,625,508	<b>3,863</b>	3,863

Closing Balance

**Non cellular Shares**

Management Shares issued and fully paid  
2 shares of £0.0001 par value

<b>2</b>	2	-	-
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**Share premium**

Opening Balance  
Issued during the year  
Redeemed during the year

<b>Cell 2022 GBP</b>	<b>Cell 2021 GBP</b>
<b>49,945,300</b>	49,945,300
-	-
-	-
<b>49,945,300</b>	49,945,300

Closing Balance

**Nominal Shares**

Opening Balance  
Issued during the year  
Redeemed during the year

<b>Cell 2022 Shares</b>	<b>Cell 2021 Shares</b>	<b>Cell 2022 GBP</b>	<b>Cell 2021 GBP</b>
<b>6,239,543</b>	6,239,543	<b>624</b>	624
-	-	-	-
-	-	-	-
<b>6,239,543</b>	6,239,543	<b>624</b>	624

Net Position



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**25 SHARE CAPITAL AND PREMIUM (CONTINUED)**

**Management Shares**

The Management Shares have been created so that Redeemable Ordinary Shares may be issued. The Management Shares are not redeemable, carry one vote each and do not carry any right to dividends. Assets not attributable to the Cell, will constitute the non-cellular assets of the Cell for the purposes of the Company. In any winding-up the surplus of non-cellular assets shall be distributed among the holders of Management Shares pro rata to their respective holdings. As a result of the above the Management Shares have been classified as equity.

**Redeemable Preference Shares and Redeemable Ordinary Shares**

The Redeemable Preference and Ordinary Shares carry the right to dividends as determined by the Cell in a general meeting. Each holder of Redeemable Preference and Ordinary Shares is entitled on a poll to one vote for each Redeemable Preference and Ordinary Share held. Assets attributable to any cell will constitute the cellular assets of such cell for the purposes of the Companies Law. Redeemable Preference and Ordinary Shares may be offered in respect of one or more cells. The terms of issue of the Redeemable Preference Shares of any class issued shall mirror the terms of issue of any Redeemable Ordinary Share noted above. However, the Redeemable Preference shares shall have preferential rights with respect to any types of dividends and/or distributions.

There is no right or entitlement to the shares that allows them to be redeemed or repurchased at the option of the investor. The Directors anticipate that there would be a liquidity event in approximately three years, if not before, in which Preference and Ordinary Shareholders would be able to make their shares available for sale. In the event of any interim distribution being made to shareholders, and at the discretion of the Directors, the Preference Shares would be entitled to 75% of such distributions up until the 250% return has been satisfied and in this same situation Ordinary shares would be entitled to 25% of such distributions until the 250% financial return entitlement has been paid to the Preference Shares. Thereafter, 100% of any distributions would be paid pro rata to the Ordinary shares. The shares and corresponding voting rights continue to exist once the financial rights have been satisfied.

In any winding-up, the cellular assets available for distribution shall be applied in the following priority:

- with respect to distributions paid prior to the holders of Preference Shares having received a return of 250% on the price paid for each Preference Share held by them (including all dividends and distributions paid to such holders prior to the winding-up of the Company):
  - first, in repayment pari passu to the shareholders of the nominal amount paid up by them on Shares in the Company on Preference Shares;
  - any surplus of Cellular Assets of the Company then remaining shall be distributed among the holders of Preference Shares of each Cell pro rata to the number of undivided shares in that Cell represented by their respective holdings of such Preference Shares.
- with respect to distributions paid after the holders of Preference Shares have received a return of 250% on the price paid for each Preference Share held by them:
  - first, in repayment pari passu to the shareholders of the nominal amount paid up by them on Shares in the Company in the following order of priority: first on Ordinary Shares and secondly on Nominal Shares;
  - any surplus of Cellular Assets of the Company then remaining shall be distributed among the holders of Ordinary Shares of each Cell pro rata to the number of undivided shares in that Cell represented by their respective holdings of such Ordinary Shares. repayment of the nominal amount paid up firstly on Ordinary Shares and Preference Shares and secondly on Nominal Shares issued in respect of the cell in question.

A fraction of a Redeemable Preference or Ordinary Share in a cell will rank pari passu and proportionately with a whole Redeemable Preference or Ordinary Share (as applicable).

**Nominal Shares**

The Nominal Shares can only be issued at par to the Designated Administrator. Each holder of Nominal Shares is entitled to one vote only, irrespective of the number of Nominal Shares held. The Nominal Shares carry no right to dividends. In any winding-up, a holder of Nominal Shares has the right to repayment only of paid-up capital after repayment of the paid-up capital on the Redeemable Ordinary Shares.

