SUTTON HARBOUR

SUTTON HARBOUR GROUP PLC

2021

ANNUAL REPORT & FINANCIAL STATEMENTS

CONTENTS

VISION AND OBJECTIVES

Sutton Harbour Group plc, listed on the Alternative Investment Market (AIM) of the London Stock Exchange since 1996, is the parent of a number of wholly owned subsidiary companies which include:

- Sutton Harbour Company, the statutory harbour authority company, which operates the Plymouth fishmarket (known as Plymouth Fisheries), The Marina at Sutton Harbour, together with a number of operations related properties;
- A number of other 'Sutton Harbour' group companies engaged in waterfront property regeneration and investment including King Point Marina and car park operating activities; and
- Plymouth City Airport Limited, the Company holding legal interests in the former airport site.

GROUP VISION

The Group is the owner and custodian of a unique historic harbour asset adjacent to Plymouth city centre to the north and Plymouth Sound to the south, connecting the sea to the South West of England.

The Group owns property assets around the harbour and supports the City's objective to create the first National Marine Park, and to assist it to fulfil its ambitions as the Ocean City thereby creating a prime location for living, working, visiting and hosting waterside events.

OUR OBJECTIVES

- To develop a mix of trading activities for medium to long-term sustainable growth and to provide a balanced risk profile.
- To provide a secure investment proposition in a profitable Group which has a strong asset base.
- To build on the Group's strength as a specialist in waterfront destination and regeneration in the South West region.
- To increase and improve the income earning asset portfolio of the Group.
- To provide asset based value growth to shareholders in the medium term.

CURRENT BUSINESS PLANS

- Retention of strategic assets and development of new adjacent assets for investment and revenue generation until they reach their full potential.
- Realisation of inventory assets through development and sale of some assets which have attained their full potential.
- Investment in infrastructure to increase capacity, improve service and enhance quality.
- Growth of earnings from core divisions, harbour, marina, fisheries, leisure and retail and parking.
- Maintain strong reputation for quality and customer service.

THE GROUP AT A GLANCE

MARINE

Sutton Harbour currently has capacity for berthing 523 leisure and commercial vessels (as of June 2021 was accommodating 478 vessels) and achieves an increasing, core annual revenue stream in the form of dues, fees and rents from the established fisheries, marinas and property operations.

Marinas

Sutton Harbour Marina for leisure berthing is currently 98% occupied and is trading at capacity. The opportunity to increase revenues will arise as the economy begins to recover from the effects of the Covid pandemic.

The King Point Marina, which opened in 2013, has now transitioned into a mature business with 96% occupancy. The facility has 119 leisure berths with additional berthing taking approximately a third of the total space occupied by Princess Yachts.

Plymouth Fisheries, the trading name of the fishmarket in Plymouth, is recognised as an important fishing port in England.

The Group's subsidiary, Sutton Harbour Company has been trading since 1847 and during this long period of operating the harbour and associated assets have experienced successive economic cycles. This long history serves as a guide to continue to develop the asset for further performance and value growth in the future.

The location of Sutton Harbour, in central Plymouth and adjoining the historic Barbican quarter, has undergone two main phases of regeneration over the past 3 decades. The first phase to unlock the potential of the area was realised when Sutton Lock was installed in 1992 creating a usable depth of water, followed by the relocation of the fishmarket to the eastern side in 1995. In the second phase the development of high quality residential and commercial buildings overlooking the harbour, and improvements to berthing facilities, added to the attractiveness of the area to create a sustainable location for business, leisure and living. The Group is now focused on bringing forward the third phase with new planning applications in preparation which will join the city centre to communities east of the Harbour, a long held aspiration of the City of Plymouth.

REAL ESTATE

This division comprises the rentals from investment properties and is particularly focused on growing its annual income through asset enhancement, including office space, retail and leisure facilities.

The Group has continued to invest in and drive value from its investment portfolio, securing lettings in vacant premises in the Sutton Harbour estate.

The Group has a diverse mix of national and regional businesses as tenants as well as various independent operators. The National Marine Aquarium, a major visitor attraction in the region, is also a tenant. These facilities and operators attract visitors and citizens of Plymouth, strengthening the natural attractiveness, leisure and social enjoyment of the Harbour.

The Group has been active in establishing a business community around the northern side of Sutton Harbour and has been successful in attracting a number of chartered accountants' practices, legal firms and other professional services companies.

CAR PARKING

The Group has two major car parks at Sutton Harbour, a 340 space multi storey close to the National Marine Aquarium and a 51 space surface car park in the Barbican area. Additionally, the Group controls parking on the fishmarket complex, at the marina, around Sutton Harbour and adjoining various tenanted properties.

REGENERATION

This division focuses on development for revenue and capital growth and for value realisation through specific land asset sale.

Sutton Harbour

The Group has established a track record for the delivery of six major regeneration schemes around Sutton Harbour and a further two schemes in other locations elsewhere in the South West. A key feature of all these schemes was working in partnership with other public and private sector bodies. Following the change of majority control of the Group in January 2018, consent has been achieved for three planning applications for development schemes on Sutton Harbour. These schemes include a 14 unit apartment building (Harbour Arch Quay), the iconic Sugar Quay tower, with 170 units, both with retail/office space incorporated facing the harbour and the extension to an existing multi storey car park owned by the Group is also approved, to be implemented along with Sugar Quay.

The Group has also been working with the Local Planning Authority to build two significant residential complexes on Sutton Road which will facilitate improved east west linkage across Sutton Harbour joining the city centre and existing easterly residential areas.

The Harbour Arch Quay development twelve month build programme is due to start in summer 2021.

Former Airport Site

In 2000, the Group purchased Plymouth City Airport Limited and a long lease of the regional airport site from Plymouth City Council. The Group also owns some freehold land on the 113 acre site. In 2003 the Group set up and operated the regional airline, Air Southwest which was subsequently sold in November 2010 to Eastern Airways International Limited (Eastern Airways). On 28 July 2011 Air Southwest (under the ownership of Eastern Airways) ceased flights in and out of Plymouth City Airport.

Plymouth City Council agreed to the closure of the former airport as of 23 December 2011, due to withdrawal of flight services and unsustainable losses. In March 2019, Plymouth City Council produced a new local plan which was scrutinised at public hearings and by Government Planning Inspectors. The plan was accepted together with the Council's proposal to safeguard the former airport site for aviation operations limited to five years. Accordingly the Group is working towards options for the site and developing a masterplan. This strategic asset will either be redeveloped for a range of urban uses or re-opened as an airport, but in either case the intrinsic value of the asset is represented by its potential urban uses.

STRATEGIC REPORT

EXECUTIVE CHAIRMAN'S REPORT

INTRODUCTION

I am pleased to report on the Group's results for the year ended 31 March 2021. These results include the impact of the Covid pandemic and periodic UK Government imposed restrictions during the reporting year.

The Group maintained its trading operations throughout the full year. The Covid crisis most acutely undermined the car parking revenues, an important cash generative activity, and throughput was slowed at Plymouth Fisheries as the market for high quality fish reduced in the wake of closures of restaurants and hospitality businesses. Collection of rentals has been steady throughout the year with some tenants arranging instalment payment plans. Overall 90% rentals falling due have been collected and the Group has continued to achieve lettings of vacant space to new tenants with the occupancy rate at 97% by 31 March 2021. The marinas benefitted from the boom in UK based leisure during Summer 2020, a trend that has continued into the Summer 2021 season giving rise to a marinas occupancy rate of 96% by June 2021.

Sutton Harbour is a destination offering outdoor marine, leisure and hospitality facilities. Visitor activity has now returned to the Harbour area with tenants and other operators now attracting strong footfall. In Summer 2020 after the Lockdown restrictions were relaxed, car parking revenues quickly recovered as visitors returned. Unfortunately this recovery was cut short as two further Lockdowns followed. To date, the recovery of Summer 2021 is proceeding strongly as parking incomes and tenants' businesses improve, allowing the Group to move on from the difficulties of the past 16 months. During the year the Company was exposed to the business failure of Edinburgh Woollen Mill, which occupied a 7,500 sq ft unit.

The Group has made significant progress with its stated regeneration business plans. After further delays resulting from the Covid crisis disruption, construction of the 14 apartment building known as Harbour Arch Quay is due to start this summer. In December 2020, the Company completed the purchase of a site just east of the Harbour on Sutton Road and immediately submitted an application for two residential-led developments on this site.

To provide additional headroom on bank facilities to assure the financial resilience of the Group through the post Lockdown recovery period, the increased facility of £2m above the core facilities of £25m has been successfully extended with National Westminster Bank plc until May 2022.

RESULTS AND FINANCIAL POSITION

The adjusted loss before taxation for the year was £0.162m (2020: £0.221m profit before taxation) which excludes non-cash fair value adjustments. In this financial year these adjustments relate to property asset valuation, undertaken by external valuers as at 31 March 2021. The loss before taxation for the year under review as per the Income Statement, inclusive of the aforementioned adjustments, was £2.373m (2020: £0.756m loss). The financial impact of the Covid-19 crisis is evident in the Gross Profit which is down by £0.567m to £1.762m in the year to 31 March 2021 (year to 31 March 2020: £2.329m), attributable to a decline of £0.294m in car parking; £0.146m in marine activities (fisheries and marinas) and £0.117m in real estate/regeneration. The Group companies were not eligible for any Covid-19 related Government grants and full functionality of the harbour (fisheries operations, harbour services and 24 hour lock operations) operated continuously to support users due to its status a statutory harbour authority and as part of the food supply chain infrastructure.

Net debt (including lease liabilities) increased to £26.874m as at 31 March 2021 from £23.549m at 31 March 2020, an increase of £3.325m of which £2.275m is a loan taken out in December 2020 to finance the purchase of the site on Sutton Road. The increase in development property inventory of £4.282m was principally incurred in the purchase of the aforementioned site and costs to prepare the full planning application.

Gearing (Net debt: net assets) as at 31 March 2021 stood at 57.0% (2020: 51.1%). Finance costs of £0.753m in the year (2020: £0.844m) reflect the lower rates of interest.

As at 31 March 2021, net assets were £47.153m (2020: £46.082m), a net asset value of 40.6p per ordinary share (2020: 39.7p per ordinary share). The movement includes the valuation of the Group's property assets which gave rise to an overall valuation surplus of £1.035m, as reconciled in the table below, of which £1.142m deficit relates to the investment property portfolio and £2.176m surplus relates to the owner occupied properties. The investment portfolio and car park valuation movements reflect the market uncertainty caused by the UK Government's restrictions to manage the Covid-crisis as at 31 March 2021, with the marinas' valuation surplus following strengthening in trading performance. During the year the new fuel servery at Plymouth Fisheries was completed and accordingly the net cost of £0.475m was transferred from 'Assets under the Course of Construction' to the Fisheries asset. The current weaker level of trading at Plymouth Fisheries has informed the valuer's lower overall Fisheries asset value resulting in the effective write down of the fuel servery.

DIRECTORS AND STAFF

There have been no other Board changes during the year. Headcount as at 31 March 2021 was 28 (31 March 2020: 30). During the year five staff were furloughed for a very minimal period of time and two redundancies were made. Harbour operations personnel were designated as key workers.

	VALUATION SURPLUS/(DEFICIT)	ACCOUNTING*
Owner Occupied Portfolio		
Fisheries	(£1.061m)	Fair valuation adjustment recorded in the Income Statement as no revaluation reserve available to absorb the deficit
Marinas	£3.563m	Credited to the Revaluation Reserve in the Balance Sheet
Car Parks	(£0.317m)	Debited to the Revaluation Reserve in the Balance Sheet
Investment Property Portfolio	(£1.150m)	Fair valuation adjustment recorded in the Income Statement
TOTAL	**£1.035m**	

*Accounting for the fair value movement between valuations at 31 January 2020 and 31 March 2021 has been accounted in the current year as the movement was materially related to factors that occurred from 1 April 2020.

OPERATIONS REPORT

MARINE

Sutton Harbour Marina and King Point Marina both enjoyed a record year of annual berth sales with overall annual berth sales up by 5% and overall occupancy up to 92% by 31 March 2021 (80% by 31 March 2020). Total marinas revenue for the year ended 31 March 2021 was slightly up on the previous year, although the overall result was offset by weaker visitor bookings. The current year is set to be another record year with occupancy currently at 96% setting a strong platform for future revenue and valuation growth. Prices have been held this year and will be reviewed as the economy recovers. The marinas have benefited from the renewed popularity of UK based boating since the start of the Covid crisis and it is pleasing to see many first-time boat owners taking up the leisure activity. Demand for berths has justified installation of the final pontoons at a cost of £60,000 at King Point Marina making the facility, which opened in 2013, complete. At Sutton Harbour Marina, provision for jet skis has been increased, which was quickly sold out, and improvements to the business' telephony and customer management software have been undertaken.

Plymouth Fisheries trading slowed during the year with both landings of fish and fuel sales impacted by a combination of uncertainty arising from the Covid-19 crisis and Brexit transition, local competition from other south-west ports and a declining local fleet as fishing licences are concentrated to fewer, larger vessels, some which are too large for Sutton Harbour to accommodate. Fishing remains an important component of the Harbour's vibrancy and supports direct and indirect employment. The Group is working closely with Plymouth City Council and other stakeholders on a plan to stimulate Fisheries-related activity through the provision of new facilities which will better meet future needs of the industry and provide public access to and enjoyment of Plymouth's fishing tradition.

REAL ESTATE AND CAR PARKING

Tenant occupancy by 31 March 2021 stood at 97% (31 March 2020: 95%). Following the period of administration and end of their lease, Edinburgh Woollen Mill vacated the 7,500 sq ft premises at the heart of the Barbican at the end of May 2021. 2,500 sq ft is already reserved for a new high quality tenant subject to lease, and the remainder of the space is now being actively marketed.

Car parking revenues were down by half due to the Lockdowns during the year. The multi-storey Harbour Car Park was closed during Lockdown periods due to lack of use and to save business rates. The Group has also incurred security costs to prevent trespass of the car park. Following each Lockdown, and as footfall returned, car parking revenues recovered with the height of Summer 2020 trading at a similar level to Summer 2019.

REGENERATION

Sutton Harbour

The Group is working diligently with the Local Authority on the finalisation of planning applications for the two buildings on the Sutton Road site. The Group is hopeful of a start on site with the first of the Sutton Road developments in Summer 2022. The smaller Harbour Arch Quay scheme is due to start construction this summer and is due for completion in a year's time. Since the year end the Group has arranged separate development financing, which is subject to completion, to fund the Harbour Arch Quay scheme. Marketing of the 14 high quality waterfront apartments will soon be underway with good levels of informal interest already reported.

Former Airport Site

As previously reported the site is safeguarded from development until 2024. The Group has ready proposals for a deliverable alternative use of the 113 acre site which meet the social and economic needs of Plymouth.

SUMMARY AND OUTLOOK

The disruption caused by three Lockdowns and restrictions imposed by the UK Government to contain the spread of Covid-19 was more extensive than we foresaw last summer and there is the potential for further interruptions to trading in the future. The Board is now more optimistic that with the vaccination programme well advanced and with businesses finding ways to adapt to different levels of restriction, the Group is well placed to benefit from the re-popularisation of UK based tourism and staycations. This has already been demonstrated by the growth in marina occupancy, recent increase in new lettings and recovery in parking revenues in the post year end period.

