

Company Registration Number: 06992513

**Sovereign Housing Capital plc
Annual Report and Financial Statements
For the year ended 31 March 2019**

Directors

Rita Akushie Lee Bambridge	Appointed 15 October 2018; resigned 14 December 2018
Heather Bowman	Appointed 14 December 2018
Mark Hattersley	Resigned 15 October 2018
Barry Nethercott	Appointed 2 January 2019
Ann Santry	Resigned 18 June 2018
Mark Washer	Appointed 18 June 2018

Company Secretary

Claire McKenna

Registered Office

Woodlands
90 Bartholomew Street
Newbury
Berkshire
RG14 5EE

Auditor

KPMG LLP
Gateway House
Tollgate
Chandlers Ford
SO53 3TG

Principal Solicitor

Trowers & Hamlins LLP
3 Bunhill Row
London
EC1Y 8YZ

Principal Banker

National Westminster Bank plc
Abbey Gardens
4 Abbey Street
Reading
RG1 3BA

Strategic Report

Principal Activities and Business Performance

The principal activity of Sovereign Housing Capital plc (the “Company”) is to issue bonds to investors and to hold the issue proceeds until these are on-lent to Sovereign Advances Limited or Sovereign Housing Association Limited (the “Parent Undertaking” or the “Association”). The registered office of the Parent Undertaking is Woodlands, 90 Bartholomew Street, Newbury, RG14 5EE. The Company has no other business operations. Consolidated financial statements incorporating the Company can be obtained from this address.

During the year, the Company has continued to on-lend £175m of bond proceeds received in 2009 to Sovereign Advances Limited, and £250m of bond proceeds received in 2012 to Sovereign Housing Association Limited. No further bonds have been issued and no further funds have been on-lent in the year to 31 March 2019. The bonds are not due for repayment until 2039 and 2043 respectively. The Company has no employees but has available to it the treasury and business resources of the Association to enable it to administer its business and perform its obligations. The following individuals served as Directors of the Company:

Rita Akushie
Lee Bambridge
Heather Bowman
Mark Hattersley
Barry Nethercott
Ann Santry
Mark Washer

Due to the nature of the Company’s operations there are no environmental matters to report on.

Principal Risks

Financial Risk Management

The Association’s treasury function is responsible for the management of funds and control of associated risks. Its activities are governed by the Association’s board which is responsible for treasury issues in all the legal entities of the Association and its subsidiaries (the “Group”). The treasury function does not operate as a profit centre. The Group has met its covenant compliance measures. The Company meets its objectives in managing its capital by on-lending within the Group, minimising any exposure.

Interest Rate Risk Hedging

The Company currently borrows funds on a fixed rate basis from the capital markets and then on-lends these funds to the Association and Sovereign Advances Limited on a similar fixed rate basis. The Company does not bear any interest rate risk, apart from the underlying credit risk to the Association and Sovereign Advances Limited which is discussed below. The Company does not undertake any hedging activities and it does not have any derivatives.

Credit Risk

All of the Company’s capital markets financing proceeds are on-lent within the Group which represents the only credit risk to the Company. The maximum credit risk to the Company is £425m. The credit risk is mitigated through a number of factors, including the housing asset security which stands behind the loans, the overall creditworthiness of the Group borrowers, the guarantees which the Group borrowers have issued to the Company and the contractual protections in the loan agreement itself. The Company is also not obliged to source further funding from the capital markets for on-lending to the Group unless it continues to be satisfied with its creditworthiness. It should be noted that the Parent Undertaking benefits from strong credit ratings with Moody’s (A2) and Standard & Poor’s (A+) at 31 March 2019.

Going Concern

As a result of their enquiries, the Board has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, being a period of 12 months after the date on which the report and financial statements are signed. For this reason, it continues to adopt the going concern basis in the financial statements.

Viability Statement

Sovereign Housing Capital Plc's long term viability is assessed as part of the Sovereign Housing Association's financial viability assessment. Based on the results of this analysis the directors confirm that they have reasonable expectation that the Group and Sovereign Housing Capital Plc will be able to continue in operation and meet its liabilities as they fall due over the next 5 years. Details of the Group's financial strength and long term strategy are included in the Group's consolidated financial statements.

The Strategic Report was approved on 18 July 2019 and signed on behalf of the Board by:

.....
Barry Nethercott
Director

Directors' Report

The Board of Directors (the "Board") is pleased to present the report and audited financial statements for the year ended 31 March 2019. This report gives an overview of the financial affairs of Sovereign Housing Capital plc (the "Company") during the year ended 31 March 2019.