The Designated Administrator intends to subscribe for Nominal Shares for cash at par when Redeemable Ordinary Shares are redeemed to ensure that funds are available to redeem the nominal amount paid-up on each Redeemable Ordinary Share, unless the Directors of the Company decide that the nominal amount of such Redeemable Ordinary Shares are to be redeemed out of Company profits. Nominal Shares issued for the purpose of redemption of Redeemable Ordinary Shares of a particular cell shall constitute shares in such cell and the proceeds of issue shall constitute cellular assets of such cell. Nominal Shares in respect of a particular cell may be converted into Redeemable Ordinary Shares of that cell by the Designated Administrator for sale to investors. Such conversion may take place on any dealing date. There will be no right to such conversion if the determination of the NAV for the relevant cell has been suspended in respect of that dealing date.

**Accrued financial return entitlement on Redeemable Preference Shares**

	<b>2022</b>	2021
	<b>GBP</b>	<b>GBP</b>
Opening Balance	-	-
Accrued for the year	<b>3,000,000</b>	-
Closing Balance	<b>3,000,000</b>	-

In the current year to 31 December 2022, GBP 3,000,000 (31 December 2021: GBP nil) has been accrued in respect of the Redeemable Preference Shares' 250% financial return entitlement with a payment of GBP nil (31 December 2021: GBP nil) during the year on a pro rata basis and is classified as finance costs in the Consolidated Statement of Comprehensive Income at the net amount.

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**25 SHARE CAPITAL AND PREMIUM (CONTINUED)**

<b>Issued</b> <b>Redeemable Preference Shares</b>	<b>Cell</b> <b>2022</b> <b>Shares</b>	<b>Cell</b> <b>2021</b> <b>Shares</b>	<b>Cell</b> <b>2022</b> <b>GBP</b>	<b>Cell</b> <b>2021</b> <b>GBP</b>
Opening Balance	-	-	-	-
Issued during the year	<b>5,333,000</b>	-	<b>2,000,000</b>	-
Closing Balance	<b>5,333,000</b>	-	<b>2,000,000</b>	-

**26 NET ASSET VALUE PER REDEEMABLE PREFERENCE AND ORDINARY SHARE**

The Company has two classes of shares: Ordinary Shares and Preference Shares. The calculation and reporting of Net Asset Value (NAV) per share differ based on the share class due to the distinct economic rights attached to each class.

The NAV per share for the Preference Share class is calculated based on the contracted financial return, divided by the number of Preference Shares in issue. These shares do not have rights to any residual equity. This method primarily reflects the contractual return obligation to the Preference Shareholders.

<b>Year ended 31 December 2022</b>	<b>Redeemable Preference Shares</b>
Capital portion plus 250% return entitlement	5,000,000
Number of shares in issue as at 31 December 2022	5,333,000
Net Asset Value per share (in pence)	93.76

On the other hand, the NAV per share for the Ordinary Share class is computed by dividing the NAV of the fund, which includes the liability for the contracted return to the Preference Shareholders, by the number of Ordinary Shares in issue. It must be noted that the NAV for this share class bears the burden of Preference Shares' contractual return, and this, therefore, reduces the NAV per Ordinary Share.

<b>Year ended 31 December 2022</b>	<b>Redeemable Ordinary Shares</b>
Net Asset Value	8,626,882
Number of shares in issue as at 31 December 2022	38,625,508
Net Asset Value per share (in pence)	22.33

<b>Reconciliation of Net Asset Value per Redeemable Ordinary share (in pence)</b>	
<b>Opening NAV per share (in pence) - 1 January 2022</b>	<b>33.88</b>
<u>Decrease in NAV per share (in pence) attributable to:</u>	
Preference share financial return entitlement payable	- 7.78
Loss for the year (excluding Preference share financial return entitlement)	- 5.08
Preference shares capital portion payable	- 5.18
<u>Increase in NAV per share (in pence) attributable to:</u>	
Foreign exchange gains	1.31
Cash from Preference shares issued	5.18
<b>Closing NAV per share (in pence) - 31 December 2022</b>	<b>22.33</b>

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**27 FINANCIAL INSTRUMENTS AND RISK PROFILE**

The Group holds cash and liquid resources as well as receivables and payables that arise directly from its operations. The Group's investment activities expose it to various types of risk associated with the property market. The main risks arising from the Group's financial instruments are liquidity risk, credit risk, currency exchange risk interest rate risk and price risk. Investing in Eastern Europe also brings political and economic risks. The Directors regularly review and agree policies for managing each of these risks and these are summarised below.

**Liquidity risk**

Liquidity risk is defined as "the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities".

For information on the Fund's investment property sales and development as well as how the Directors have been managing the liquidity of the Fund during the year and post year end, the Directors have given careful consideration to the current cash flow position and financial viability of the Group. Taking all matters into consideration, they have concluded that the cash requirements of the Group as a whole will be met over the foreseeable future, therefore enabling the Group to continue as a going concern.