The Group has used the last year to advance the development projects, invest in a new development site and develop the marketing and operations efficiencies of the marinas business. The Group now wishes to continue its pace of progress. To support the completion of the Harbour Arch Quay development, provide headroom to invest in other strategic sites and support the costs of planning and professional fees the Group accordingly intends to make an open offer for new equity capital to enable existing shareholders to participate in future growth of the Group in the near future.

PHILIP BEINHAKER
EXECUTIVE CHAIRMAN
5 July 2021

s172 REPORT - PROMOTING THE SUCCESS OF THE GROUP FOR THE BENEFIT OF ITS SHAREHOLDERS

The s172 report explains how the Board has sought to promote the success of the Group for the benefit of shareholders and highlights the key decisions taken by the Group in the past year.

DECISION MAKING

Typically major decision making concerns financing/funding, strategic business direction, key contracts and major business transactions, risk management, human resources and pay matters, Board appointments and regulatory reporting matters. Implications of specific decisions are researched to ensure communications to specific stakeholder groups make clear the business reasons, the benefits and the costs, as applicable.

ENGAGING WITH STAKEHOLDERS

The Group regards its key stakeholders as its bankers, investors, the City Council, customers and staff.

The Group's approach is to collaborate with partners to promote the success of the Group, balanced proportionately with needs of collaborators to meet their own criteria for success.

The Group communicates with investors about progress at regular reporting intervals and when other reportable events occur.

The Group works closely with its key stakeholders being bankers, major investors, City Council, other governance and trade bodies and consults with these parties where appropriate to ensure the ongoing success of business activities.

The Group engages professional advisors to assist with the formulation of strategies that are best positioned for success and deliverability and for advice on technical, legal or special matters.
The Group is available to talk directly to key customers and tenants as matters arise. The Covid-19 crisis has necessitated more frequent contact with tenants and in some cases the Group has agreed deferred payment plans to assist where tenants' cash flow was adversely impacted.
Staff communications are managed informally and through monthly one to one meetings given the small number of employees (currently 28).

KEY DECISIONS TAKEN IN THE YEAR

Continuity of Operations

The Board was regularly updated on the impact of the Covid-19 crisis and agreed on actions to manage its effects:

- Daily management meetings to address all matters requiring urgent attention and to focus upon strategic actions
- Regular communication with tenants having difficulty meeting rent payments
- All efforts were made to lobby Government for grant support, particularly to assist the harbour and fisheries operations maintained at full capacity to meet statutory harbour obligations, although none was made available
- Continuation work to prepare new planning permissions to provide a pipeline of projects to deliver as restrictions are lifted and conditions improve
- Except for very short Furlough periods for five employees and the redundancy of two others, all staff were paid in full although pay was frozen for a year
- Improved telephony, marketing and software solutions together with additional IT equipment was invested into to improve efficiency and to facilitate home-working for administrative personnel

Financing

The Board entered into a new 4 year committed bank facility with incumbent bankers in December 2019 to ensure continuity of funding through the next phase of the Group's strategic plan to develop new properties in the Harbour area.

In March 2021, following discussions with bankers the additional £2m Covid support facility was extended for a further year until May 2022 to provide buffer funding through the ongoing Covid-19 recovery period.

To allow progress with the stated regeneration and development strategy the Company intends to make an open offer to existing shareholders for new equity capital in the near future to secure £3.5m to part fund the Harbour Arch Quay development, provide funding for other strategic land purchase and pre-construction planning and development fees.

Board Composition

No changes to the Board's composition have occurred in the last year. The Board has reviewed its composition and is satisfied that taking into account the size of the Group, its AIM listing and its principal interests it has the right balance of finance, property development and governance expertise to manage its affairs efficiently and effectively. The Board has reviewed its balance of independent and non-independent directors and is satisfied that a single Independent Director, Graham Miller, is acceptable given his experience on other boards. The Board also notes, that whilst Sean Swales has served more than 9 years on the Board, he has become more independent as the corporate interests he represents have reduced (now 5.71%, previously 28.79% until January 2018) and his long term experience of the Group, knowledge of property investment and financial specialism are valuable contributions to the governance of the Group.

Philip Beinhaker and Corey Beinhaker continue to be the board appointees nominated by FB Investors LLP, the majority shareholder in the Company. It has been agreed by the board that no decision or meeting would be quorate unless at least one of the Non-Executive Directors is present in addition to the FB Investors' appointees.

PHILIP BEINHAKER
EXECUTIVE CHAIRMAN
5 July 2021

STRATEGIC REPORT

FINANCIAL REVIEW

KEY PERFORMANCE INDICATORS

The key performance indicators used to measure performance of the Group are stated below and narrative to these is provided in the Executive Chairman's Report.

FINANCIAL HIGHLIGHTS	2021	2020
Net Assets	£47.153m	£46.082m
Net Asset value per share	40.6p	39.7p
(Loss)/profit before tax from continuing operations	(£2.373m)	(£0.756m)
Adjusted profit before tax excluding fair value adjustments	(£0.162m)	£0.221m
(Loss)/profit after tax	(£2.175m)	(£0.988m)
Basic (Loss)/profit per share	(1.88p)	(0.85p)
Dividend per share	0.0p	0.0p
Total Comprehensive Income for the year attributable to shareholders	£1.070m	£0.350m
Total Comprehensive Income per share	0.92p	0.30p
Net Debt	£26.874m	£23.549m
Gearing (Net Debt/Net Assets)	57.0%	51.1%

BUSINESS SEGMENTS

The Group separates its activities into 3 trading segments: Marine (comprising Fisheries, Harbour and Marina operations), Real Estate being the business of renting the portfolio of commercial premises owned by the Group and Car Parking which records results from the operation of two public car parks and various other parking areas. A fourth regeneration segment is activated when active construction of new build assets is underway. Plymouth Fisheries receives its income from landings dues (a percentage of the value of the fish determined at auction), the margin on fuel sales, sales of ice and rental of commercial space at the Fisheries complex. During the past year the results of the segment have been undermined by various factors including the loss of demand from both the UK hospitality industry and from European Markets mainly due to the disruption caused by the Covid crisis and UK Government imposed lockdowns. The Group has improved its marina results through increases in overall occupancy. Continued digital targeted marketing and the renewed popularity of UK based leisure boating have been key success factors in stimulating growth. The car parking results have suffered from the three periods of lockdown imposed during the financial year, although when lockdown restrictions were reduced in Summer 2020 car parks activity returned to near-normal seasonal levels.

Property Asset Performance Key Performance Indicators, which are markers of the portfolio's success are reporting as follows:

PROPERTY METRICS	AS AT 31 MARCH 2021	AS AT 31 MARCH 2020
Total estate portfolio valuation	£47.320m	£45.985m
Owner occupied portfolio valuation	£29.475m	£27.000m
Investment portfolio valuation	£17.845m	£18.985m
Number of investment properties	73	71
Contracted rent (per annum)	£1.620m	£1.620m
Net initial yield	8.72%	7.58%
Reversionary yield	9.61%	8.73%
Occupancy rate	97%	95%
Estimated rental value (ERV) of vacant units	£0.106m	£0.136m
Average unexpired lease	8.1 years	8.3 years
Gross car parks revenue	£0.349m	£0.655m
Development Inventory		
Sites around Sutton Harbour	£16.113m	£11.983m
Portland	£0.200m	£0.200m
Former airport site	£12.962m	£12.810m
Total	£29.275m	£24.993m

The Group assesses the performance of its property assets through annual independent valuation and monthly review of the property metrics as above. Success is measured in terms of occupancy rate, the number of vacant properties available and the rent that letting voids could yield. Car parking cash takings are monitored weekly and are cross referenced to activity levels in the harbour, measured by a number of strategically placed footfall counters. The Group is actively pursuing new planning consents, in addition to the live consents already held, and cost of the pre-construction work is capitalised to the carrying value. The sites around Sutton Harbour include the newly acquired site on Sutton Road purchased for £2.280m.

REGENERATION PROJECTS

Costs incurred in pre-construction projects are held as development stock and are expensed against delivery of the project. In the year to 31 March 2021 no regeneration projects were under construction.

ASSET VALUATION

During the year, independent valuation of the Group's investment and owner-occupied portfolio was undertaken as at 31 March 2021. This valuation gave rise to a net surplus of £1.035m, reconciled as £1.150m deficit on the investment portfolio and £2.185m surplus on the owner-occupied portfolio.

CARRYING VALUE OF FORMER AIRPORT SITE

The former airport site, a 113 acre site in which the Group holds an unexpired 136 year leasehold interest, with a right to renew for a further 150 years, is held as development inventory at a carrying value of £12.962m. At each balance sheet date, this carrying value is tested for impairment with the board needing to satisfy itself that the asset is included in inventory at the lower of cost and net realisable value, with net realisable value including developer's return where applicable. The carrying value of £12.962m is derived as follows:

- The land and building asset was independently valued twice yearly until 31 March 2013, when the asset was transferred to development inventory.
- As at 31 March 2013 the land and building asset was transferred to development inventory and combined with the pre-existing inventory total, which included the cost of building the Link Road and planning intellectual property costs.
- It was agreed at 31 March 2013 that the transfer would be made at valuation, inclusive of historic revaluations. As at 31 March 2013 the carrying value of the former airport asset was £11.479m, inclusive of past revaluations totalling £3.969m. The net increase in former airport asset valuation from 31 March 2013 (£11.479m) to 31 March 2021 (£12.962m) of £1,483,000 represents the capitalised costs of developing the planning intellectual property less the cost attributed to sales of small plots.
- Net Realisable Value is estimated with reference to expected net proceeds for the 25% share of the leasehold interest. The mechanism for sharing of net proceeds with the freeholder, Plymouth City Council, is set out in the lease.
- An Emphasis of Matter paragraph has been included within the 2015, to 2019 Audit Reports (previous auditor) due to uncertainty about the impact on Net Realisable Value of the planning process (Plymouth and South West Devon Joint Local Plan 2017-2034) and the outcome of a Government Report about the future of Plymouth City Airport. The new audit firm also reports the same 'Emphasis of Matter' in the 2020 and 2021 Audit Reports.
- In December 2016 the Department for Transport published the 'Plymouth Airport Study Report', which concluded that a lack of demand and a short runway mean commercially viable passenger services could not be run out of the former Plymouth Airport site as it would remain "financially vulnerable" in a "high risk environment".
- In April 2017, the Group submitted its representations and detailed evidence base in support of allocation of the former Airport Site for alternative use in advance of the Government Inspectors' public hearing of proposed new local planning framework.
- The public hearing took place in early 2018, with the Government Inspectors' report subsequently issued in March 2019. The Government Inspectors supported a ' safeguard' of the former airport site for five years to allow time for a potential airport operator to bring forward a plan for a licensed general aviation airport. The Inspectors also advised that a longer safeguarding period would not be appropriate given the strategic value of this brown-field site and based on their determination that 5 years should be more than enough time to realise a viable business plan for aviation activity, if such activity was viable.
- The Company has continued to prepare its masterplan for alternative use of the site reflecting the guidance of the Government Planning Inspectors that presided over the 2019 new Local Plan. The costs incurred have been capitalised to the asset value.

The Company does not regard the carrying value of the former airport site to be reflective of its value for alternative use. The net cash expenditure on the airport asset, former aviation operations, costs incurred to inform sustainable alternative use, ongoing site maintenance and security, together with interest costs thereon is more than double the carrying value, which is in turn significantly less than the value that can be earnt from redevelopment of this strategic asset. This enhanced value of the site is not reflected in its carrying value as recorded in development inventory.

CASH FLOW AND FINANCING

The Group's main sources of cash inflow are commercial property rentals, marina berthing fees, car parking fees, fish landings dues and fuel and ice sales income. These incomes cover the overhead and debt servicing costs and routine capital infrastructure replacements of the Group. The bank facility and from time to time, new equity capital, has been drawn upon to fund pre-construction costs of new regeneration projects. Separate development funding is sought for the construction and project delivery costs.

The Group had total borrowing net of cash and cash equivalents of £26.874m at 31 March 2021 (2020: £23.549m) with a gearing level of 57.0% (2020: 51.1%). The Group has operated within its authorised facilities. The bank facilities were amended in December 2020 to permit the carve out of the Sugar Quay site provided as security to a different lender for the purchase of the Sutton Road site. The facilities were amended again in March 2021 to extend the additional £2m RCF until May 2022 and to amend certain covenants in line with Covid crisis impacted trading expectations.

Debt servicing costs continue to be a major expense to the Group and the board regularly considers the merits of entering into LIBOR swap arrangements to fix interest on part of the total debt. There are currently no LIBOR swap agreements in place.

TAXATION

The standard rate of tax applicable to the Group is 19% (2020: 19%). The overall tax credit for the year is £0.198m (2020: charge of £0.232m). No current tax is due on the year's results with the tax charge resulting from movements in timing differences.

DIVIDEND POLICY

Taking into account the current level of bank borrowing and consequent debt servicing costs and the Group's need for bank facility headroom to maintain current operations and the planning stages of future real estate development, the Board does not recommend a dividend on the year's results. The Group regards itself as an asset-based investment with its opportunities to reduce bank debt and realise value vested in the success of future development projects.

COVID-19 MEASURES

The board has taken a number of decisions and measures to uphold its responsibilities to manage the impact of the Government's crisis control measures upon its financial position, continuity of operations, reputation and staff welfare:

- Daily management team briefings to agree priority actions and to monitor performance closely
- Ongoing discussions with bankers to secure sufficient funding
- Precautionary measures taken to limit access to marina facilities to protect customers, staff and third party service providers
- Regular discussions with key stakeholders, including the Local Authority, MPs, Trade and Industry bodies, and the Group's bankers and professional advisors
- Engagement with customers and tenants
- Working from home for some staff and where possible for their own safety
- Maintaining harbour services for users as a facility through which supply chains pass
- Minimal furlough of staff to maintain continuity of operations and to minimise delays with planned projects
- Pay reviews placed on hold for the year to 31 March 2021

NATASHA GADSDON
FINANCE DIRECTOR
5 July 2021

PRINCIPAL BUSINESS RISKS

The Group maintains a register of risks which is updated as business risks change. The risk register is reviewed regularly by the Board to ensure that appropriate processes are in place to manage business risks. Certain business risks are general to all Group activities whereas others are pertinent to particular business activities. Principal Risks and Uncertainties are as follows:

PRINCIPAL RISK/ UNCERTAINTY	RISK IDENTIFIED	RESPONSE TO RISK
Financing	The availability of adequate borrowing and other funding facilities.	The Group's current banking facilities to a maximum of £25m expire in December 2023, with an additional £2m facility extended until May 2022. Development will be funded through specific loans and equity capital. The Group has raised £5.750m equity finance since January 2018 to fund project and capital maintenance expenditure and intends to raise further equity capital in the near future.
	Compliance with bank terms and covenants.	The Group maintains a regular dialogue with bankers over progress of the Group and operates to a business plan to remain within bank facility terms.
	Interest rate rises.	The Group currently has total debt exceeding £27m and any material increase in interest rates could have a significant impact on debt servicing costs. The Group regularly reviews interest rates and its exposure. LIBOR swap agreements may be entered into to manage interest risk exposure, as agreed by the board.
Reputation	The impact of negative publicity about the Group, its operations or stakeholders	The Group retains the advice of public relations specialists to advise on potentially contentious matters. Key stakeholders are consulted with as appropriate to the matter. Media publicity about the Group is actively followed and reported where it is misleading or untrue.
Covid - 19 Pandemic	Loss of business because operations are prevented, interrupted or undermined by Government restrictions ordered as a result of measures to control the Covid -19 pandemic.	Follow all government advice. Sourced additional finance to support continuity of operations. Sourced equipment to allow offsite working wherever possible. Maintained operations where required or possible with recommended safeguarding precautions in place. Maintained close contact with employees to discuss changes to working practices and concerns as they arise. Maintained contact with customers to manage expectations and concerns. Planning to re-commence/adapt operations as restrictions are removed.