The Directors are listed on page 1. None of the Directors held, at any time during the year, any beneficial interest in the shares of the Company.

Proposed Dividend

The directors do not recommend the payment of a dividend (2018: £nil).

Gift Aid

Gift aid of £16k (2018: £14k) is committed at the year end and will be paid prior to 31 December 2019.

Political and Charitable Contributions

The Company made no donations for political or charitable purposes (2018: £nil).

Annual General Meeting

An Annual General meeting will be held on 12 September 2019.

Auditor

A resolution to reappoint KPMG LLP as auditor will be proposed at the forthcoming Annual General Meeting.

Statement of Responsibilities of Directors for the Strategic Report, the Directors' Report and Financial Statements

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

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

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

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

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

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

We confirm that to the best of our knowledge:

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

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Disclosure of Information to Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- a) so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and

- b) each director has taken all the steps that they ought to have taken in their duty as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Internal Control Assurance Statement

The Directors have overall responsibility for establishing and maintaining the whole system of internal control and for reviewing its effectiveness.

The Directors recognise that no system of internal control can provide absolute assurance or eliminate all risk. The system of internal control is designed to manage risk and to provide reasonable, but not absolute, assurance that key business objectives and expected outcomes will be achieved. It also exists to give reasonable assurance about the preparation and reliability of financial information and the safeguarding of the Company's assets and interests.

In meeting its responsibilities, the Directors have adopted a risk-based approach to internal controls which are embedded within the normal management and governance process.

In particular the Company has adopted the same rigorous authorisation and control procedures for commitments, expenditure, bank accounts and accounting transactions as that of the Parent Undertaking, and is in the process of implementing an internal audit schedule to ensure these procedures are being complied with.

The Directors' Report was approved on 18 July 2019 and signed on its behalf by:

BY ORDER OF THE BOARD

Claire McKenna
Company Secretary

Independent Auditor's Report to the Members of Sovereign Housing Capital plc

1 Our opinion is unmodified

We have audited the financial statements of Sovereign Housing Capital Plc ("the Company") for the year ended 31 March 2019 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, and the related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were appointed as auditor by the shareholders on 30 March 2010. The period of total uninterrupted engagement is for the 10 financial years ended 31 March 2019. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

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

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matter (unchanged from 2018), in arriving at our audit opinion above, together with our key audit procedures to address this matter and, as required for public interest entities, our results from those procedures. This matter was addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on this matter.

Recoverability of Long Term Debtors

Long Term Debtors (amounts falling due in more than one year) £425m (2018: £425m)

Refer to page 15 (accounting policy) and pages 19 and 20 (financial disclosures).

The risk – low risk high value

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

The carrying amount of the long term intercompany debtor balance represents 99% of the Company's total assets. Their recoverability is not at a high risk of significant misstatement or subject to significant judgement. However, due to their materiality in the context of the Company financial statements, this is considered to be the area that had the greatest effect on our overall Company audit.

Whilst there are small amounts of financial income and financial expense during the loan period, the risk mainly stems from the expectation of the ability of the Parent to repay the loans in 21 years for the 2009 Bond, and in 25 years for the 2012 Bond.

Our response

Our procedures included:

- i. **Tests of detail:** Assessing 100% of intercompany long term debtors owed by the Parent (2018: 100%) to identify, with reference to the Parent's financial draft balance sheet, whether they have a positive net asset value and therefore coverage of the debt owed.
- ii. **Assessment of Parent:** Assessing the work performed by the Group audit team, and considering the results of that work, on those net assets. This included assessment of the fair value headroom available on those net assets, and therefore the ability of the Parent to fund repayment of the receivable.

Our results

We found the Company's assessment of the recoverability of the Long term debtor balance to be acceptable (2018 result: acceptable).

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

Sovereign Housing Capital Plc is part of a Group headed by Sovereign Housing Association. Materiality of £3.2m (2018: £3.2m), as communicated by the Group audit team, has been applied to the audit of the Company.

We agreed to report to the Audit and Risk Committee any corrected or uncorrected identified misstatements exceeding £0.2m, in addition to other identified misstatements that warranted reporting on qualitative grounds.

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

4 We have nothing to report on going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

5 We have nothing to report on the other information in the Directors' Report

The directors are responsible for the other information presented in the Directors' Report together with the financial statements. Our opinion on the financial statements does not cover the other information

and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Directors' report

Based solely on our work on the other information:

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

6 We have nothing to report on the other matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

7 Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

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

Irregularities – ability to detect

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with the Directors (as required by auditing standards).

We had regard to laws and regulations in areas that directly affect the financial statements including financial reporting (including related company legislation) and taxation legislation. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statement items.