**Undiscounted Contractual Maturity Analysis (including estimated interest payments)**

<b>Consolidated - as at 31 December 2022</b>	<b>Carrying Amount GBP</b>	<b>Contractual Total GBP</b>	<b>Less than 6 months GBP</b>	<b>6 to 12 months GBP</b>	<b>Greater than 12 months GBP</b>
<b>Financial Assets</b>					
Trade and other receivables (excluding prepayments and tax recoverable)	183,778	183,778	183,778	-	-
Cash and cash equivalents	1,850,353	1,850,353	1,850,353	-	-
	<b>2,034,131</b>	<b>2,034,131</b>	<b>2,034,131</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities</b>					
Trade and other payables	(803,621)	(803,621)	(511,741)	(156,438)	(135,442)
Redeemable preference shares	(2,000,000)	-	-	-	(2,000,000)
Redeemable preference shares financial return entitlement	(3,000,000)	-	-	-	(3,000,000)
Loans payable	(5,268,524)	(5,445,181)	(1,802,767)	(3,642,414)	-
	<b>(11,072,145)</b>	<b>(6,248,802)</b>	<b>(2,314,508)</b>	<b>(3,798,852)</b>	<b>(5,135,442)</b>
<b>Net Position</b>	<b>(9,038,014)</b>	<b>(4,214,671)</b>	<b>(280,377)</b>	<b>(3,798,852)</b>	<b>(5,135,442)</b>
 <b>Consolidated - as at 31 December 2021</b>	 <b>Carrying Amount GBP</b>	 <b>Contractual Total GBP</b>	 <b>Less than 6 months GBP</b>	 <b>6 to 12 months GBP</b>	 <b>Greater than 12 months GBP</b>
<b>Financial Assets</b>					
Trade and other receivables (excluding prepayments)	216,884	216,884	216,884	-	-
Cash and cash equivalents	293,423	293,423	293,423	-	-
	<b>510,307</b>	<b>510,307</b>	<b>510,307</b>	<b>-</b>	<b>-</b>
<b>Financial Liabilities</b>					
Trade and other payables	(680,126)	(680,126)	(211,845)	(153,118)	(315,163)
Loans payable	(6,176,505)	(6,413,391)	(2,023,033)	(2,358,552)	(2,031,806)
	<b>(6,856,631)</b>	<b>(7,093,517)</b>	<b>(2,234,878)</b>	<b>(2,511,670)</b>	<b>(2,346,969)</b>
<b>Net Position</b>	<b>(6,346,324)</b>	<b>(6,583,210)</b>	<b>(1,724,571)</b>	<b>(2,511,670)</b>	<b>(2,346,969)</b>

**Market risk**

Market risk is defined as "the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in variables such as equity price, interest rate and foreign currency rate".

The Group's investment properties are subject to normal market fluctuations and there can be no assurance that no depreciation in the value of those investments will occur. There can be no guarantee that any realisation of an investment property will be on a basis that necessarily reflects the Group's valuation of that investment property for the purposes of calculating the NAV of the Group (see note 21).

Changes in industry conditions, competition, political and diplomatic events, tax, environmental and other laws and other factors, whether affecting Poland alone or other countries and regions more widely, can substantially and either adversely or favourably affect the value of the properties in which the Group invests and, therefore, the Group's performance and prospects.

The Group's market price risk is managed by holding a spread of real estate across different cities in Poland with a range of different tenants renting the various properties on varying lease terms. The directors also diversify bank loan risk such that bank loans are secured on separate real estate assets with no cross collateralisation across the group. The Investment Manager considers each investment property purchase to ensure that an acquisition will enable the Group to continue to have an appropriate spread of market risk and that an appropriate risk/reward profile is maintained.

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**27 FINANCIAL INSTRUMENTS AND RISK PROFILE (CONTINUED)**

**Credit risk**

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Group. In the event of default by a developer such that it was unable to complete the development within the contracted purchase cost or time frame, then the Cell may lose some or all of its deposits and instalments payments paid to the developers which could materially damage the value of the NAV per Share. In an attempt to mitigate concentration risk, all developments have been brought under the control of the Group with third party developers no longer being involved.

A significant percentage of the investment portfolio is now rented out to tenants, there is a risk that the Cell will suffer a rental income shortfall and incur additional costs, including legal expenses, in maintaining, insuring and re-letting properties. In order to mitigate this risk, the properties are let out to rental companies which possess a suitable market presence, experience and reputation. As such, there is no one tenant or rental company responsible for paying a significant percentage of the rental income, although the Investment Adviser will continue to monitor the situation with the assistance of the rental companies.