APPROVAL

The Strategic Report from pages 1 to 10 was approved by the Board of Directors on 5 July 2021 and signed on its behalf by

PHILIP BEINHAKER
EXECUTIVE CHAIRMAN

DIRECTORS AND ADVISORS

Company Number	2425189
Directors	Philip H. Beinhaker (Executive Chairman) Corey B. Beinhaker (Chief Operating Officer) Natasha C. Gadsdon (Finance Director) Graham S. Miller (Non-Executive Director) Sean J. Swales (Non-Executive Director)
Secretary	Natasha C. Gadsdon
Registered Office	Sutton Harbour Office Guy's Quay Office Sutton Harbour Plymouth PL4 0ES Tel: 01752 204186 www.suttonharbourgroup.co.uk
Independent Auditors	PKF Francis Clark Centenary House Peninsula Park Rydon Lane Exeter EX2 7XE
Nominated Broker and Nominated Adviser	Arden Partners plc 125 Old Broad Street London EC2N 1AR
Registrar	Computershare Services plc PO Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH
Bankers	National Westminster Bank plc 135 Bishopsgate EC2M 3UR

DIRECTORS' REPORT

The Directors present their Directors' Report and audited Consolidated Financial Statements for the year ended 31 March 2021. The review of activities during the year and future developments is contained in the Strategic Report.

MAJOR SHAREHOLDINGS

As at 5 July 2021 the Group's register of shareholdings showed the following interests in 3% or more of the Group's share capital:

	%	ORDINARY SHARES
FB Investors LLP	72.65	84,231,428
Crystal Amber Fund Limited	10.76	12,472,605
The late Mr. D.McCauley/Rotolok (Holdings) Limited	5.71	6,615,690

The Directors are not aware of any other interest in its share capital in excess of 3%.

DIRECTORS' INTERESTS

The interests of the Directors in the ordinary shares of the Group as at 31 March 2021 are set out below.

	2021	2020
Philip H. Beinhaker	-	-
Corey B. Beinhaker	-	-
Graham S. Miller	**450,700**	394,930
Natasha C. Gadsdon	**24,839**	24,839
Sean J. Swales	**3,199**	3,199

PHILIP H. BEINHAKER

Aged 80. Appointed Non-Executive Director and Chairman on 22 January 2018 following the 'Partial Offer and Acceptance' which precipitated a change in control of the Group whereby FB Investors LLP acquired a controlling interest in the Group's shares and appointed Executive Chairman in April 2018. Philip is a Director and the Chairman of Beinhaker Design Services Limited, which is a member of FB Investors LLP. He is also a member of the Audit Committee. Philip served as co-founding partner and Chief Executive Officer of IBI Group, a world-leading firm in architecture, engineering and project management from its formation in 1974 until 2013, continuing as a Senior Director of the IBI Group Management Partnership.

COREY B. BEINHAKER

Aged 51. Appointed Executive Director and Chief Operating Officer on 23 October 2019. Prior to his involvement with Sutton Harbour Group, Corey Beinhaker worked for IBIB Group Consultants (Israel) Limited from 2010 to 2017 latterly as its Chief Executive Officer where he, amongst other things, was contract manager for a number of significant projects including the Tel Aviv Red 10 Line Underground Station design and the design and technical specification for the traffic management for the inter-urban network in Israel. Corey Beinhaker has been working closely with the Group since January 2018 when FB Investors LLP acquired a 72.65% holding in the Group's share capital, initially through Beinhaker Design Services Limited (a Company of which he is a Director) and then as an employee of Sutton Harbour Group from July 2019.

GRAHAM S. MILLER

Aged 58. Appointed Non-Executive Director and Chairman on 23 September 2013, stepping down from the Chairman role on 22 January 2018. He was appointed Chairman of the Audit Committee in November 2013 because the Board of Directors considered him best placed to chair the Audit Committee. He is also a member of the Remuneration Committee. He has a strong background in private equity, having held senior and director positions at Murray Johnstone Private Equity and 3i plc. Graham currently holds a number of other directorships.

SEAN J. SWALES

Aged 53. Appointed Non-Executive Director in December 2009, he is a Chartered Accountant and Group Managing Director of Rotolok (Holdings) Limited, the Group's third largest shareholder. He is also a member of the Audit and Remuneration Committees.

NATASHA C. GADSDON

Aged 51. Appointed Executive Director in July 2004 and Finance Director in October 2004. She is a Chartered Accountant and has been with the Group since 1996. She has also been the Group Secretary since 2001.

In accordance with the Group's Articles of Association Natasha C. Gadsdon and Sean J. Swales retire by rotation at this year's Annual General Meeting and being eligible offer themselves for re-election.

DIRECTORS AND OFFICERS INSURANCE

The Group maintained a Directors' and Officers' liability insurance policy throughout the financial year.

FINANCIAL INSTRUMENTS

The Group's financial risk management objectives and policies are given in note 3, with additional information provided in the financial review on page 8.

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware, and each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

On behalf of the Board
NATASHA GADSDON
FINANCE DIRECTOR
5 July 2021

STATEMENT OF COMPLIANCE WITH QCA CORPORATE GOVERNANCE CODE

SENIOR INDEPENDENT DIRECTOR'S INTRODUCTION

The Group is the owner and operator of specialist marine assets (which include two marinas and a commercial fishmarket), car parks, real estate investment properties and is the holder of land assets identified for regeneration. The Group's assets and operations are all located in Plymouth, Devon, primarily at Sutton Harbour.

Our vision is to conserve and improve the historic Sutton Harbour and its immediate environs for harbour users, local residents, businesses, visitors to the area and for the wider stakeholder community in the City of Plymouth. To achieve this the Board is concerned with setting the strategy to facilitate maintenance of existing land, property and specialised assets and also the regeneration of underutilised assets to improve the attractiveness of the area and to ensure it has a sustainable and vibrant future and to deliver shareholder value growth.

The Group's corporate governance framework manages the decision-making processes of the Board having regard to opportunities and risks of specific strategies and the objective to deliver value growth to shareholders in the medium-long term.

GRAHAM MILLER
SENIOR INDEPENDENT DIRECTOR (NON-EXECUTIVE)

The Board of Directors

OFFICE	APPOINTEE	COMMITTEE ROLES	ATTENDANCE OF BOARD/ COMMITTEE MEETINGS	SHAREHOLDING AND INDEPENDENCE
Executive Chairman	Philip Beinhaker	Audit Committee Member Remuneration Committee Chair Nomination Committee Chair	Board Meeting – 9/9 Audit Committee – 2/2 Remuneration Committee – 1/1 Nomination Committee - 0/0	Philip Beinhaker has no personal shareholding in the Group. FB Investors LLP, which owns 72.65% of the issued share capital, is jointly owned by Beinhaker Design Services Limited and 1895 Management Holdings UIC. Philip is a Director and Chairman of Beinhaker Design Services Limited.
Senior Independent Director (Non-Executive)	Graham Miller	Audit Committee Chair Remuneration Committee Member Nomination Committee Member	Board Meeting – 9/9 Audit Committee – 2/2 Remuneration Committee – 1/1 Nomination Committee – 0/0	Graham Miller and his spouse together hold 450,700 shares in the Group and he is the Senior Independent Director on the Board. Graham was appointed a Director in 2013.
Non - Executive Director	Sean Swales	Audit Committee Member Remuneration Committee Member Nomination Committee Member	Board Meeting – 9/9 Audit Committee – 2/2 Remuneration Committee – 1/1 Nomination Committee – 0/0	Sean Swales holds 3,199 shares in the Group. He is also the corporate representative of Rotolok (Holdings) Limited which has an interest in 6,028,760 (5.71%) of the Group's shares. Sean was appointed a Director in 2009. Until 10 January 2018, Rotolok (Holdings) Limited was interested in 28.79% of the Group's shares and was reported as having significant influence. Sean Swales is now regarded as an independent Director as Rotolok (Holdings) Limited no longer has significant control and the board composition has changed. Although Sean has served eleven years on the board, the continuity of his experience through the recent majority shareholder change and board composition transition is valued.
Chief Operating Officer (Executive)	Corey Beinhaker		Board Meeting – 9/9	Corey Beinhaker holds no shares in the Group. FB Investors LLP, which owns 72.65% of the issued share capital, is jointly owned by Beinhaker Design Services Limited and 1895 Management Holdings UIC. Corey Beinhaker is a Director and 100% shareholder of Beinhaker Design Services Limited.
Finance Director (Executive) and Group Secretary	Natasha Gadsdon		Board Meeting – 9/9	Natasha Gadsdon holds 24,839 shares in the Group and has been an Executive Director since 2004. She also holds options over 131,340 ordinary shares exercisable under provisions of the Group Share Option Plan rules.

The Board composition has undergone a transition, which started in January 2018 after a change in majority ownership of the Group and is now complete.

Philip Beinhaker is appointed Executive Chairman (since April 2018, previously Non-Executive Chairman from January – April 2018) and presides over the business of the Board as well as directing and overseeing the operations of the Group through the senior management team.

Corey Beinhaker was appointed Chief Operating Officer in October 2019 with a wide-ranging role focusing on Group operations and regeneration projects.

Graham Miller, the previous independent and Non-Executive Chairman, is now the Senior Independent Non-Executive Director on the Board. He is the main contact to handle matters where other Directors have a conflict of interest.

Sean Swales, a Non-Executive Director since December 2009. A Chartered Accountant, he continues to contribute actively to the Board due to his financial specialism, property investment and development expertise and regional knowledge.

Natasha Gadsdon, a Chartered Accountant, is appointed Finance Director and Group Secretary. She is responsible for financial reporting and compliance and oversees risk management, human resources, corporate responsibility. She is responsible for preparing detailed monthly reports to the Board.

SHAREHOLDER RELATIONSHIP AGREEMENT WITH FB INVESTORS LLP

The Relationship Agreement dated 23 November 2017, addresses amongst other things, the composition of the SHG Board providing FB Investors with the ability to appoint up to two Directors to the SHG Board (one of whom may be the Chairman for so long as it holds, directly or indirectly, 50 per cent or more of the issued voting share capital of the Group). It contains certain restrictions in relation to Directors appointed by FB Investors voting at meetings of the SHG Board on matters in which FB Investors is interested. Under the Relationship Agreement, FB Investors has agreed not to vote in relation to any resolution put to SHG Shareholders to cancel its admission to trading on AIM, pursuant to Rule 41 of the AIM Rules, for a minimum period of two years following the Partial Offer unless such resolution is recommended by those Board members of the Board not appointed by FB Investors. FB Investors has nominated Philip Beinhaker and Corey Beinhaker to serve as Directors of Sutton Harbour Group plc.

BOARD DECISION MAKING, QUORUM AND INTERNAL CONTROL

9 full Board meetings were held in the financial year to 31 March 2021 (attendances are summarised in the table above). Prior to each meeting an agenda together with narrative business reports and supporting appendices are circulated to each Board member. Matters for Board decision are highlighted in advance of the meeting. The advice of non-board colleagues and professional advisors is sought where additional specialist information is required to inform a decision. Following the change of majority shareholder in early 2018 and Board level changes, the Board has considered its effectiveness and has concluded that its present composition, taking into account the size of the Company, its AIM listing, the skills and experience it requires and current diversity of Board personnel, is appropriately balanced with experienced appointees.

The Board is responsible for setting the strategy to deliver shareholder value growth over the medium to long term. Decisions about financing, acquisitions and disposals, project and capital expenditure, senior staffing, key third party appointments, budget approval, approval of annual and interim financial reports, dividend policy, insurances and strategic direction of the trading businesses are all matters reserved for the Board's decision. To ensure decisions are made with independent input it has been agreed that such decisions can only be taken where either Graham Miller or Sean Swales are present with Philip Beinhaker and Corey Beinhaker.

The key procedures which the Directors have established with a view to providing effective internal controls are as follows:

Corporate Accounting and Procedures:

There are defined authority limits and controls over acquisitions and disposals. There are also clear reporting lines within the business and risk assessments are undertaken and regularly reviewed in all divisions and at all levels within the Group. Appropriate internal controls are set for all divisions of the business.

Quality of Personnel:

The competence of personnel is ensured through high recruitment standards and subsequent training courses. High quality personnel are seen as an essential part of the control environment.

Financial Reporting:

The Group has a comprehensive system for reporting financial results to the Board and monitoring of budgets.

Investment Appraisal:

Capital expenditure is regulated by authorisation levels. For expenditure beyond specified levels, detailed written proposals are submitted to the Board.

GOVERNANCE COMMITTEES

The roles of the Board's governance committees are set out below.

The Remuneration Committee within its terms of reference determines and agrees with the Board the employment terms and remuneration packages of the Executive Directors and other senior personnel. The Executive Directors make recommendations to the Board on the remuneration of Non-Executive Directors. Independent advice on remuneration is taken where considered appropriate.

The Audit Committee has written terms of reference and provides a forum for reporting by the Group's auditors. The Committee may request Executive personnel to attend all or part of any meeting as the Committee considers appropriate. The Audit Committee meets two or three times a year to review the Interim and Annual Reports and Accounts, agree the Audit Plan, confirm the Auditor engagement, review risk management and insurance provision, assess the adequacy of the Group's finance personnel and any other matters pertaining to financial management, the statutory audit and tax compliance.

In accordance with FRC Ethical Standard prohibiting auditors of AIM listed companies from offering services to prepare computations of taxation, the Audit Committee engaged a different firm of accountants, from the auditors, to undertake this work.

The Nomination Committee is responsible for proposing candidates to the Board having regard to its balance, expertise and structure.

RISK MANAGEMENT

The Group maintains a register of risks, split by category, and identifies potential impact and likelihood, together with the response deployed to manage/mitigate the risk. The risk register is regularly updated with input from across the Group and external advice is taken if required. Included in the monthly reports to the Board, new risks are identified together with proposals to manage/mitigate the risk. Group Bankers and Insurers are kept appraised of business risks and vulnerabilities on an ongoing basis. Annual independent health and safety audits are undertaken with the results reported to the Board. Advice from the appointed external Health and Safety Advisor is taken where appropriate.

STAKEHOLDER ENGAGEMENT AND RESPONSIBILITIEST

Investor Relations

The Group maintains an active dialogue with major institutional investors and annually invites shareholders to an open day which includes a tour of the assets. The Board welcomes the participation of shareholders at the Annual General Meeting with the opportunity to answers questions of any Board member offered. The Annual Report and Accounts, Interim Reports and other announcements and presentations are the main formalised communications to shareholders. The Annual General Meeting and Open Day are opportunities for two-way communication between the Board and shareholders. The Group Secretary is normally the first point of contact for any general enquiries or arrangement regarding shareholder meetings.
Email: n.gadsdon@sutton-harbour.co.uk

Public Bodies

The Group maintains an active relationship with Plymouth City Council, the Local Planning Authority, the Environment Agency and other public agencies in connection with a wide range of issues relating to the land and property assets held by the Group. Open public consultation is undertaken in relation to proposed applications to the Local Planning authority.