In addition we considered the impact of laws and regulations in the specific areas of regulatory capital and liquidity and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. With the exception of any known or possible non-compliance, and as required by auditing standards, our work in respect of these was limited to enquiry of the Directors.

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

As with any audit, there remained a higher risk of non-detection of non-compliance with relevant laws and regulations (irregularities)/ irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

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

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

Victoria Sewell (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Gateway House
Tollgate
Chandlers Ford
SO53 3TG

Statement of Comprehensive Income

For the Year Ended 31 March 2019

	Note	2019 £'000	2018 £'000
Operating expenses		(6)	(7)
Operating loss	3	<u>(6)</u>	<u>(7)</u>
Interest receivable and similar income	4	21,927	21,927
Interest payable and similar expenses	5	(21,905)	(21,906)
Profit before taxation		<u>16</u>	<u>14</u>
Tax on profit	6	(3)	(3)
Profit for the year		<u>13</u>	<u>11</u>

The notes on pages 14 to 21 form part of the financial statements.

Statement of Financial Position
As at 31 March 2019

	Note	2019 £'000	2018 £'000
Current assets			
Debtors (<i>including £425,000k (2018: £425,000k) due after more than one year</i>)	8	429,485	429,496
Cash at bank and in hand	9	70	63
		<u>429,555</u>	<u>429,559</u>
Creditors: amounts falling due within one year	10	(4,505)	(4,509)
Net current assets		<u>425,050</u>	<u>425,050</u>
Creditors: amounts falling due after more than one year	11	(425,000)	(425,000)
Net assets		<u>50</u>	<u>50</u>
Capital and reserves			
Called up share capital	13	50	50
Profit and loss account	13	-	-
Equity shareholders' funds		<u>50</u>	<u>50</u>

The notes on pages 14 to 21 form part of the financial statements.

These financial statements were approved by the Board 18 July 2019 and were signed on its behalf by:

.....
Barry Nethercott
Director

Company registration no. 06992513

Statement of Changes in Equity As at 31 March 2019

	Share capital £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 April 2018	50	-	50
Total comprehensive income for the year			
Profit for the year to 31 March 2018	-	11	11
<i>Effect of Gift Aid:</i>			
Gift Aid payment	-	(14)	(14)
Current tax credit	-	3	3
Balance at 31 March 2018	50	-	50
Total comprehensive income for the year			
Profit for the year to 31 March 2019	-	13	13
<i>Effect of Gift Aid:</i>			
Gift Aid payment	-	(16)	(16)
Current tax credit	-	3	3
Balance at 31 March 2019	50	-	50

The notes on pages 14 to 21 form part of the financial statements.

Notes to the Financial Statements

For the Year Ended 31 March 2019

1. Legal Status

Sovereign Housing Capital plc (the "Company") is a public limited company and incorporated and domiciled in England in the United Kingdom.

2. Principal Accounting Policies

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("FRS 102").

The Company's ultimate parent undertaking, Sovereign Housing Association Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Sovereign Housing Association Limited are available to the public and may be obtained from the address given in note 15. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the Statement of Cash Flows and related notes, disclosures of transactions with key management personnel and related party transactions with wholly owned group entities.

The Directors have not made any judgements in application of these accounting policies that have significant effect on the financial statements with a significant risk of material adjustments in the next year.

The financial statements are presented in pounds sterling and rounded to the nearest £1,000.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

(a) Basis of accounting

The financial statements are prepared on the historical cost basis.

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are directly related to the overall position of Sovereign Housing Association Limited (the "Association" or the "Parent Undertaking") and its subsidiaries (the "Group"). As such, details of this Group wide position are described in the Association's consolidated financial statements, available to the public from the address in note 15.

The Company meets its day-to-day working capital requirements through intragroup borrowings. Taking account of reasonably possible changes in trading performance, the Company will be able to operate within the level of its currently available funding for the foreseeable future.

The Directors have concluded there is no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Parent Undertaking to continue as a going concern or its ability to continue with the current banking arrangements.

On the basis of their assessment of the Company's financial position and support from the Parent Undertaking, the Directors have no reason to expect that the Company will not be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

(b) Interest Income and Expense

Interest is recognised on an accruals basis and included in the year to which it relates.

(c) Taxation

Corporation tax is provided on the Company's taxable profits at the current rate.

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Profits are gift aided to the Parent Undertaking, a charitable organisation, to minimise the tax liability to the Company.

(d) Gift Aid.

Gift aid payment presented within shareholders' funds.