In respect of credit risk arising from other financial assets and liabilities, which mainly comprise cash and cash equivalents, exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amounts of these instruments. In order to mitigate such risks, cash is maintained with major international financial institutions. During the year and at the reporting date the Group maintained relationships with the following financial institutions:

	<b>Moody's Rating</b>	<b>2022 GBP</b>	<b>2021 GBP</b>
Butterfield Bank	<b>P-2</b>	<b>1,762,974</b>	153,756
Bank Pekao	<b>P-1</b>	<b>22,323</b>	20,945
mBank (formerly BRE Bank SA)	<b>P-1</b>	<b>12,012</b>	752
Getin Noble Bank S.A.	<b>Not Prime</b>	-	18,120
BOŚ Bank	<b>Not Rated</b>	-	2,853
BGL BNP Paribas	<b>P-1</b>	<b>18,598</b>	3,620
Santander Bank Polska S.A.	<b>P-1</b>	<b>34,446</b>	93,377
		<b>1,850,353</b>	293,423

Credit risk is managed on a local and group basis and structures the levels of credit risk it accepts by placing limits on its exposure to a single counterparty, or groups of counterparties. Such risks are subject to at least an annual review. The Group has policies in place to ensure that where possible rental contracts are made with customers with an appropriate credit history. Cash transactions are limited to high-credit-quality financial institutions. BOŚ Bank has not been rated by Moody's, however it has a BB- rating as per Finch's grading scale. The table above shows the balance of the major counterparties.

Trade and other receivables comprise part of the financial assets and the Board has determined the maximum credit risk exposure is the carrying amount in the Consolidated Statement of Financial Position.

The above amounts are deemed to be of sufficient credit quality, are neither past due nor impaired and are deemed to be fully recoverable.

**Currency risk**

Currency risk is the risk that cash flows and fair values can be affected by currency translation movements. The table below summarises the Group's exposure to particular foreign currencies.

**As at 31 December 2022**

	<b>Euro GBP</b>	<b>Polish Zloty GBP</b>	<b>Total GBP</b>
<b>Financial Assets</b>			
Trade and other receivables	-	<b>805,619</b>	<b>805,619</b>
Derivative financial asset	-	-	-
Cash and cash equivalents	-	<b>87,049</b>	<b>87,049</b>
<b>Financial Liabilities</b>			
Trade and other payables	-	<b>(555,057)</b>	<b>(555,057)</b>
Loans payable	-	<b>(1,802,767)</b>	<b>(1,802,767)</b>
	-	<b>(1,465,156)</b>	<b>(1,465,156)</b>

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**27 FINANCIAL INSTRUMENTS AND RISK PROFILE (CONTINUED)**

**Currency risk (continued)**

As at 31 December 2021

	Euro GBP	Polish Zloty GBP	Total GBP
Financial Assets			
Trade and other receivables	-	254,884	254,884
Derivative financial asset	-	29,970	29,970
Cash and cash equivalents	-	139,666	139,666
Financial Liabilities			
Trade and other payables	-	(772,771)	(772,771)
Loans payable	(2,023,033)	(2,457,745)	(4,480,778)
	(2,023,033)	(2,805,996)	(4,829,029)

The Directors consider the risk of foreign exchange exposure in the underlying subsidiaries to be minimal as the underlying transaction costs and revenues are based on the functional currency of that subsidiary. The Cell NAV is exposed to foreign exchange on the re-translation of property values from Polish Zloty to GBP. It should be noted that fluctuations in the Polish Zloty to GBP rate can lead to increases in volatility in the net asset value of the Cell.

Due to the restricted liquidity available to the Cell, the Board deems that the currency risk is one which the Cell is currently unable to adequately mitigate, as to do so, would negatively impact performance from a liquidity perspective.

The sensitivity analysis below is based on a change in one variable while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated – for example, changes in interest rates and changes in foreign currency rates. The sensitivity analysis prepared by management for foreign currency risk illustrates how changes in the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

If the GBP weakened/strengthened by 10% against the currencies below, with all other variables held constant, net assets attributable to Holders of Redeemable Ordinary Shares at the year end would have increased/decreased respectively by the amounts disclosed below:

	10% Decrease		10% Increase	
	Group 2022 GBP	Group 2021 GBP	Group 2022 GBP	Group 2021 GBP
Euro	-	202,303	-	(202,303)
Polish Zloty	146,516	280,600	(146,516)	(280,600)
	146,516	482,903	(146,516)	(482,903)

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. As explained in note 28, the Group entered into an interest rate swap with Bank Zachodni WBK S.A. during the prior year to exchange an element of the variable rate of its loan with a fixed rate.