Customers

The Group maintains a number of websites and social media platforms, to communicate with different customer groups in addition to direct email and postal communications. Surveys of marina customer satisfaction are undertaken annually.

Employees

The Group is committed to paying, as a minimum, the living wage as recommended by the Living Wage Foundation, to its employees. The Group undertakes appraisals for all employees annually, arranges monthly contact meetings for all employees with their line manager, sponsors their essential qualifications and continuing professional development (as appropriate to role) and has a schedule of monthly function meetings with a Director present at each.

CORPORATE VALUES

Refer also to the Corporate, Social Responsibility and Environment Report on page 19. Senior Managers are regularly invited to present at Board Meetings and to respond to questions and this forum sets the cultural tone. At annual appraisals performance of employees is reviewed against specific targets and conduct in line with the Group's standards of conduct as set out in the foreword of the Employee Handbook.

By Order of the Board
NATASHA GADSDON
COMPANY SECRETARY
5 July 2021

CORPORATE, ENVIRONMENTAL AND SOCIAL RESPONSIBILITY REPORT

HEALTH AND SAFETY

The Board of Directors understands its responsibility to the health and safety of employees, customers and others who are directly or indirectly affected by the Group's operations.

The Group's Health and Safety Committee is chaired by Natasha Gadsdon and has representation from all Group activities. The Health and Safety Committee is an open forum and minutes of the meetings are made available to all staff upon request. Committee meetings are also attended by the Group's Health and Safety Officer and an Independent Health and Safety Consultant. The Committee has a comprehensive agenda and is briefed on new legislation or regulation by the Independent Health and Safety Consultant.

The Group does not currently undertake direct construction on site. An excellent Health and Safety management record is a key criterion in the selection of contractors.

The Group has a good health and safety record with no enforcement notices and no prosecutions for breaches of Health and Safety legislation to report.

PORT MARINE SAFETY CODE

Sutton Harbour Group, a Statutory Harbour Authority, and a wholly owned subsidiary of the Group, is committed to undertaking statutory duties in accordance with the standards defined within the Port Marine Safety Code. To ensure full compliance with the code an independent audit of the Sutton Harbour Safety Management System is carried out annually. The Maritime and Coastguard Agency audit took place in March 2015.

ENVIRONMENTAL ISSUES

The Board has agreed the following Environmental Statement:

The environment plays a key role in the continuing success of the Sutton Harbour Group and the Group recognises that it needs to set itself achievable environmental standards.

The Group has looked at the areas of its business which could have both positive and negative impacts on the environment and has identified the following policy aims to enhance its overall environmental performance.

The Group is working to:

- Reduce its Carbon Footprint by minimising energy use and cutting out energy waste.
- Minimise the amount of waste it creates and ensures that it recycles as much of the waste generated as is feasible.
- Ensure that it meets and if plausible exceeds environmental legislative requirements.
- Use and operate sound procedures to avert water pollution in Sutton Harbour.
- Tackle the issues that arise from car travel by introducing ways of reducing the impact of travel to work and business mileage.
- Review its purchasing requirements and practices also whenever possible to do so make environmentally sound purchasing decisions and increase local purchasing.

COMMUNITY ENGAGEMENT AND CHARITABLE INVOLVEMENT

The area of Sutton Harbour is located in the heart of Plymouth. The Group supports various community and tourist initiatives and in the recent past has hosted a number of high profile yachting events. The Group is a member of the Mayflower 400 Founders club which is working together with Plymouth City Council and other organisations to co-ordinate a re-scheduled programme of events postponed from 2020 to commemorate the 400th Anniversary of the departure of the Pilgrim Fathers to America. The Group is assisting the City's hosting of the UK leg of the internationally acclaimed Sail GP race which will take place in July 2021.The Group has a long-established commitment to the community and its neighbourhood. Throughout its regeneration work, the Group has undertaken extensive public consultation which has led to the reshaping and design of many successful quality regeneration projects surrounding the historic harbour. The Group sees itself as the custodian of the harbour for future generations and as such believes that working with the local community is essential to achieve this aspiration. The Group supports local charities and other community initiatives.

NATASHA GADSDON
FINANCE DIRECTOR
5 July 2021

REPORT ON REMUNERATION

REMUNERATION COMMITTEE AND REMUNERATION POLICY

The members of the Committee during the year were as follows:
Philip H. Beinhaker – Chairman
Graham S. Miller
Sean J. Swales

The Committee met several times during the year, within its terms of reference, to consider the remuneration packages of the Executive Directors and to make recommendations to the Board. The overriding objective is to ensure that salary, benefits and other remuneration is sufficient to attract, retain and motivate executives of high quality, capable of achieving the Group's objectives and creating value for our Shareholders. The Committee also takes into account the scale and complexity of the Group's operations and seeks independent advice, from specialist advisers, where appropriate.

COMPOSITION OF REMUNERATION

Executive Directors' pay comprises basic salary reviewed annually, pension scheme contributions to the Group's defined contribution pension scheme, annual bonus based on audited results of the Group, and other benefits in kind including provision of a car allowance and private medical healthcare. Salary is paid monthly and the annual bonus is accrued in the financial year to which it relates. Non-Executive Directors receive fees; they do not have service contracts, are not eligible to join the pension scheme and have no entitlement to annual bonuses. It is a requirement that Directors purchase shares in the Group, although there is no specified minimum holding.

BONUS PAYMENTS TO EXECUTIVE DIRECTORS

Profit share bonuses earned on the achievement of targets agreed by the Remuneration Committee for the year ended 31 March 2021 were £1,900 in respect of Natasha C. Gadsdon (2020: £nil).

SHARE OPTIONS

An Inland Revenue approved Group Share Option Scheme was established in November 2019 for the Remuneration Committee to make discretionary awards of share options to certain Executive Directors and other Group personnel to reward performance. On 8 July 2020, Natasha Gadsdon was awarded 63,158 share options with an exercise price of 19p per share. These options are not expected to vest before 8 July 2023, subject to the scheme rules. The expense in connection with the unexercised share options is calculated using a Black Scholes model and expensed annually until exercise or lapse of options.

NON-EXECUTIVE DIRECTORS FEES

The fees for Non-Executive Directors are determined by the Board after taking independent advice.

TABLES OF DIRECTORS REMUNERATION

The total remuneration of the Directors of the Group is as follows:

	2021 £000	2020 £000
Fees	**144**	145
Other Emoluments	**273**	179
Pension Contributions	**32**	32
Expense of Unexercised Share Options	**2**	3
	451	359

The remuneration, excluding pension contributions, of the individual Directors is as follows:

FOR THE YEAR TO 31 MARCH 2021	Directors' salaries £000	Taxable benefits £000	Bonus Payments £000	Share Options £000	Directors' fees £000	Total £000
Philip H. Beinhaker	-	-	-	-	101	101
Graham S. Miller	-	-	-	-	23	23
Corey B. Beinhaker	160	-	-	-	-	160
Natasha C. Gadsdon	99	14	2	2	-	117
Sean J. Swales	-	-	-	-	20	20
	259	14	2	2	144	421

FOR THE YEAR TO 31 MARCH 2020	Directors' salaries £000	Taxable benefits £000	Bonus Payments £000	Contractual Payments £000	Directors' fees £000	Total £000
Philip H. Beinhaker	-	-	-	-	102	102
Graham S. Miller	-	-	-	-	23	23
Corey B. Beinhaker (Appointed 23 October 2019)	68	-	-	-	-	68
Natasha C. Gadsdon	99	12	-	3	-	114
Sean J. Swales	-	-	-	-	20	20
	167	12	-	3	145	327

The pension contributions made in respect of the Executive Directors to the Group's defined contribution scheme were:

	2021 £000	2020 £000
Corey B. Beinhaker	**-**	-
Natasha C. Gadsdon	32	32
	32	32

CONTRACTS

On 27 June 2018, the Group entered into a revised service contract with Natasha C. Gadsdon. Under this agreement she is employed as a full time Executive Director with a one year rolling contract. She was appointed Finance Director in October 2004.

On 23 October 2019, the Group entered into a service contract with Corey B. Beinhaker. Under this agreement he is employed as a full time Executive Director with a one year rolling contract. He was appointed Chief Operating Officer in October 2019.

The Non-Executive Directors are appointed with three months' notice and the Executive Chairman has a six month notice period.

On Behalf of the Board
PHILIP H BEINHAKER
EXECUTIVE CHAIRMAN AND CHAIR
OF THE REMUNERATION COMMITTEE
5 July 2021

Statement of Directors' Responsibilities

For the year ended 31 March 2021

Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 Group and the Parent Company and of the profit or loss of the Group for that period. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;

- make judgements and accounting estimates that are reasonable and prudent;

- state whether they have been prepared in accordance with IFRSs, as adopted by the European Union and applicable UK Accounting Standards, subject to any material departures disclosed and explained in the Group and Parent Company financial statements respectively;

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Parent Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Parent Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Group's website, in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Group's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

By Order of the Board
NATASHA GADSDON
COMPANY SECRETARY

5 July 2021

Independent Auditor's Report

For the year ended 31 March 2021

OPINION

We have audited the financial statements of Sutton Harbour Group plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2021 which comprise the Consolidated Income Statement, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Company Statement of Changes in Equity, the Consolidated Cash Flow Statement, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2021 and of the group's loss for the year then ended;
- The group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- The parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- The financial statements 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Understanding the impact of Covid-19 on the group.
- Reviewing and challenging management's assessment of going concern and key assumptions (including assessment at the planning stage of the audit process). Our work included assessing the timing and amount of turnover and related cashflows in the forecast models. We also tested the integrity and mathematical accuracy of the models used.
- Reviewing and assessing the appropriateness of management's sensitivity analysis including changes in turnover and related cashflows.
- Reviewing the amended bank facility agreement dated 26 March 2021, which confirms an additional £2m revolving credit facility in place until 22 May 2022.
- Assessing the amount of available and potential facilities and expected headroom based on the forecast over the next 12 months and covenant compliance.
- Evaluating the reliability of the forecast through discussion with management, review of post year end trading and considering the historic reliability of forecasts compared to actual results.
- Reviewing going concern related disclosures in the financial statements to ensure they are appropriate

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 and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

EMPHASIS OF MATTER – VALUATION OF INVENTORY

We draw attention to the Strategic Report and note 4 of the consolidated financial statements which describes the potential impact of government future planning permission applications upon the valuation of the Plymouth airport site, which is held as inventory on the Balance Sheet at £13.0m. The ultimate outcome of these future applications cannot be presently determined, and the financial statements do not reflect any impairment that may be required if the result is unfavourable. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

We have determined the matters described below to be the key audit matters to be communicated in our report. Key audit matters include the most significant assessed risks of material misstatement, including those risks that had the greatest effect on our overall audit strategy, the allocation of resources in the audit and the direction of the efforts of the audit team. In addressing these matters, we have performed the procedures below which were designed to address the matters in the context of the financial statements as a whole and in forming our opinion thereon. Consequently, we do not provide a separate opinion on these individual matters.

KEY AUDIT MATTER	RESPONSE AND CONCLUSION

Valuation of Investment Properties and Owner Occupied Land and Buildings

The group adopts a policy of revaluation for its owner-occupied land and buildings as well as its investment properties, with all such properties stated at fair value. Under IFRS 13, fair value measurement is required to be based on the 'highest and best use' and in most cases an entity's current model is presumed to be its highest and best use, although consideration needs to be made on a property by property basis to ensure that market opportunities and conditions do not suggest otherwise.

Investment properties are held at £17.8m and owner occupied land and buildings are held at £27.0m. Due to the significance of the valuation for the financial statements and their inherently judgemental nature, we have considered this area as a key audit focus.

In the prior year an external valuation was performed at 31 January 2020 and due to the Covid-19 pandemic the Board was unable to obtain a reliable assessment of the impact on fair values as at 31 March 2020 due to the extraordinary circumstances at that time. In the current year an external valuation as been performed at 31 March 2021 and we have therefore assessed management's assessment of the timing of the movement in fair values over the 14-month period.

The main procedures performed on the valuation assessment and areas where we challenged management were as follows:

- Agreeing the valuations recognised in the accounts to the reports prepared by a professional third party.
- Assessing the professional valuation firm as independent and sufficiently competent, with respect to qualifications, experience and reputation.
- Considering the appropriateness of the assumptions that had the most material impact. Key variables in the valuations include Fair Maintainable Operating Profit, yields and market rates.
- Reviewing and challenging managements split of the valuation movement over the 14 month-period (i.e. between the January 2020 valuation and March 2021 valuation) between the current financial year and prior year.
- Considering the appropriateness of the disclosures made in the financial statements, in particular as regards the judgements and estimates in respect of the fair value movements through profit and loss and other comprehensive income.

Conclusion

We have reviewed the external valuation performed at 31 March 2021, along with other available information, in the Board's determination of fair values at 31 March 2021 and are satisfied that the carrying values of investment properties and owner occupied land and buildings are materially correct. We have also reviewed and challenged managements analysis of the fair value movements since the last valuation and are satisfied it materially relates to the year ended 31 March 2021.

Valuation of Former Plymouth City Airport Site

Within development inventory the group holds the former airport site at a carrying value of £13.0m. IAS 2 requires inventory to be held at the lower of cost and net realisable value. As detailed in the Strategic Report and note 4, a Government Inspectors' Report was issued in March 2019 which supported a 5-year safeguard period to allow time for a potential airport operator to bring forward a plan for a licensed general aviation airport. This creates significant uncertainty in the Group's ability to realise value of this site.

Our work included

- Reviewing management's assessment of the carrying value of the site, which includes the latest external opinion/appraisals and discussed these with management to obtain an understanding of the current situation.
- Critically assessing and challenging the assumptions used in these reports.
- Reconfirming ownership of the site.
- Vouching a sample of current year expenditure to source documentation.
- Considering the adequacy of the related disclosures in the financial statements.

Conclusion

We are satisfied with the current treatment adopted by the directors' based on our work. However, the safeguarding period until 2024 impacts the value and timing of any potential development of the site as detailed in the Strategic Report and note 4. This is the reason for the Emphasis of Matter paragraph above.

Valuation Of Development Sites

The group has a number of development sites, in particular Sugar Quay and Harbour Arch Quay, with substantial balances held in WIP. The requirement is to carry these at the lower of cost and net realisable value.

No developments have commenced as at 31 March 2021.

Our work included

- Focussing on the material balances within Group inventory, being Sugar Quay (£10.6m), incorporating Sutton Road acquisition (£2.7m) and Harbour Arch Quay (£1.0m).
- Reviewing management's assessment of the carrying values of the key sites, which includes the planning permission obtained, site appraisals and overall project profitability.
- Critically assessing and challenging the assumptions used in those site appraisals in the light of available external market data and our experience of the residential construction sector (appreciating the specialist nature of these projects).
- Vouching a sample of expenditure to source documentation, including the purchase of Sutton Road land.
- Reconfirming ownership of the sites.

Conclusion

As a result of the procedures performed, we are satisfied that development costs are stated at the lower of cost and net realisable value.

OUR APPLICATION OF MATERIALITY

Materiality for the group financial statements as a whole was set at £800,000. We determined materially by reference to the group's total assets. We consider total assets to be an appropriate measure for a group of companies with significant value in investments and development activities which are fundamental to the current and future trading of the group. Materiality represents 1% of group's total assets as presented on the face of the Consolidated Balance Sheet. We report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £24,000, in addition to other identified misstatements that warrant reporting on qualitative grounds.