Gift Aid payment is only recognised as a liability at the year end to the extent that it has not been paid prior to the year end, there is a deed of covenant prior to the year end or a Companies Act s288 written resolution has been approved by the shareholder in the year to pay the taxable profit for the year to its parent by a certain payment date.

(e) Deferred Tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more or a right to pay less, tax in the future have occurred at the balance sheet date, with the following exception:

Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profit from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

(f) Financial Instruments

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Cash and cash equivalents comprise cash balances.

The Company has adopted the Financial Reporting Standards pertaining to financial instruments. These were effective for the year ended 31 March 2019 because the Company has listed bonds. The Company has adopted FRS 102 in determining the amortised cost of financial instruments. Further details are given in note 12.

3. Operating Loss

	Note	2019 £'000	2018 £'000
Operating loss is stated after charging:			
Auditor's remuneration			
- in their capacity as auditor		4	3
		<u> </u>	<u> </u>

4. Interest Receivable and Similar Income

	2019 £'000	2018 £'000
In respect of intragroup loans	21,927	21,927
	<u>21,927</u>	<u>21,927</u>

5. Interest Payable and Similar Expenses

	2019 £'000	2018 £'000
In respect of capital markets bonds		
Repayable on bonds due after 5 years	(21,905)	(21,906)
	<u>(21,905)</u>	<u>(21,906)</u>

6. Taxation

	2019 £'000	2018 £'000
Current tax on income for the period	3	3
Total current tax	<u>3</u>	<u>3</u>
Effect of current year Gift Aid to be paid by 31 December (included in the statement of changes in equity)	(3)	(3)
Total tax	<u>-</u>	<u>-</u>
Reconciliation of effective tax rate:		
Profit for the year	13	11
Total tax expense	3	3
Profit excluding taxation	<u>16</u>	<u>14</u>
Tax using the UK corporation tax rate of 19% (2018: 19%)	3	3
Total tax expense included in profit and loss	<u>3</u>	<u>3</u>

A reduction in UK corporation tax from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2017. This will reduce the Company's future current tax charge accordingly.

7. Staff Numbers and Costs

No emoluments were paid to the directors who served during the current or prior year. These costs were borne by Sovereign Housing Association Limited. Remuneration costs of £3k (2018: £3k) relating to these individuals were recharged in the year.

The Company has no employees (2018: nil). Work is performed on the Company's behalf by employees of the parent undertaking and the cost of these services is charged to the Company by the parent undertaking.

8. Debtors

	2019 £'000	2018 £'000
Amount owed by other Group undertakings	429,485	429,496
	<u>429,485</u>	<u>429,496</u>
Amounts falling due in more than one year	425,000	425,000
Amounts falling due within one year	4,485	4,496
	<u>429,485</u>	<u>429,496</u>

Amounts due from group undertakings falling due in more than one year are interest bearing loan balances. Interest is charged at 5.71% (2018: 5.71%) on a loan of £175m to Sovereign Advances Limited and a further loan of £250m is charged at 4.77% (2018: 4.77%) to Sovereign Housing Association Limited.

9. Cash at Bank and in Hand

	2019 £'000	2018 £'000
Cash at bank	70	63
	<u>70</u>	<u>63</u>

10. Creditors – Amounts falling due within one year

	2019 £'000	2018 £'000
Accruals	4,505	4,509
	<u>4,505</u>	<u>4,509</u>

11. Creditors – Amounts falling due after more than one year

	2019 £'000	2018 £'000
Capital markets bonds	425,000	425,000
	<u>425,000</u>	<u>425,000</u>
Analysis of debt:		
Repayable other than by installments in more than five years	<u>425,000</u>	<u>425,000</u>

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

	On demand £'000	Less than 12 months £'000	1 to 5 years £'000	More than 5 years £'000	Total £'000
March 2018					
Amounts due on 2009 bond investors	-	9,986	39,942	329,775	379,703
Amounts due on 2012 bond investors	-	11,920	47,680	482,440	542,040
Total	<u>-</u>	<u>21,906</u>	<u>87,622</u>	<u>812,215</u>	<u>921,743</u>
	On demand £'000	Less than 12 months £'000	1 to 5 years £'000	More than 5 years £'000	Total £'000
March 2017					
Amounts due on 2009 bond investors	-	9,986	39,944	339,761	389,691
Amounts due on 2012 bond investors	-	11,920	47,680	494,360	553,960
Total	<u>-</u>	<u>21,906</u>	<u>87,624</u>	<u>834,121</u>	<u>943,651</u>

The Company has issued two bonds. Bond A for £175m was issued at a specific denomination of £50k and is repayable on 10th September 2039 at par with interest payable at a fixed rate of 5.705%. Bond B for £250m was issued at a specific denomination of £100k and is repayable on 1st June 2043 at par with a fixed interest rate of 4.768%. The bonds are secured by a first fixed charge on properties owned by Sovereign Housing Association Limited.