The amount charged to profit or loss for loan and bank interest paid for the year ended 31 December 2022 is GBP 734,420 (2021: GBP 288,204).

An increase of 1 per cent in interest yields would result in a decrease in the net assets attributable to holders of Redeemable Ordinary Shares at the year end of GBP 52,685 (2021: GBP 61,765). A decrease of 1 per cent in interest yields would result in an increase in net assets attributable to holders of Redeemable Ordinary Shares for the year of GBP 52,685 (2021: GBP 61,765).

The interest rates of the Group's financial liabilities are as follows:

**As at 31 December 2022**

	Floating rate	GBP amount	Effective Interest rate
<b>Bank Loans</b>			
Bank Zachodni WBK S.A.	3 month deposit WIBOR + 2,8%	1,802,767	5.35%
HNW Loan 1	18% Fixed	931,937	22.58%
HNW Loan 2	15% Fixed	1,005,765	16.77%
HNW Loan 3	14% Fixed	876,854	15.55%
HNW Loan 4	15% Fixed	827,858	16.82%

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**27 FINANCIAL INSTRUMENTS AND RISK PROFILE (CONTINUED)**

**Interest rate risk (continued)**

As at 31 December 2021

	Floating rate	GBP amount	Effective Interest rate
<b>Bank Loans</b>			
Bank Zachodni WBK S.A.	3 month deposit WIBOR + 2,8%	2,358,552	5.35%
Getin Noble Bank S.A.	3 month deposit WIBOR + 3%	109,438	3.24%
Raiffeisen Bank International AG	EURIBOR (floor @ zero) + 3%	2,023,033	9.20%
HNW Loan 1	18% fixed	929,625	22.58%
HNW Loan 2	15% Fixed	1,003,316	16.77%

**Price risk**

Price Risk is the risk that the fair value or cash flow of a financial instrument will fluctuate due to changes in market prices. As at 31 December 2022 and 2021, the Group was not exposed to price risk as substantially all of its investments are in property.

**28 BANK LOANS**

	2022 GBP	2021 GBP
Due in less than one year:		
Bank Zachodni WBK S.A.	1,802,767	2,358,552
Raiffeisen Bank International AG	-	2,023,033
HNW Loan 1	931,937	4,625
HNW Loan 2	1,005,765	2,988
HNW Loan 3	876,854	-
HNW Loan 4	827,858	-
	<b>5,445,181</b>	4,389,198
Due in more than one year:		
Bank Zachodni WBK S.A.	-	-
Getin Noble Bank S.A.	-	99,193
HNW Loan 1	-	925,000
HNW Loan 2	-	1,000,000
	-	2,024,193
Loan arrangement costs	(176,657)	(236,886)
	<b>5,268,524</b>	6,176,505

Interest rates of the Group's bank loans are disclosed within the interest rate risk section of note 27.

**Bank Zachodni WBK S.A.**

City Living Polska Sp Z.o.o SKA 6 has a loan payable for a maximum of GBP 1,802,767 (PLN 9,530,508) (2021: maximum of GBP 2,358,552 (PLN 13,417,420) less a bank provision of GBP 2,241 (PLN 11,849)). This amount was drawn down in one tranche of the full amount, and it shall be repaid in full by 30 September 2023.

Security for this loan is by way of the following:

- Mortgage over the borrower's real estate to the amount of GBP 4,370,389 (PLN 23,104,500);
- Financial and registered pledges over the borrower's shares;
- mortgage over the hedging interests to the amount GBP 412,171;
- A civil and registered pledge over City Living Polska Sp Z o.o.'s general partner's rights;
- A pledge of the borrower's bank accounts in favour of the bank; and
- The borrower's submission for execution in favour of the bank.

A repayment of GBP 892,204 (PLN 3,237,853) was made during the year ended 31 December 2022.

As at 31 December 2022, the fair value of collateral for this loan is GBP 7,757,519 (PLN 41,010,900) (2021: GBP 7,527,322 (PLN 41,010,900)).

**Raiffeisen Bank International AG**

During the year ended 31 December 2019, Raiffeisen Bank International AG granted a revolving loan facility of up to GBP 3,364,341 (EUR 4,000,000) to City Living Polska FIZAN. This amount was fully drawn down in one tranche on 31 December 2019, and it was repaid in full during the year ended 31 December 2022.

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**28 BANK LOANS (CONTINUED)**

**Getin Noble Bank S.A.** – Loan fully repaid during the year ended 31 December 2022.

City Living Polska 2 Sp Z.o.o 1 S.K.A had a loan payable for a maximum of GBP 439,649 (PLN 2,400,000). This amount was drawn down in one tranche of the full amount, and it shall be repaid in full by 19 December 2029.