Materiality for the parent company financial statements was set at £345,000. This has been determined with reference to the total assets of the parent company, which we consider to be one of the principal considerations for members of the company in assessing the performance of the company. Materiality represents 1% of the parent company's total assets as presented on the face of the Balance Sheet. We report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £10,350, in addition to other identified misstatements that warrant reporting on qualitative grounds

The range of materiality at the two components subject to full scope audit is £130,000 - £343,000.

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

We planned and performed our audit by obtaining an understanding of the group and its environment, including the accounting processes and controls, and the industry in which it operates. The group comprises 12 wholly owned subsidiaries.

- We performed statutory audits on 3 entities (Sutton Harbour Group plc, Sutton Harbour Company and Plymouth City Airport Limited).
- We performed audit procedures on risk significant balances and transactions in Sutton Harbour Services Limited, Sutton Harbour Car Parks Limited, Sutton Harbour Projects Limited and Sutton East Holdings Limited
- We performed analytical review procedures on Sutton Harbour Property and Regeneration Limited.
- Remaining components are dormant.

The components within the scope of audit work covered 94% of group revenue, 100% of group loss before tax and 97% of group net assets.

OTHER INFORMATION

The other information comprises the information included in the annual report and financial statements, other than the group and parent company financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- The information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- The strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the group and parent company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement set out on page 22, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and parent 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 and parent company or to cease operations, or have no realistic alternative but to do so.

AUDITORS RESONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We obtained an understanding of the legal and regulatory framework applicable to the parent company, the group and the industry in which it operates. We identified the principal risks of non-compliance with laws and regulations as relating to breaches around health and safety and specifically the Port Marine Safety Code. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as financial reporting legislation (including the Companies Act 2006) and relevant taxation legislation. We considered the extent to which any non-compliance with these laws and regulations may have a negative impact on the group's ability to continue trading and the risk of a material misstatement in the financial statements.

We also evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements and determined that the principal risks related to the misstatement of the result for the year and impairment in relation to development WIP. We considered the adequacy of the design and implementation of internal controls in relation to supplier payments and cash collection.

Based on this understanding we designed our audit procedures to identify irregularities. Our procedures involved the following:

- Valuation of development WIP was assessed as a Key Audit Matter and our work in respect of that is detailed above.
- We made enquiries of senior management as to their knowledge of any non-compliance or potential non-compliance with laws and regulations that could affect the financial statements. As part of these enquiries we also discussed with management whether there have been any known instances of material fraud, of which there were none.
- We identified the individuals with responsibility for ensuring compliance with laws and regulations and discussed with them the procedures and policies in place.
- We obtained and reviewed the annual review of the Port Marine Safety Code and general health and safety management of Sutton Harbour performed by an external health and safety consultant.
- We reviewed minutes of meetings of senior management and those charged with governance.
- We challenged the assumptions and judgements made by management in its significant accounting estimates.
- We audited the risk of management override of controls, including through substantively testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements. This risk increases the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements as we are less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

USE OF OUR REPORT

This report is made solely to the parent 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 parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

GLENN NICOL
SENIOR STATUTORY AUDITOR

PKF Francis Clark
Statutory Auditor
Centenary House
Peninsula Park
Rydon Lane
Exeter
EX2 7XE

5 July 2021

Consolidated Income Statement

For the year ended 31 March 2021

	Note	2021 £000	2020 £000
Revenue	5	**5,400**	6,558
Cost of sales		**(3,638)**	(4,229)
Gross profit		**1,762**	2,329
Fair value adjustments on investment properties and fixed assets	13,14	**(2,211)**	(977)
Administrative expenses		**(1,171)**	(1,264)
Operating (loss)/profit	5,6	**(1,620)**	88
Finance income	9	**-**	-
Finance costs	9	**(753)**	(844)
Net finance costs		**(753)**	(844)
(Loss)/Profit before tax from continuing operations		**(2,373)**	(756)
Taxation (charge)/credit on (loss)/profit from continuing operations	10	**198**	(232)
(Loss)/profit for the year from continuing operations		**(2,175)**	(988)
(Loss)/profit for the year attributable to owners of the parent		**(2,175)**	(988)
Basic (loss)/earnings per share			
from continuing operations	12	**(1.88p)**	(0.85p)
Diluted (loss)/earnings per share			
from continuing operations		**(1.88p)**	(0.85p)

Consolidated Statement of Other Comprehensive Income

For the year ended 31 March 2021

	Note	2021 £000	2020 £000
(Loss)/Profit for the year		(2,175)	(988)
Items that will not be reclassified subsequently to profit or loss:			
Revaluation of property, plant and equipment	13	3,245	1,338
Items that may be reclassified subsequently to profit or loss:			
Effective portion of changes in fair value of cash flow hedges		-	-
Other comprehensive income for the year, net of tax		3,245	1,338
Total comprehensive income for the year attributable to owners of the parent		1,070	350

The notes on pages 31 to 55 are an integral part of these consolidated financial statements.

Consolidated Balance Sheet

As at 31 March 2021

	Note	2021 £000	2020 £000
Non-current assets			
Property, plant and equipment	13	**29,766**	27,958
Investment property	14	**17,845**	18,985
Inventories	17	**12,962**	12,810
		60,573	59,753
Current assets			
Inventories	17	**16,359**	12,217
Trade and other receivables	18	**2,396**	2,595
Tax recoverable		**6**	5
Cash and cash equivalents	19	**928**	792
		19,689	15,609
Total assets		**80,262**	75,362
Current liabilities			
Trade and other payables	22	**1,730**	1,396
Lease liabilities	23	**141**	63
Deferred income	21	**1,819**	1,544
Provisions	25	**56**	70
		3,746	3,073
Non-current liabilities			
Bank loans	20	**27,475**	24,250
Lease liabilities	23	**186**	28
Deferred government grants	21	**646**	646
Deferred tax liabilities	16	**1,056**	1,254
Provisions	25	**-**	29
		29,363	**26,207**
Total liabilities		**33,109**	**29,280**
Net assets		**47,153**	**46,082**
Issued capital and reserves attributable to owners of the parent			
Share capital	26	**16,266**	16,266
Share premium		**10,695**	10,695
Other reserves		**16,280**	13,034
Retained earnings		**3,912**	6,087
Total equity		**47,153**	46,082

The notes on pages 31 to 55 are an integral part of these consolidated financial statements.

The Financial Statements were approved and authorised by the Board of Directors on 5 July 2021 and were signed on its behalf by:

NATASHA GADSDON
FINANCE DIRECTOR

Consolidated Statement of Changes in Equity

For the year ended 31 March 2021

	Notes	Share capital	Share premium	Revaluation reserve	Merger reserve	Hedging reserve	Retained earnings	Total equity
				---- Other reserves	----	----		
		£000	£000	£000	£000	£000	£000	£000
Balance at 1 April 2019		16,266	10,695	7,825	3,871	-	7,075	45,732
Comprehensive income								
Loss for the year		-	-	-	-	-	(988)	(988)
Other comprehensive income								
Revaluation of property, plant and equipment	13	-	-	1,339	-	-	-	1,339
Total comprehensive income				1,339		-	(988)	350
Balance at 31 March 2020		16,266	10,695	9,164	3,871	-	6,087	46,083
Balance at 1 April 2020		16,266	10,695	9,164	3,871	-	6,087	46,083
Comprehensive income								
Loss for the year		-	-	-	-	-	**(2,175)**	**(2,175)**
Other comprehensive income								
Revaluation of property, plant and equipment	13	-	-	**3,245**	-	-	-	**3,245**
Total comprehensive income		-	-	**3,245**	-	**-**	**(2,175)**	**1,070**
Balance at 31 March 2021		**16,266**	**10,695**	**12,409**	**3,871**	**-**	**3,912**	**47,153**

The notes on pages 31 to 55 are an integral part of these consolidated financial statements.

Further information in relation to the other reserves set out within the statement of changes in equity can be found in note 26.

Consolidated Cash Flow Statement

For the year ended 31 March 2021

	Note	2021 £000	2020 £000
Cash generated from total operating activities	28	**(2,536)**	(455)
Cash flows from investing activities			
Net expenditure on investment property	14	**(10)**	(52)
Expenditure on property, plant and equipment	13	**(161)**	(823)
Net cash used in investing activities		**(171)**	(875)
Cash flows from financing activities			
Interest paid		**(754)**	(844)
Loan drawdown		**3,225**	1,750
Lease finance recieved		**378**	-
Cash payments of lease liabilities		**(142)**	(78)
Grants received		**136**	-
Net cash generated from financing activities		**2,843**	826
Net decrease in cash and cash equivalents		**136**	(504)
Cash and cash equivalents at beginning of the year	19	**792**	1,296
Cash and cash equivalents at end of the year	19	**928**	792

	2021 £000	Cash flow £000	2020 £000	Cash flow £000	2019 £000
Reconciliation of financing activities for the year ended 31 March 2021					
Bank loans	**25,200**	**950**	24,250	1,750	22,500
Other loans	**2,275**	**2,275**	-	-	-
Lease liabilities	**327**	**236**	91	(78)	169
Long term debt	**27,802**	**3,461**	24,341	1,672	22,669

The notes on pages 31 to 55 are an integral part of these consolidated financial statements.

1. General information

Sutton Harbour Group plc, ('the Company') and its subsidiaries are together referred to as 'the Group'. The Group is headquartered at Sutton Harbour, Plymouth and owns and operates the harbour and its ancillary facilities. The other principal activities of the Group are marine operations, waterfront real estate regeneration, investment and development and also provision of public car parking.

The Company is a public limited company which is listed on the Alternative Investment Market of the London Stock Exchange, is incorporated and domiciled in the UK and registered in England and Wales with number 02425189. The address of its registered office is Sutton Harbour Office, Guy's Quay, Plymouth, Devon, PL4 0ES.

2. Group accounting policies

Basis of preparation
The Group financial statements consolidate those of the Group and its subsidiaries.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and International Financial Reporting Interpretation Committee (IFRIC) interpretations as adopted by the European Union, and the Companies Act 2006 applicable to companies reporting under IFRS.

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

Judgements made by the Directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 4 to these financial statements.

Changes in accounting policies and disclosures
There are no new or amended standards or interpretations that impact on the Group's financial statements this year.

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective and have not been adopted early by the Group. Management anticipates that all the relevant standards, amendments and interpretations will be adopted in the Group's accounting policies for the first period beginning after their effective dates. No new standards in issue but not yet effective are expected to have a material impact on the Group.

Going concern
The review of the Group's business activities is set out in the combined Executive Chairman's Report on pages 4 to 6. The financial position of the Group, its cash flows and financing position are described in the Financial Review on page 9. In addition, note 3 to the financial statements gives details of the Group's financial risk management.

The Group's forecasts and projections, taking account of reasonably foreseeable possible changes in trading performance, show that the Group should be able to operate within the level of the facilities and covenants over a period of at least twelve months. The covenants measure interest cover, debt to fair value and capital expenditure.

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group, therefore, continues to adopt the going concern basis in preparing its financial statements.

Measurement convention
The financial statements are prepared on the historical cost basis as modified by the fair value of property.

The functional currency of the Group and its subsidiaries is pounds sterling and therefore balances are shown in the financial statements in thousands of pounds sterling, unless otherwise stated.

Basis of consolidation
The consolidated financial statements include the financial statements of Sutton Harbour Group plc and its subsidiaries at each reporting date. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-Group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised profits and losses are also eliminated.

Property, plant and equipment
Property, plant and equipment is divided into the following classes:

Land and buildings
Assets in the course of construction
Plant, machinery and equipment
Fixtures and fittings

Land and buildings
Land and buildings include:

- Freehold and leasehold land. Where a lease has an unexpired term of more than 50 years it is considered to share the same characteristics as freehold land and is shown as such.
- Properties that are mainly owner-occupied, or that are an integral part of the Group's trading operations (marina including the lock, quays, marina buildings, the fishmarket building and car parks).

Owner occupied assets are initially recorded at cost and are subsequently revalued and stated at their fair values. Fair value is based on regular valuations by an external independent valuer and is determined from market-based evidence by appraisal. Valuations are performed with sufficient regularity (at least annually) to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Where owner occupied assets (such as marinas, the fishmarket and car parks) comprise land, buildings, plant and machinery the valuation is of the asset as a whole. Any valuation movement is allocated to land and buildings; plant and machinery continue to be carried at cost less accumulated depreciation (see below).

Any revaluation surplus is credited to the revaluation reserve except to the extent that it reverses a decrease in the carrying value of the same asset previously recognised in the income statement, in which case the increase is recognised in the income statement. Any revaluation deficits are recognised in the income statement, except to the extent of any existing surplus in respect of that asset in the revaluation reserve.

Assets in the course of construction
Assets in the course of construction are held at cost. Depreciation commences when the asset is fully operational as intended.

Plant, machinery and equipment, fixtures and fittings
Plant, machinery and equipment includes items used in the operation of marina, fishmarket and car park trading operations (such as pontoons, piles, ice making equipment and chillers, car parking meters). Fixtures and fittings includes building fit outs. Plant, machinery and equipment, fixtures and fittings are all stated at cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Leased assets
Leased assets acquired are stated initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses. Leased assets are depreciated over the shorter of the lease term and useful economic life. Lease payments are apportioned between finance charges and the reduction of lease liabilities so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the income statement. Leased properties are subsequently revalued to their fair value.

Depreciation
Depreciation is charged to the income statement over the estimated useful lives of each part of an item of property, plant, machinery and equipment, fixtures and fittings. Estimated useful lives and residual values are reassessed annually. Where parts of an item of property, plant, machinery and equipment, fixtures and fittings have different useful lives, they are accounted for as separate items. Freehold land is not depreciated. The estimated useful lives and depreciation basis of assets are as follows:

Freehold buildings	(straight line)	10 to 50 years
Leasehold buildings	(straight line)	50 years or remaining period of lease
Plant, machinery and equipment	(straight line)	4 to 30 years
Fixtures and fittings	(straight line)	4 to 10 years

Investment property
Investment properties are properties which are held to earn rental income and/or for capital appreciation. Investment properties are initially measured at cost and subsequently revalued to fair value which reflects market conditions at the balance sheet date. Any gains or losses arising from changes in fair value are recognised in the income statement in the period in which they arise. Fair value is the estimated amount for which a property could be exchanged, on the date of valuation, between a willing buyer and a willing seller, in an arm's length transaction, after proper marketing, in which both parties had acted knowledgeably, prudently and without compulsion.

Some properties are held both to earn rental income and for the supply of goods and services and administration purposes. Where the different portions of the property cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for the production and supply of goods and services and administration purposes.

The portfolio is valued on an annual basis by an external independent valuer, who is RICS qualified. The valuer will also have recent experience in the location and category of property being valued.

The valuations, which are supported by market evidence, are prepared by considering the aggregate of the net annual rents receivable from the properties and where relevant, associated costs. A yield which reflects the specific risks inherent in the net cash flows is then applied to the net annual rentals to arrive at the property valuation.

Rental income from investment property is accounted for as described in the revenue accounting policy.

Investment property that is redeveloped for continued future use as an investment property remains classified as an investment property while the redevelopment is being carried out. While redevelopment is taking place, the property will continue to be valued on the same basis as an investment property.