Financial Risk Management

The Association's treasury function is responsible for the management of funds and control of associated risks. Its activities are governed by the Association's board which is responsible for treasury issues in all the legal entities of the Group. The treasury function does not operate as a profit centre. The Group has met its covenant compliance measures. The Company meets its objectives in managing its capital by on-lending within the Group, minimising any exposure.

11. Creditors - Amounts falling due after more than one year (continued)

Interest Rate Risk Hedging

The Company currently borrows funds on a fixed rate basis from the capital markets and then on-lends these funds to the Association and Sovereign Advances Limited on a similar fixed rate basis. The Company does not bear any credit risk, apart from the underlying credit risk to the Association and Sovereign Advances Limited which is discussed below. The Company does not undertake any hedging activities and it does not have any derivatives.

Credit Risk

All of the Company's capital markets financing proceeds are on-lent to the Association and its subsidiaries, which represents the only credit risk to the Company. The maximum credit risk to the Company is £425m. The Association generates positive cash flows from operating activities. The credit risk is mitigated by a number of factors, including the housing asset security which stands behind the loans, the overall creditworthiness of the Association and its subsidiaries as borrowers, the guarantees which the Association and its subsidiaries as borrowers have issued to the Company and the contractual protections in the loan agreement itself. The Company is also not obliged to source further funding from the capital markets for on-lending to the Association and its subsidiaries unless it continues to be satisfied with the Association and its subsidiaries' creditworthiness. It should be noted that the Group benefits from strong credit ratings with Moody's Investor services (A2) and Standard & Poor's (A+) at 31 March 2019.

12. Financial Instruments

The fair values of all financial assets and liabilities by class together with their carrying amounts shown in the balance sheet are as follows:

	2019		2018	
	Carrying amount £'000	Fair value £'000	Carrying amount £'000	Fair value £'000
Financial assets measured at amortised cost				
Other loans and receivables	<u>429,555</u>	<u>568,953</u>	<u>429,559</u>	<u>589,832</u>
Financial liabilities measured at amortised cost				
Other interest bearing loans and borrowings	<u>425,000</u>	<u>564,398</u>	<u>425,000</u>	<u>585,273</u>

Sovereign Housing Capital plc has no financial instruments measured at fair value, so fair value hierarchy disclosure requirements do not apply. All financial assets held by the Company qualify to be held at amortised cost, therefore the requirements to disclose the effect of changing inputs in the calculation of fair values is not considered applicable. The terms of the loan to the Association are fixed and it is intended that the loan will be in place until maturity. Therefore no adjustment has been made to align the book value to fair value.

The fair value of financial liabilities is estimated as the present value of future cash flows, discounted at the market rate of interest at the balance sheet date if the effect is material. The terms of both Bond issues are fixed and it is intended that they will be in place until maturity. Therefore no adjustment has been made to align the book value to fair value.

13. Capital and Reserves

	2019 £'000	2018 £'000
Authorised 50,000 ordinary shares of £1 each	<u>50</u>	<u>50</u>
Allotted, called up and partly paid at 25p each	<u>50</u>	<u>50</u>

Each share has equal voting rights.

The profit and loss account shows the accumulated gains and losses for the Company.

14. Related Party Transactions

As the Company is a wholly owned subsidiary of Sovereign Housing Association Limited, the Company has taken advantage of the exemption contained in FRS 102 Section 33 and has therefore not disclosed transactions or balances with other wholly owned subsidiaries which form part of the Group (or investees of the Group qualifying as related parties).

There are no other related party disclosures to report.

15. Parent Undertaking

The Company is a 98% owned subsidiary of Sovereign Advances Limited, a company registered in England and Wales with 2% owned by Sovereign Housing Association Limited, registered in England in the United Kingdom under the Co-operative and Community Benefit Societies Act 2014. The registered office of Sovereign Advances Limited and Sovereign Housing Association Limited is Woodlands, 90 Bartholomew Street, Newbury, Berkshire, RG14 5EE. The Company's ultimate Parent Undertaking is Sovereign Housing Association Limited. The results of the Company are consolidated with those of the Association and its subsidiaries and the consolidated financial statements are contained in the financial statements for the Association, which are available from the Association's registered office at Woodlands, 90 Bartholomew Street, Newbury, Berkshire, RG14 5EE.