Security for this loan is by way of the following:

- Mortgage over the borrower's real estate to the amount of GBP 879,298 (PLN 4,080,000);
- Power of attorney to all borrower's accounts;
- Blank promissory note;
- A declaration in the form of a notarial deed on voluntary submission to enforcement up to the amount of GBP 879,298 (PLN 4,800,000);
- Pledge of the borrower's bank accounts in favour of the Bank;
- Financial and registered pledges over the borrower's shares; and
- Submission of an instruction to withdraw funds from the loan for the Debt Service provision in the amount of 3 principal and interest instalments.

A repayment of GBP 349,870 was made during the year ended 31 December 2021 and a final repayment of GBP 99,193 was made during the year ended 31 December 2022.

**HNW Loan 1**

City Living PCC Limited obtained a loan amounting to GBP 925,000 from HNW Lending during the year ended 31 December 2021. The loan commencement date was 1 September 2021. The loan was drawn down in one tranche of the full amount on 22 September 2021, and it shall be repaid in full in September 2023.

Security for this loan is by way of the following:

- Mortgage over the borrower's real estate to the amount of GBP 4,162,500;
- Polish law-governed submissions to enforcement issued in favour of the Security Agent in relation to the mortgage referred to above;
- Assignment agreements of rights under insurances between each policyholder as assignor and Security Agent as assignee;
- Financial and registered pledges over certificates of City Living Polska FIZAN.

**HNW Loan 2**

During the year ended 31 December 2021, HNW Lending Ltd granted a loan of up to GBP 1,000,000 to City Living PCC Limited. The loan commencement date was 12 November 2021. The loan was drawn down in one tranche of the full amount on 24 November 2021 and it shall be repaid in full in September 2023.

Security for this loan is by way of the following:

- Mortgage over the borrower's real estate to the amount of GBP 1,716,346 (PLN 8,925,000);
- Polish law-governed submissions to enforcement issued in favour of the Security Agent in relation to the mortgage referred to above;
- Financial and registered pledges over certificates of City Living Polska FIZAN to the value of GBP 525,000;
- Assignment agreements of rights under insurances between each policyholder as assignor and Security Agent as assignee.

**HNW Loan 3**

During the year ended 31 December 2022, HNW Lending Ltd granted a loan of up to GBP 880,000 to City Living PCC Limited. The loan commencement date was 3 February 2022. The loan was drawn down in one tranche of the full amount on 7 February 2022 and it shall be repaid in full in September 2023.

Security for this loan is by way of the following:

- Mortgage over the borrower's real estate to the amount of GBP 5,280,000;
- Polish law-governed submissions to enforcement issued in favour of the Security Agent in relation to the mortgage referred to above;
- Financial and registered pledges over certificates of City Living Polska FIZAN to the value of GBP 400,000;
- Assignment agreements of rights under insurances between each policyholder as assignor and Security Agent as assignee.

**HNW Loan 4**

During the year ended 31 December 2022, HNW Lending Ltd granted a loan of up to GBP 820,000 to City Living PCC Limited. The loan commencement date was 6 April 2022. The loan was drawn down in one tranche of the full amount on 12 April 2022 and it shall be repaid in full in September 2023.

Security for this loan is by way of the following:

- Mortgage over the borrower's real estate to the amount of GBP 2,460,000;
- Polish law-governed submissions to enforcement issued in favour of the Security Agent in relation to the mortgage referred to above;
- Financial and registered pledges over certificates of City Living Polska FIZAN to the value of GBP 180,000;
- Assignment agreements of rights under insurances between each policyholder as assignor and Security Agent as assignee.

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**28 BANK LOANS (CONTINUED)**

**Interest rate swap**

On 8 December 2020, the Group entered into an agreement with Santander Bank Polska S.A. which had a notional amount of PLN 9,395,694 (GBP: 1,721,170) as at 31 December 2021. Whereby the Group paid a cap rate of interest of 0.23% and received interest at a variable rate equal to 3 month PLN WIBOR on the notional amount. This agreement expired during the year ended 31 December 2022.

The fair values of the loans are not materially different from the carrying values, which are the amortised costs.

At the year end date the fair value of the interest rate swap was as follows:

	<b>2022</b>	2021
	<b>GBP</b>	GBP
<b>Non-current interest rate swap derivative asset</b>	-	29,970

As a result of movements in market interest rates during the year, unrealised gains have arisen on the movement in fair value of the interest rate swap as follows:

	<b>2022</b>	2021
	<b>GBP</b>	GBP
<b>Non-current interest rate swap derivative</b>	-	25,647

**29 CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES**

The following table discloses the effects of the amendments to IAS 7 Statement of Cash Flows which requires additional disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash flows.