All tenant leases have been examined to determine if there has been any transfer of the risks and rewards of ownership from the Group to the tenant in accordance with IFRS 16 'Leases'. All tenant leases were determined to be operating leases. Accordingly, all the Group's leased properties are classified as investment properties and included in the balance sheet at fair value.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Where inventory has been transferred from fixed assets, deemed cost includes revaluation. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Inventories – development property

Land identified for development and sale, and properties under construction or development and held for resale, are included in non-current or current assets, depending on the estimated time of ultimate realisation, at the lower of cost and net realisable value. Cost includes all expenditure related directly to specific projects, including capitalised interest, and an allocation of fixed and variable overheads incurred in the Group's contract activities based on normal operating capacity. Net realisable value is estimated selling value less estimated costs of completion and estimated costs necessary to make the sale and includes developer's return where applicable.

Cash and cash equivalents

Cash in the balance sheet comprises cash at bank and in hand. Bank overdrafts and similar borrowings that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. Offset arrangements across Group businesses are applied to arrive at the net cash figure.

Impairment

The carrying amounts of the Group's assets other than investment property and inventories are considered at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where the carrying amount of an asset exceeds its recoverable amount it is impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

Revenue

Revenue comprises the fair value of the consideration received or receivable, net of value-added-tax, rebates and discounts. Revenue is recognised in accordance with the transfer of promised goods or services to customers (ie. when the customer gain control of ownership that has been transferred). The following criteria must also be met before revenue is recognised:

Rent and marina and berthing fees

Rent from investment property and marina and berthing fees are typically invoiced in advance and are accounted for as deferred income and recorded to revenue on a straight-line basis during the period to which the tenant had control of the service.

Lease incentives and costs associated with entering into tenant leases are amortised over the lease term. These are held in the balance sheet within accrued income

Other marine related revenue

Fuel sales, landing dues and other ancillary incomes, are recorded to revenue on the transfer of goods to the customer.

Car park revenue

Car park revenue is recognised at the point that a car parking ticket is paid for, normally a maximum of one day's parking. Where seasonal parking permits are sold for longer periods the income is spread over the period the permit relates to.

Property sales

Revenue from property sales is recognised when effective control of the asset has passed to the buyer. This will be at the point of legal completion.

Interest Income

Interest income is recognised as it becomes receivable.

Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and that the Group will comply with all conditions associated with the grant. Government grants in respect of capital expenditure are credited to reduce the initial carrying value of the related asset. Grants of a revenue nature are credited to a deferred income account and released to the income statement so as to match them with the expenditure to which they relate.

Lease payments
The Group has a small number of short term leases and leases of low value items and therefore continues to recognise payments made under these agreements on a straight line basis over the term of the lease. The Group has one leasing arrangement in relation to a property, which is due to expire in September 2021. The Directors have concluded that the expected right of use asset and corresponding lease liability would be immaterial to the Group's financial statements and have therefore not adopted the requirements of IFRS16 in relation to this arrangement. Details of the future payments under this arrangement are disclosed in Note 27.

Net financing costs
Net financing costs comprise interest payable, commitment fees on unused portion of bank facilities, amortisation of prepaid bank facility arrangement fees, unwinding of discount on provisions, finance charge component of minimum lease payments and interest receivable on funds invested. Interest payable and interest receivable are recognised in profit or loss as they accrue, unless capitalised as described under "borrowing costs" below, using the effective interest method. The fair value movement of derivative financial instruments and any ineffective portion of cash flow hedges are also included within net financing costs.

Capitalisation of borrowing costs
Borrowing costs are capitalised on qualifying assets. A qualifying asset is one that takes more than twelve months to complete. The borrowing rate applied is that specifically applied to fund the development. In the case of bank borrowings this is the weighted average cost of debt capital. Capitalisation ceases when substantially all the activities that are necessary to get the property ready for use are complete and is paused when a project pauses.

Employee benefits: defined contribution plans
Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

Employee benefits: share-based payment transactions
The share option programme allows Group employees to acquire shares; these awards are granted by the Company. The share-based payments are all equity-settled and are measured at fair value. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due only to share prices not achieving the threshold for vesting.

Provisions
A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

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

Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax is recognised on all temporary differences except on the initial recognition of goodwill or on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Segment reporting
An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses and whose results are regularly reviewed by the Board.

The following operating segments have been identified:

Marine
Real Estate
Car Parking
Regeneration

Revenue included within each segment is as follows:

Marine:
Marina and commercial berthing fees
Fishmarket landing dues
Other marine related revenue including fuel sales and other ancillary income

Car Parking:
Car park revenue

Real Estate:
Rent

Regeneration:
Property sales

Costs, assets and liabilities are allocated to each business segment based on the revenue that they are used to generate.

Trade Receivables

Trade receivables are initially measured at the transaction price less impairment. In measuring the impairment, the Group has applied the simplified approach to expected credit losses as permitted by IFRS9. Expected credit losses are assessed by considering the Group's historical credit loss experience, factors specific for each receivable, the current economic climate and expected changes in forecasts of future events. Changes in expected credit losses are recognised in the Group income statement.

Trade Payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. They are initially recognised at fair value and subsequently carried at amortised cost.

3. Financial risk management

Fair values

IFRS 13 requires disclosure of fair value measurements for balance sheet financial instruments by level according to the following measurement hierarchy:

Level 1: Quoted prices unadjusted in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly as prices or indirectly derived from prices; and

Level 3: Inputs for the asset or liability that are not based on observable market data.

The Group does not hold any Level 1 balance sheet financial instruments.

Capital risk management

The capital structure of the Group consists of net debt which includes the borrowings disclosed in notes 19 and 20 and shareholders' equity comprising issued share capital, reserves and retained earnings.

The capital structure of the Group is reviewed annually with reference to the costs applicable to each element of capital, future requirements of the Group, flexibility of capital drawdown and availability of further capital should it be required.

The Group has a target gearing ratio of approximately 50% but gearing may exceed these levels where a project is in the final stages before start of construction and development refinancing or ultimate disposal. The Group currently has three consented schemes with planning, with final stages of preconstruction work underway. The Group structures borrowings into general facilities and secures specific financing for individual property projects as deemed appropriate.

The gearing ratio at the year end was as follows:

	2021	2020
	£000	£000
Borrowings and loans	**(25,200)**	(24,250)
Other loans	**(2,275)**	-
Lease liabilities	**(327)**	(91)
Cash and cash equivalents	**928**	792
Net debt	**(26,874)**	(23,549)
Equity	**47,153**	46,082
Net debt to equity ratio	**57.0%**	51.1%

Bank borrowing facilities and financial covenants

The Group had total borrowing net of cash and cash equivalents of £26.874m at 31 March 2021 (2020: £23.549m) with a gearing level of 57.0% (2020: 51.1%). The Group has operated within its authorised facilities and has complied with the terms of the banking agreement. The bank facilities were renewed in December 2019, when the Group entered into an agreement which provides a maximum £25.0m committed facility with a confirmed expiry date of December 2023 with the possibility of a further 12 month extension. A £2m extension to the revolving credit facility was agreed in May 2020 to provide additional funding to manage the Group through the Covid-19 Lockdown and recovery period. The extension expires in May 2022.

The banking facilities include financial covenants, including (i) a measure of EBITDA to interest covenant (ii) a debt to fair value of property valuation covenant and (iii) a capital expenditure covenant. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group will be able to operate within the level of the facilities and covenants as specified in the banking agreement over a period of at least twelve months.

Liquidity risk

The Group uses financial instruments, comprising bank borrowing and various items including trade receivables and trade payables that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the Group's operations. The main risk arising from the Group financial instruments is liquidity risk. The Group seeks to manage liquidity risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Short-term flexibility is achieved by overdraft facilities. The Group has the ability to manage its liquidity through the timing of development projects and also the timing of the sale of assets.

Contractual maturity

The following tables analyse the Group's financial liabilities and net settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows including principal.

As at 31 March 2021:

	Total £000	0 to <1 year £000	1 to <2 years £000	2 to <5 years £000
Bank loans*	(25,200)	-	(200)	(25,000)
Other loans*	(2,275)	-	(2,275)	-
Trade and other payables*	(1,730)	(1,728)	-	-
Lease liabilities*	(325)	(141)	(186)	-
Derivatives financial instruments**	-	-	-	-
	(29,530)	(1,869)	(2,661)	(25,000)

As at 31 March 2020:

	Total £000	0 to <1 years £000	1 to < 2 years £000	2 to <5 years £000
Bank loans*	(24,250)	-	-	(24,250)
Trade and other payables*	(1,396)	(1,396)	-	-
Lease liabilities*	(91)	(63)	(28)	-
Derivative financial instruments**	-	-	-	-
	(25,737)	(1,459)	(28)	(24,250)

* financial liabilities at amortised cost
** financial liabilities at fair value

Interest rate risk

There is currently no LIBOR swap in place to fix interest on any of the Group's bank debt.

Credit risk

Many of the Group's customers are required to pay for services in advance of supply which reduces the Group's exposure to credit risk. Property rentals and marina berthing are examples of this. The Group pursues debtors vigorously where credit terms have been exceeded. The credit quality of the Group's financial assets can be summarised as follows:

	2021 £000	2020 £000
Trade receivables:		
New customers (less than 12 months)	56	64
Existing customers (more than 12 months) with no defaults in the past	422	534
Existing customers (more than 12 months) with some defaults in the past	334	137
Total trade receivables net of provision for impairment	812	735

Commodity price risk

The Group experiences volatile fuel prices throughout the year. The Group only acts as a reseller of fuel at the fishmarket and marina. The sales prices are derived from the price paid for fuel and therefore fuel price exposure is no longer considered a risk.

Sensitivity analysis

Interest rates

In managing interest rate risks the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer-term, however, permanent changes in interest rates would have an impact on consolidated earnings.

At 31 March 2021, it is estimated that a general increase of half a percentage point in interest rates (being the best estimate of future anticipated changes in interest rates), would have decreased the Group's profit before tax from continuing operations by approximately £130,000 (2020: £120,000). Net assets would have decreased by the same amount.

Valuation of investment property and property held for use in the business
Land & buildings valuations are complex, require a degree of judgement and are based on data some of which is publicly available and some that is not. We have classified the valuations of our property portfolio as level 3 as defined by IFRS 13 Fair Value Measurement. Level 3 means that the valuation model cannot rely on inputs that are directly available from an active market. All other factors remaining constant, an increase in trading income would increase valuation, whilst an increase in equivalent nominal yield would result in a fall in value and vice versa.

In establishing fair value the most significant unobservable input is considered to be the appropriate yield to apply to the trading income. This is based on a number of factors including the maturity of the business and trading and economic outlook.

Yields applied across the trading and investment assets are in the range of 4.35% – 11.54% with the average yield being 7.7%. Assuming all else stayed the same; a decrease of 1.0% in the average yield would result in an increase in fair value of c.£5.4m. An increase of 1.0% in the average yield would result in a corresponding decrease in fair value of c.£5.4m.

These assets were independently valued by Jones Lang LaSalle ("JLL") at 31 March 2021. The valuation by JLL was in accordance with the Practice Statements in the Valuations Standards (The Red Book) published by the Royal Institution of Chartered Surveyors, on a market-based evidence approach, which is consistent with the required IFRS 13 methodology.

4. Accounting estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. 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 that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates
The following are the areas that require the use of estimates that may impact the Group's balance sheet and income statement:

The valuation of investment property and property held for use in the business as at 31 March 2021 was £17,845,000 and £29,475,000 respectively; (As at 31 January 2020: £18,985,000 and £27,000,000 respectively). In determining the fair value of properties, the Board relies on external valuations carried out by professionally qualified independent valuers in accordance with the Appraisal and Valuation Standards of the Royal Institution of Chartered Surveyors. The valuation of investment properties uses estimated rental yields for each property based on market evidence at the date the valuation is carried out. Judgement is exercised in determining future rental income or profitability of the relevant properties. Within the valuation of property held for use in the business, judgment is required to allocate the valuation between land and buildings. The Group reviewed the movement between external valuations for each asset from 31 January 2020 and 31 March 2021 and concluded that the factors affecting the movements materially related to the period from 1 April 2020. Accordingly the movements have been fully accounted to the financial year to 31 March 2021.

Judgements
The following are the areas that require the use of judgements that may impact the Group's balance sheet and income statement:

The Board exercises judgement in determining whether properties should be classified as investment property or development inventory and this is done by reference to criteria including whether the property is being marketed for sale in the ordinary course of business and the nature of the development activity ongoing (including planning applications and development of proposals for submission to the relevant authorities).

Determining the net realisable value of development property 2021: £29,275,000; (2020: £24,993,000)

- The Board has exercised judgement in determining the net realisable value of development property, taking into account expected costs to complete and future sale proceeds, and hence whether any write-down of development property is required. Incorporated in the appraisal of net realisable value are judgements about: disposal revenue and/or investment value at completion; project formulation (including mix of development uses and development density); full development cost; amounts payable to third parties (for example, contributions to the local authority under section 106 agreements, sharing of proceeds with local authority and repayment of grants in the case of development of the former airport site); financing costs; time value of money; and, allowance for contingency. Included in development inventory is the Former Airport Site. The Inspectors also advised that a longer safeguarding period could risk the site being left vacant and unused and that that would not be appropriate. The Government Inspectors view of the importance of the site for alternative use, in absence of an airport operation, affirms the Group's view of the value of the land.

Should the board change its strategy with a view to an alternative, this may have an effect on the carrying value of the asset. No write down has been included in the current year.

The second largest development inventory item relates to the Sugar Quay (East Quay) site at Sutton Harbour. At the present time, a planning submission is underway and it is expected that proceeds will exceed the carrying value of the inventory.

5. Segment results

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. Details of the types of revenue generated by each segment are given in note 2.

The Board of Directors assesses performance using segmental operating profit. The segment information provided to the Board of Directors for the reportable segments for the year ended 31 March 2021 is as follows:

Year ended 31 March 2021	Marine £000	Real Estate £000	Car Parking £000	Regeneration £000	Total £000
Revenue	3,509	1,542	349	-	**5,400**
Segmental Operating Profit before fair value adjustment and unallocated expenses	770	1,020	110	(138)	**1,762**
Fair value adjustment on investment properties and fixed assets	(1,061)	(1,150)	-	-	**(2,211)**
					(449)
Unallocated:					
Administrative expenses					**(1,171)**
Operating profit					**(1.620)**
Financial income					**-**
Financial expense					**(753)**
Loss before tax from continuing activities					**(2,373)**
Taxation					**(198)**
Loss for the year from continuing operations					**(2,175)**
Depreciation charge					
Marine					**336**
Car Parking					**31**
Administration					**32**
					399

Year ended 31 March 2020	Marine £000	Real Estate £000	Car Parking £000	Regeneration £000	Total £000
Revenue	4,323	1,580	655	-	6,558
Gross profit prior to non-recurring items	916	1,157	404	(148)	2,329
Fair value adjustment on investment properties and fixed assets	(483)	(494)	-	-	(977)
					1,352
Unallocated:					
Administrative expenses					(1,264)
Operating profit					88
Financial income					-
Financial expense					(844)
Loss before tax from continuing activities					(756)
Taxation					(232)
Profit for the year from continuing operations					(988)
Depreciation charge					
Marine					313
Car Parking					26
Administration					1
					340

Assets and liabilities

	2021 £000	2020 £000
Segment assets:		
Marine	**25,846**	23,858
Real Estate	**18,715**	19,640
Car Parking	**4,861**	5,267
Regeneration	**29,343**	25,115
Total segment assets	**78,765**	73,880
Unallocated assets:		
Property, plant & equipment	**70**	79
Trade & other payables	**499**	611
Cash and cash equivalents	**928**	792
Total assets	**80,262**	75,362

	2021 £000	2020 £000
Segment liabilities:		
Marine	**2,062**	1,960
Real Estate	**689**	550
Car Parking	**19**	108
Regeneration	**1,142**	903
Total segment liabilities	**3,912**	3,521
Unallocated liabilities:		
Bank overdraft & borrowings	**27,802**	24,341
Trade & other payables	**373**	163
Deferred tax liabilities	**1,056**	1,254
Tax payable	**-**	-
Total liabilities	**33,107**	29,279
Additions to property, plant and equipment		
Marine	**161**	796
Car Parking	**-**	26
Unallocated	**-**	1
Total	**161**	823

Unallocated assets included in total assets and unallocated liabilities included in total liabilities are not split between segments as these items are centrally managed.