	<b>Group</b>	Group
	<b>2022</b>	2021
	<b>GBP</b>	GBP
	<b>Bank loans</b>	Bank loans
<b>Opening Balance</b>	<b>6,176,505</b>	8,034,145
Cash flows paid - capital	<b>(2,748,777)</b>	(3,044,254)
New loans obtained	<b>1,700,000</b>	1,925,000
Cash flows paid - interest	<b>(671,319)</b>	(244,391)
Cash flows paid – loan arrangement costs	<b>(165,624)</b>	(266,546)
Non-cash flows		
- Interest accrued	<b>685,259</b>	294,912
- Amortisation of loan arrangement costs	<b>66,628</b>	29,660
- Effects of foreign exchange	<b>225,852</b>	(567,412)
- Movement in bank provision	-	15,391
<b>Closing Balance</b>	<b>5,268,524</b>	6,176,505
<b>Redeemable preference shares financial return entitlement</b>	<b>3,000,000</b>	-

**30 OTHER RISKS**

**Political and economic risk**

The value of Redeemable Ordinary and Preference Shares may be affected by uncertainties such as political or diplomatic developments, social and religious instability, changes in government policies, taxation or interest rates, currency repatriation and other political and economic developments in law or regulations and, in particular, the risk of expropriation, nationalisation, and confiscation of assets and changes in legislation relating to the level of foreign ownership.

Governmental authorities at all levels are actively involved in the promulgation and enforcement of regulations relating to taxation, land use and zoning and planning restrictions, environmental protection, safety and other matters. The introduction and enforcement of such regulations could have the effect of increasing the expense and lowering the income or rate of return from, as well as adversely affecting the value of, the Group's assets.

The ongoing war in Ukraine has increased geopolitical risk globally and particularly in the Eastern European region due to its proximity and the Directors continue to monitor developments and will seek to mitigate any material risk that may arise.



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**31 CAPITAL MANAGEMENT**

The primary objective of the Group's capital management is to ensure that it maintains shareholder value. The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions.

**Poland Geared Growth Cell**

The Cell monitors capital using the gearing ratio to enhance the Cell's returns. The gearing ratio is defined as being the loan to value ("LTV") per the Information Memorandum. The Cell's policy is to keep the LTV for residential property below a maximum of 60% and for commercial property to below a maximum of 80%. At the reporting date, the Cell had drawn down an additional GBP 1,700,000 of GBP debt on its GBP loan facility of GBP 3,625,000 (2021: GBP 1,925,000) and GBP nil (PLN nil) (2021: GBP 4,480,778 (PLN 24,460,119)) of PLN Debt on its initial PLN loan facility of GBP 6,631,483 (PLN 36,200,600 (2021: GBP 6,631,483 (PLN 36,200,600))). The LTV as at 31 December 2022 and 31 December 2021 is as follows:

	2022	2021
	GBP	GBP
Total loans	5,268,524	6,176,505
Property portfolio	17,798,266	19,195,712
LTV	29.60%	32.18%

**32 RELATED PARTY DISCLOSURES**

Mr. Paul Duquemin is a Director of the Company. During the year ended 31 December 2022, Mr. Paul Duquemin earned director's remuneration of GBP 25,000 (2021: GBP 25,000) and was reimbursed for travel expenses to the sum of GBP nil (2021: GBP nil). Mr. Paul Duquemin is entitled to receive Investment Committee fees of GBP 30,000 per annum (2021: GBP 30,000). During the year ended 31 December 2022 Mr. Paul Duquemin was paid GBP 30,000 of Investment Committee fees (2021: GBP 30,000).

During the year ended 31 December 2022 Mr. Mike White, a member of the Investment Committee, was paid GBP 11,484 of Investment Committee fees (2021: GBP 12,000).

Mr. Roger Rüegg was appointed as a Director of the company effective 10 January 2023.

LTO Fund III LP became the controlling party during the year ended 31 December 2022 as disclosed in Note 33.

Dr. Katrina Tarizzo is a director and the main shareholder of Tarizzo Limited, which also holds 119,742 (2021: 119,742) ordinary shares and 16,533 (2021: -) preference shares in the Cell. During the year ended 31 December 2022, Dr. Katrina Tarizzo earned director's remuneration of GBP 25,000 (2021: GBP 25,000), director's remuneration in relation to the five Polish boards totaling GBP 23,400 (2021: GBP 23,400) and was reimbursed for director expenses to the sum of GBP 2,239 (2021: GBP 2,095). Tarizzo Limited is entitled to certain fees payable as follows:

Management fee	If GAV is above GBP 30million, a fee of 0.21% is payable. If GAV is below GBP 30million, a fee of 0.19% is payable. During the year ended 31 December 2022 management fees amounted to GBP 62,000 (2021: GBP 62,000), of this amount GBP nil was outstanding (2021: GBP nil).
Investment Committee fee	Dr. Katrina Tarizzo is entitled to receive investment committee fees of GBP 38,000 per annum (2021: GBP 38,000). During the year ended 31 December 2022, Dr. Katrina Tarizzo was paid GBP 38,000 of investment committee fees (2021: GBP 38,000).
Promoter's fee on new subscriptions	For new subscriptions 0.5% is payable. For the year ended 31 December 2022, the Promoter's fee was GBP nil (2021: GBP nil).
Promoter's fee on new debt or funds raised	A Promoter's fee on debt or other funds raised of 0.3%, was due. For the year ended 31 December 2022, the Promoter's fee was GBP 22,100 (2021: GBP 29,488).
Performance fee	A 2% share of the 7% fee charged above the High Water Mark, is payable. For the year ended 31 December 2022, the Performance fee was GBP nil (2021: GBP nil).
Liaison fees	Tarizzo Limited acts as liaison with the independent financial advisors and will be paid a fixed fee of GBP 12,000 per annum. For the year ended 31 December 2022, the liaison fee was GBP 12,000 (2021: GBP: 12,000).
Ad-hoc fees	During the year ended 31 December 2022 Katrina Tarizzo was paid GBP 10,084 (2021: GBP nil) for other ad-hoc services performed (LTO Fund deal and FSCS project in the current year).

As the Directors are members of the key management personnel, they are related to the Company's subsidiaries in note 2.5.

**33 CONTROLLING PARTY**

As at 31 December 2022, the controlling party is by LTO Fund III LP as they own more than 50% of the shares.

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**34 RECONCILIATION OF THE FINANCIAL STATEMENTS NAV TO THE PUBLISHED NAV**

	<b>2022</b>	2021
	<b>GBP</b>	GBP
<b>NAV per Financial Statements</b>	<b>8,626,882</b>	13,085,524
Add back:		
Movement in assets	<b>1,853,526</b>	1,463,673
Movement in payables	<b>(185,295)</b>	13,014
Deferred tax adjustment	<b>476,027</b>	371,039
<b>Published NAV</b>	<b>10,771,140</b>	14,933,250

The NAV per the Financial Statements above corresponds to an NAV per Redeemable Ordinary Share of 22.33 pence (2021: 33.88 pence) based on 38,625,508 Redeemable Ordinary Shares issued at the year end (2021: 38,625,508). The Published Net Asset Value above corresponds to an NAV per Redeemable Ordinary Share of 27.90 pence (2021: 38.66 pence), based on 38,625,508 (2021: 38,625,508) Redeemable Ordinary Shares in issue.

The movement in assets relates to the Shareholders' NAV incorporating the investment in and advances on properties made by the Cell at their market values, compared to the NAV in these Financial Statements which uses a combination of cost and market values of property depending on the circumstance of each individual project. The movement in payables relate to estimates made at the dealing date.

**35 POST BALANCE SHEET EVENTS**

Since 31 December 2022, the Group has paid a further PLN 4,261,340 (GBP 809,218) of interest and capital repayments to Santander (Bank Zachodni WBK S.A.) and has raised PLN 892,760 (GBP 169,533) from the sale of one unit at Platinum Towers.

On the 27 March 2023, the Group signed a binding Loan Offer Agreement with a new Channel Islands lender for a loan of GBP3.65m which will be used to repay the HNW Loans 1,2,3 and 4. The loan will be for 12 months at an interest rate of 15%, slightly lower than the current HNW overall rate.

**36 CAPITAL COMMITMENTS**

As at 31 December 2022, the Group had no commitments in respect of investment properties (2021: GBP nil).

**City Living PCC Limited**  
**Annual Report and Audited Consolidated Financial Statements**  
**For the year ended 31 December 2022**

Portfolio statement as at 31 December 2022 (unaudited)

Property	Location	2022 GBP	2022 % of portfolio	2021 % of portfolio
Arkada Park, Żupy	Bydgoszcz	628,249	3.53%	9.12%
Grodzisk Maz.	Grodzisk	1,407,994	7.91%	6.56%
Jesionowa	Katowice	4,445,032	24.97%	22.78%
Rejtana	Poznan	844,115	4.74%	4.06%
Ledóchowskiej	Warsaw	853,781	4.80%	4.13%
Platinum Towers	Warsaw	8,374,287	47.06%	50.43%
Spiska	Warsaw	578,822	3.25%	2.84%
Szulborska	Warsaw	651,799	3.66%	0.00%
ul. Płaskowickiej	Warsaw	4,729	0.03%	0.02%
Włochy Bratnia	Warsaw	9,458	0.05%	0.05%
		<b>17,798,266</b>	<b>100.00%</b>	100.00%