Unallocated expenses include central administrative costs that cannot be split between the various business segments because they are incurred in assisting the Group generate revenues across all business segments.

Revenue can be divided into the following categories:

	2021 £000	2020 £000
Sale of goods	**1,441**	1,980
Rental income and service recharges	**1,542**	1,580
Provision of services	**2,417**	2,998
	5,400	6,558

No revenues from any one customer represented more than 10% of the Group's revenue for the year.

6. Operating result

The following items are included within operating profit/(loss):

	Note	2021 £000	2020 £000
Staff costs	8	**1,441**	1,354
Increase/(decrease) in provisions	25	**(43)**	(135)
Rental income from investment property	27	**(1,542)**	(1,580)
(Profit)/loss on sale of property, plant and equipment		**3**	2
Direct operating expenses of investment properties (including repairs and maintenance)		**522**	423
(Gain)/loss on remeasurement of investment property to fair value	14	**1,150**	494
(Gain)/loss on re-measurement of fixed assets	13	**1,061**	483
Depreciation of property, plant and equipment	13	**399**	340
Operating lease payments	27	**196**	204

7. Services provided by the Group's auditors

During the year the Group obtained the following services from the Group's auditors:

	2021 £000	2020 £000
Fees payable to Group's auditors for the audit of Parent Company and consolidated financial statements	**22**	21
Fees payable to the Group's auditors for other services:		
The audit of Group's subsidiaries pursuant to legislation	**25**	24
Tax compliance services	**-**	8

8. Staff numbers and costs and Directors' remuneration

The average number of persons employed by the Group (including Executive Directors, excluding Non-Executive Directors) during the year, analysed by category, was as follows:

	Number of employees	
	2021	2020
Marine Activities	**20**	20
Property and Regeneration	**1**	1
Administration	**7**	9
	28	30

The aggregate payroll costs of these persons were as follows:	**2021**	2020
	£000	£000
Wages and salaries	**1,098**	1,093
Social security costs	**110**	111
Other pension costs (note 24)	**175**	150
	1,383	1,354

The total remuneration of the Directors of the Group was as follows:

	2021	2020
	£000	£000
Fees	**144**	145
Other Emoluments	**275**	179
Pension Contributions	**32**	32
Expenses of Unexercised Share Options	**2**	3
	453	359

Further details of Directors' remuneration are given in the Remuneration Report on pages 18 to 20, which forms part of these financial statements.

9. Finance income and finance costs

	2021	2020
	£000	£000
Finance income	**-**	-
Interest payable on bank loans and overdrafts	**634**	753
Interest payable on finance leases	**119**	91
Finance costs	**753**	844

Finance costs are net of borrowing costs capitalised in the year. See note 17.

10. Taxation

	Note	2021 £000	2020 £000
Deferred tax			
Adjustments in respect of previous years		**46**	232
Origination and reversal of temporary differences		**(244)**	-
Change in tax rate		**-**	-
Total tax (credit)/charge in income statement	16	**(198)**	232

The tax assessed for the year uses the standard rate of corporation tax in the UK of 19% (2020: 19%).

Reconciliation of effective tax rate

	2021 £000	2020 £000
Profit/(loss) before tax	**(2,373)**	(756)
Tax on profit at standard corporation tax rate of 19% (2020: 19%)	**(451)**	(144)
Expenses not deductible for tax purposes	**448**	(335)
Adjustments in respect of periods	**46**	-
Movement on potential chargeable gain on revaluation	**(217)**	-
Creation of tax losses	**(24)**	1,459
Total tax (credit)/charge on continuing operations	**(198)**	232

11. Share based payment

An Inland Revenue approved Group Share Option plan (CSOP) has been established by Sutton Harbour Group plc whereby the Group may at the discretion of the Remuneration Committee grant options over ordinary shares in the Group to key management personnel. The options are issued for nil consideration and are granted in accordance with the schemes rules at the absolute discretion of the Remuneration Committee. Option holders may exercise options after a minimum 3 year and maximum 10 year holding period, subject to the provisions and exceptions of the scheme rules. There are no other performance conditions governing the holder's right to exercise the options after the minimum holding period. Share options may only be exercised for shares. During the year 115,790 share options were granted with an exercise price of £0.19. The fair value of the options was calculated using the Black Scholes model and the charge to the income statement for the year ended 31 March 2021 was £3,000 (2020: £5,000).

12. Earnings per share

	2021 Pence	2020 Pence
Continuing operations:		
Basic (loss)/earnings per share	**(1.88)**	(0.85)
Diluted (loss)/earnings per share	**(1.88)**	(0.85)

Basic earnings per share

Basic earnings per share is calculated using the loss for the year of £2,175,000 (2020: loss of £988,000) for continuing operations and the weighted average number of ordinary shares in issue of 115,944,071 (2020: 115,944,071.

Diluted earnings per share

Diluted earnings per share uses a weighted average number of 116,130,728 (2020: 115,979,280) ordinary shares after adjusting for the effects of share options in issue of 186,657 (2020: 35,209).

13. Property, plant and equipment

	Land and buildings £000	Assets in the course of Construction £000	Plant, machinery and equipment, fixtures and fittings £000	Total £000
Cost or valuation				
Balance at 1 April 2019	23,916	117	5,086	29,119
Additions	154	569	100	823
Revaluations to income statement	(483)	-	-	(483)
Revaluations to revaluation reserve	1,338	-	-	1,338
Impairment	-	-	-	-
Transfers	-	-	-	-
Disposals	-	-	(153)	(153)
Balance at 31 March 2020	24,925	686	5,033	30,644
Balance at 1 April 2020	24,925	686	5,033	30,644
Additions	90	-	71	161
Revaluations to income statement	(1,061)	-	-	(1,061)
Revaluations to revaluation reserve	3,245	-	-	3,245
Grants recieved	-	(136)	-	(136)
Transfers	475	(475)	-	-
Disposals	-	-	(157)	(157)
Balance at 31 March 2021	**27,674**	**75**	**4,947**	**32,696**
Accumulated depreciation				
Balance at 1 April 2019	371	-	2,116	2,487
Depreciation charge for the year	116	-	224	340
Transfers	-	-	-	-
Disposals	-	-	(141)	(141)
Balance at 31 March 2020	487	-	2,199	2,686
Balance at 1 April 2020	487	-	2,199	2,686
Depreciation charge for the year	164	-	235	399
Transfers	-	-	-	-
Disposals	-	-	(155)	(155)
Balance at 31 March 2021	**651**	**-**	**2,279**	**2,930**
Net book value				
At 31 March 2020	24,438	686	2,834	27,958
At 31 March 2021	**27,023**	**75**	**2,668**	**29,766**

Included in Land and Buildings is long leasehold land at a value of £2,200,000 (2020: £2,200,000).

Revaluations

Land and buildings are measured using the revaluation model as set out in note 2. These assets were independently valued by Jones Lang LaSalle ("JLL") at 31 March 2021 (see Strategic Report page 4). The valuation by JLL was in accordance with the Practice Statements in the Valuations Standards (The Red Book) published by the Royal Institution of Chartered Surveyors, on a market-based evidence approach.

At 31 March 2021, had the freehold land and buildings been measured using the cost model (historical cost less accumulated depreciation and accumulated impairment losses), their carrying value would be £18,898,000 (2020: £19,274,000).

At 31 March 2021, had the leasehold land and buildings been measured using the cost model (historical cost less accumulated depreciation and accumulated impairment losses), their carrying value would be £1,110,000 (2020: £1,110,000).

Assets in the course of construction, plant, machinery and equipment and fixtures and fittings are all measured using the cost model, as set out in note 2.

The Group's obligations under leases are secured by the lessor's title to the fixed assets. The carrying value of plant, machinery and equipment which is subject to leases is £473,000 (2020: £539,000).

14. Investment property

At fair value:	Notes	2021 £000	2020 £000
Balance at the beginning of the year		**18,985**	19,425
Additions during the year		**10**	56
Fair value adjustments		**(1,150)**	(496)
Balance at the end of the year		**17,845**	18,985

Investment property is measured using the fair value model as set out in note 2. The fair value of the Group's investment property at 31 March 2021 has been determined by a valuation carried out on that date by independent, external valuers (see Strategic Report page 4), JLL in accordance with the Practice Statements in the Valuation Standards (The Red Book) published by the Royal Institution of Chartered Surveyors. JLL is a member of the Royal Institution of Chartered Surveyors and have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The valuations, which are supported by market evidence, are prepared by considering the aggregate of the net annual rents receivable from the properties and, where relevant, associated costs. A yield which reflects the specific risks inherent in the net cash flows is then applied to the net annual rentals to arrive at the property valuation.

All of the Group's investment property is held under freehold interests with the exception of four (2020: four) properties which are held under long leaseholds.

15. Investments

At 31 March 2021 the Group has the following subsidiaries:

	Class of shares held	Ownership 2021	Ownership 2020	Nature of Business
Subsidiaries				
Sutton Harbour Company	Ordinary	**100%**	100%	Harbour Authority
Sutton Harbour Services Limited	Ordinary	**100%**	100%	Marine Leisure & Property
Plymouth City Airport Limited	Ordinary	**100%**	100%	Property Developer
Sutton Harbour Property and Regeneration Limited	Ordinary	**100%**	100%	Property
Harbour Arch Quay Limited	Ordinary	**100%**	100%	Property
Harbour Arch Quay Management Limited	Ordinary	**100%**	-	Property
Sutton Harbour Projects Limited	Ordinary	**100%**	100%	Property
Sutton Harbour Car Parks Limited	Ordinary	**100%**	100%	Car Park Operator
Sugar Quay Holdings Limited	Ordinary	**100%**	100%	Investment Company
Sugar Quay Limited	Ordinary	**100%**	100%	Property Developer
Sutton East Holdings Limited	Ordinary	**100%**	100%	Property Developer
Sutton East Developco No1Limited	Ordinary	**100%**	100%	Property Developer

All of the above companies were incorporated in the United Kingdom and registered in England and Wales and for each the registered address is Sutton Harbour Office, Guy's Quay, Plymouth PL4 0ES.

All subsidiaries are included in the Group consolidated financial statements.

16. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities
Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2021	2020	**2021**	2020	**2021**	2020
	£000	£000	**£000**	£000	**£000**	£000
Property, plant and equipment	**-**	-	**(1,090)**	(998)	**(1,090)**	(998)
Investment property	**-**	-	**(419)**	(615)	**(419)**	(615)
Change in tax rate	**-**		**-**	-	**-**	
Losses carried forward	**453**	359	**-**		**453**	(359)
Tax assets / (liabilities)	**453**	359	**(1,509)**	(1,388)	**(1,056)**	(1,254)

Movement in deferred tax during the year	1 April 2020 £000	**Change in deferred tax rate £000**	**Recognised in income £000**	**Recognised in equity £000**	**31 March 2021 £000**
Property, plant and equipment	(998)	-	**(92)**	**-**	**(1,090)**
Investment property	(615)	-	**196**	**-**	**(419)**
Losses carried forward	(359)	-	**94**	**-**	**453**
	(1,254)	**-**	**198**	**-**	**(1,056)**

The Directors believe the deferred tax asset relating to losses carried forward will be utilised by future taxable profits. The Government has announced an increase to the main tax rate to 25% from 1 April 2023, however this had not been substantively enacted by the balance sheet date and accordingly has not been recognised in these financial statements.

17. Inventories

	2021	2020
	£000	£000
Stores and materials	**8**	8
Goods for resale	**38**	26
Development property	**29,275**	24,993
	29,321	25,027

Included within inventories is £29,275,000 (2020: £24,993,000) expected to be recovered in more than 12 months. £12,962,000 (2020: £12,810,000) of the Development Property, being the carrying value of the former airport site, is classified in the Balance Sheet as a non-current asset as realisation of the asset may be in more than five years' time.

Inventories to the value of £1,003,000 were recognised as an expense in the year (2020: £1,784,000).

Interest capitalised during the year in relation to development property was £138,000 (2020: £111,000). The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation was 3.2% (2020: 3.7%).

In the course of the year, £nil of development property inventory was written down (2020: £nil).

18. Trade and other receivables

	2021 £000	2020 £000
Trade receivables	**885**	785
Provision for impairment of trade receivables	**(73)**	(50)
	812	735
Expected loss rate of trade receivables	**8%**	6%
Other receivables	**46**	68
Prepayments and accrued income	**1,538**	1,792
	2,396	2,595

Included within trade and other receivables is £794,000 (2020: £998,000) expected to be recovered in more than 12 months which relates to prepayments and other accrued income.

The fair value of trade and other receivables classified as loans and receivables are not materially different to their carrying values.

The provision for impairment of trade receivables is arrived at by using the historic loss rate and adjusting for current expectations, customer base and economic conditions. With historic and expected future losses being low, the Directors consider it appropriate to apply a single average rate for expected credit losses to the overall population of trade receivables.

19. Cash and cash equivalents

	2021 £000	2020 £000
Cash and cash equivalents per Consolidated Balance Sheet	**928**	792
Cash and cash equivalents per Cash Flow Statement	**928**	792

Security over the assets of the Group has been given in relation to the bank facilities.

Undrawn facilities:

	2021 £000	2020 £000
Expiring within one year	**-**	-
Expiring within one to two years	**1,800**	-
Expiring between two and five years	**-**	750
	1,800	750

20. Bank loans

This note provides information about the contractual terms of the Group's interest-bearing loans. For more information about the Group's exposure to interest rate risk, see note 3.

	2021 £000	2020 £000
Non-current liabilities		
Secured bank loans	**25,200**	24,250
Other secured funding	**2,275**	-
	27,475	24,250

Secured bank loans:
The current secured bank loans relate to a facility of £27.0m comprising two loans and a revolving credit facility, which incur interest at various rates over LIBOR during the term of the facilities and fall due for renewal more than 12 months from the Balance Sheet date. Assets with a carrying amount of £47.320m (2020: £49.90m) have been pledged to secure borrowings of the Group. Separate assets which have been valued at £5.820m are held as security on the Other secured funding of £2.275m.

21. Deferred income and deferred government grants

Deferred income classified as current liabilities comprises advance rental income and advance marina fees.
Deferred government grants relate to grants received in relation to the Airport runway and lighting surrounding the runway. The grant liability relating to the airport runway and lighting will not be released prior to any future sale of the site.

	Deferred income		Deferred government grants	
	2021 £000	2020 £000	2021 £000	2020 £000
At the beginning of the year	**1,544**	1,398	**646**	646
Adjustment to opening balances	**-**	-	**-**	-
Released to the income statement	**(1,405)**	(1,583)	**-**	-
Income and grants received and deferred	**1,680**	1,729	**-**	-
At the end of the year	**1,819**	1,544	**646**	646
Current	**1,819**	1,544	-	-
Non-current	**-**	-	**646**	646
	1,819	1,544	**646**	646

22. Trade and other payables

	2021 £000	2020 £000
Trade payables	**1,082**	1,125
Other payables	**95**	87
Other taxation and social security costs	**178**	90
Accruals	**375**	94
	1,730	1,396

The ageing of trade payables is as follows:

	2021 £000	2020 £000
Not yet due:		
0 – 29 days	**550**	667
Overdue:		
30 – 59 days	**295**	261
60 – 89 days	**51**	47
90 – 119 days	**76**	15
120 + days	**110**	135
	1,082	1,125

23. Finance lease liabilities

	Minimum lease payments		Capital element of lease payments	
	2021 £000	2020 £000	2021 £000	2020 £000
Amounts payable under finance leases:				
Within one year	**141**	63	**141**	63
In the second to fifth years inclusive	**207**	35	**186**	28
	348	98	**327**	91
Less: future finance charges	**(21)**	(7)	**n/a**	n/a
Present value of lease obligations	**327**	91	**327**	91
Current			**141**	63
Non-current			**186**	28
			327	91

It is the Group's policy to lease certain of its property, plant and equipment under leases. The average lease term is 1.9 years (2020: 2.9 years). For the year ended 31 March 2021, the average effective borrowing rate was 3.2% (2020: 3.7%). Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. All lease obligations are denominated in sterling and the fair value of the Group's lease obligations approximates to their carrying amount.

24. Employee benefits

Pension plans

Defined contribution plans

The Group operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was £175,000 (2020: £150,000). There were no amounts outstanding or prepaid at the year end (2020: £nil).

25. Provisions for other liabilities and charges

	Onerous leases £000	Total £000
Balance at 1 April 2019	234	234
Provisions made during the year	-	-
Provision utilised during the year	(135)	(135)
Balance at 31 March 2020	99	99
Balance at 1 April 2020	99	99
Provisions made during the year	-	-
Provisions utilised during the year	(43)	(43)
Balance at 31 March 2021	**56**	**56**
Current	56	56
Non-current	-	-
	56	**56**

Onerous leases are those where expected rents payable exceed rents receivable on sub-let office space in respect of two leases expiring in 2021.

26. Capital and reserves

Share capital

Thousands of shares	Ordinary shares **2021**	Ordinary shares 2020	Deferred shares **2021**	Deferred shares 2020	Total shares **2021**	Total shares 2020
In issue at the beginning of the financial year - fully paid	**115,944**	115,944	**62,944**	62,944	**178,888**	178,888
Issued for cash	**-**	-	**-**	-	**-**	-
In issue at the end of the financial year – fully paid	**115,944**	115,944	**62,944**	62,944	**178,888**	178,888

	2021 £000	2020 £000	**2021 £000**	2020 £000	**2021 £000**	2020 £000
Allotted, called up and fully paid						
115,944,071 (2020: 115,944,071) Ordinary shares of 1p each (2020: 1p each)	**1,160**	1,160	-	-	**1,160**	1,160
62,943,752 (2020: 62,943,752) Deferred shares of 24p each (2020: 24p each)	**-**	-	**15,106**	15,106	**15,106**	15,106
	1,160	1,160	**15,106**	15,106	**16,266**	16,266

The holders of Ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Group. On a winding up each Ordinary share shall rank in priority to the Deferred shares.

The holders of Deferred shares are not entitled to receive dividends nor are they entitled to vote at meetings of the Group. On a winding up each Deferred share shall only be entitled to the nominal capital paid up or credited as paid up after paying the nominal capital paid up or credited as paid up on the Ordinary shares, the Deferred shares and/or any other shares in issue, together with the sum of £1,000,000 on each Ordinary share.

Other reserves

Share premium account

The share premium account represents premiums paid over the nominal value of share capital issued less transaction costs.

Revaluation reserve

The revaluation reserve relates to the revaluation of land and buildings included within property, plant and equipment.

Merger reserve

The merger reserve was created when Sutton Harbour Group was incorporated into the holding Group, Sutton Harbour Group plc. It was further increased when a cash box placing of shares occurred on 4 September 2009, creating an additional £3.6m.

Retained earnings

Retained earnings represent retained earnings attributable to owners of the parent. Retained earnings include £3.374m (2020: £4.524m) in respect of unrealised valuation surpluses on the Investment property assets.

27. Leases

Leases
Non-cancellable lease rentals are payable as follows:

	2021 £000	2020 £000
Less than one year	**196**	202
Between one and five years	**-**	108
Greater than five years	**-**	-
	196	310

During the year £191,000 was recognised in respect of lease rentals in the income statement (2020: £204,000): £172,000 in cost of sales (2020: £196,000) and £8,000 in administrative expenses (2020: £8,000).

Included within lease rentals is an amount of £191,000 (2020: £196,000) due in relation to the lease of part of a property which has been sublet. Income will therefore be generated to offset some of these lease rental amounts.

Leases as lessor
The Group leases certain properties (see notes 13 and 14). The future minimum lease rentals receivable under non-cancellable leases are as follows:

	2021 £000	2020 £000
Investment property:		
Less than one year	**1,298**	1,363
Between one and five years	**3,486**	3,604
More than five years	**23,975**	23,901
	28,759	28,868
Owner-occupied properties:		
Less than one year	**35**	35
Between one and five years	**139**	139
More than five years	**113**	113
	287	287

Total contingent rents recognised in the income statement in the year were £89,000 (2020: £89,000). Contingent rents are determined by reference to specific clauses within the leases.

During the year ended 31 March 2021 £1,542,000 (2020: £1,580,000) was recognised as rental income in the income statement. Repair and maintenance expense recognised in cost of sales for the year to 31 March 2021 was £30,000 (2020: £34,000).

Leases on the properties have terms between 5 years and 125 years in length and cannot be cancelled before the end of the lease, unless there is a break clause. Rent reviews usually occur at five year intervals.

28. Cash flow statements

	2021 £000	2020 £000
Cash flows from operating activities		
Loss for the year from continuing operations	**(2,373)**	(756)
Adjustments for:		
Taxation on loss from continuing activities	**-**	-
Financial expense	**753**	844
Fair value adjustments on investment property	**1,150**	494
Revaluation of property, plant and equipment	**1,061**	483
Depreciation	**399**	340
Loss on sale of property, plant and equipment	**3**	2
Cash generated from continuing operations before changes in working capital and provisions	**933**	1,407
(Increase) in inventories	**(4,294)**	(1,460)
(Increase) in trade and other receivables	**199**	(312)
(Decrease) in trade and other payables	**334**	(100)
Increase/(decrease) in deferred income	**275**	145
(Decrease) in provisions	**(43)**	(135)
Cash generated from continuing operations	**(2,536)**	(455)

29. Related parties

The parent of the Group is Sutton Harbour Group plc. The ultimate controlling party is FB Investors LLP, which is owned jointly by Beinhaker Design Services Limited and 1895 Management Group ULC. In the course of the year, Beinhaker Design Services Limited provided services to the value of £175,000 (2020: £174,000).

Transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note.

Transactions with key management personnel:
Executive Directors of the Group and their immediate relatives control 73.0% (2020 73.00%) of the voting shares of the Group.

The compensation of key management personnel (the Executive and Non Executive Directors) is set out on the Remuneration Report on page 18.

Historical Financial Information

For the year ended 31 March 2021

	2021 £000	2020 £000	2018 £000	2017 £000	2016 £000
Net Assets	**47,153**	46,082	45,732	39,328	40,483
Revenue	**5,400**	6,558	6,893	6,503	6,718
Operating profit before fair value adjustments, impairments, costs of change in ownership and onerous leases	**591**	1,065	973	761	1,288
Fair value adjustments on investment property and fixed assets	**(2,211)**	(977)	1,444	(626)	(105)
Impairment of assets, onerous leases	**-**	-	-	-	(173)
Operating profit/(loss) after fair value adjustments and impairments	**(1,620)**	88	2,417	(1,605)	1,010
Net financing costs (excludes joint ventures/associates)	**(753)**	(844)	(901)	(897)	(957)
Profit/(loss) before tax on continuing activities	**(2,373)**	(756)	1,516	(2,502)	53
Profit/(loss) attributable to equity shareholders	**(2,175)**	(988)	1,831	(2,198)	40
Dividends paid	**-**	-	-	-	-
Basic earnings/(loss) per share	**(1.88)p**	(0.85)p	1.68p	(2.24)p	0.04p
Diluted earnings/(loss) per share	**(1.88)p**	(0.85)p	1.68p	(2.24)p	0.04p

Company Balance Sheet

For the year ended 31 March 2021

	Note	2021 £000	2020 £000
Fixed assets			
Investments	5	**11,268**	11,268
		11,268	11,268
Current assets			
Debtors (including £23,426,000 due after more than one year)	6	**23,857**	22,773
Cash at bank and in hand		**5**	18
		23,862	22,791
Current liabilities			
Creditors: amounts falling due within one year	7	**62**	21
Net current assets		**23,800**	22,770
Total assets less current liabilities		**35,068**	34,038
Creditors: amounts falling due after more than one year	8	**2,700**	1,750
Net assets		**32,368**	32,288
Capital and reserves			
Called up share capital	9	**16,266**	16,266
Share premium account	11	**10,695**	10,695
Merger Reserve	11	**3,620**	3,620
Profit and loss account	11	**1,787**	1,707
Total shareholders' funds		**32,368**	32,288

The notes on pages 59 to 63 are an integral part of these financial statements. In the year the Company made a profit of £80,000 (2020: profit of £419,000).

The Financial Statements were approved and authorised by the Board of Directors on 5 July 2021 and were signed on its behalf by:

NATASHA GADSDON
DIRECTOR

Company Statement of Changes in Equity

For the year end 31 March 2021

	Called up capital £000	Share premium account £000	Merger reserve £000	Profit and loss account £000	Total £000
Balance at 1 April 2019	16,266	10,695	3,620	1,288	31,869
Profit for the year	-	-	-	419	419
Issues of shares	-	-	-	-	-
Balance at 31 March 2020	16,266	10,695	3,620	1,707	32,288
Balance at 1 April 2020	16,266	10,695	3,620	1,707	32,288
Profit for the year	-	-	-	80	80
Issue of shares	-	-	-	-	-
Balance at 31 March 2021	**16,266**	**10,695**	**3,620**	**1,787**	**32,368**

1. General information

Sutton Harbour Group plc, ("the Company") is a public limited Company incorporated in the United Kingdom under the Companies Act 2006. These financial statements cover the financial year from 1 April 2020 to 31 March 2021, with comparatives for the year 1 April 2019 to 31 March 2020 and are compliant with FRS101. No income statement or statement of comprehensive income is presented by the Company as permitted by Section 408 of the Companies Act 2006.

2. Accounting policies

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

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosure;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement,
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16,, 38(a), 38(b), 38(c), 38(d), 40(a), 40(b), 40(c), 40(d), 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member ; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Going concern
The Company meets its day to day working capital requirements through intra-group funding and is therefore reliant on bank finance in the form of Group wide term loan and revolving credit facilities. In December 2019, Sutton Harbour Group plc and subsidiary companies (the "Group") renewed its banking facilities until December 2023, with two term loans totalling £22.5m and a £2.5m revolving credit facility. A £2m extension to the revolving credit facility was agreed in May 2020 to provide additional funding to manage the Group through the Covid-19 Lockdown and recovery period. The extension expires in May 2022.

The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of the facilities and covenants over a period of at least twelve months from the date of approval of these financial statements.

It has been confirmed that the intra-group balances in place will not be requested for repayment in the foreseeable future.

In light of the above and considering the Group's forecast covenant compliance, in the Directors' opinion it remains appropriate to adopt the going concern basis of preparation for these financial statements.

Functional and presentation currency
The functional currency of the Company is pounds sterling and therefore balances are shown in the financial statements in thousands of pounds sterling, unless otherwise stated.

Investments
Investments are carried cost less any provision for impairment in value.

Impairment
The carrying amounts of the Company's assets are considered at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where the carrying amount of an asset exceeds its recoverable amount it is impaired and is written down to its recoverable amount.

Interest-bearing borrowings
Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

Share capital
Ordinary and Deferred shares are classified as equity.

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

Current tax is the expected tax payable on the taxable profit 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.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax is recognised on all temporary differences except on the initial recognition of goodwill or on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Financial instruments
Trade and other debtors, trade and other creditors and all intra-group balances are financial instruments and are carried at amortised cost.

3. Services provided by the Company's auditors

During the year the Company obtained the following services from the Group's auditors:

Current auditors:	**2021 £000**	2020 £000
Fees payable to Group's auditor for the audit of Parent Company financial statements	**21**	21
Fees payable to the Group's auditor for other services:		
Tax services	**-**	1

For further details on other services provided by the Group's auditors, see note 7 to the main Group consolidated financial statements.

4. Employees and Directors

The Company has no employees. The Directors are not remunerated for their services to the Company. Remuneration in respect of subsidiary undertakings is disclosed in note 8 to the consolidated financial statements.

5. Investments

	2021 £000	**2020 £000**
Cost and net book value		
Investments in subsidiary undertakings	**11,268**	11,268

Subsidiary companies:
At 31 March 2021, the Company has the following investments in subsidiaries:

	Class of shares held	Ownership 2021	Ownership 2020	Nature of Business
Subsidiaries				
Sutton Harbour Company	Ordinary	100%	100%	Harbour Authority
Sutton Harbour Services Limited	Ordinary	100%	100%	Marine Leisure & Property
Plymouth City Airport Limited	Ordinary	100%	100%	Property Developer
Sutton Harbour Property and Regeneration Limited	Ordinary	100%	100%	Property
Sutton Harbour Commercial Limited	Ordinary	100%	100%	Property
Sutton Harbour Projects Limited	Ordinary	100%	100%	Property
Harbour Arch Quay Management Limited	Ordinary	100%	-	Property
Sutton Harbour Car Parks Limited	Ordinary	100%	100%	Car Park Operator
Sugar Quay Holdings Ltd	Ordinary	100%	100%	Investment Company
Sugar Quay Ltd	Ordinary	100%	100%	Property Developer
Sutton East Holdings Limited	Ordinary	100%	100%	Property Developer
Sutton East Developco No1 Limited	Ordinary	100%	100%	Property Developer

All of the above companies were incorporated in the United Kingdom and registered in England and Wales and for each the registered address is Sutton Harbour Offices, Guy's Quay, Plymouth PL4 0ES.

6. Debtors

	2021 £000	2020 £000
Amounts owed by subsidiary undertakings	**23,426**	22,285
Deferred Tax	**-**	-
Other debtors and prepayments	**431**	488
Total debtors	**23,857**	22,773

Amounts owed by subsidiary undertakings are all due in more than one year.

7. Creditors: amounts falling due within one year

	2021 £000	2020 £000
Other creditors	**62**	21
Total creditors	**62**	21

Security over the assets of the Company has been given in relation to the bank facilities.

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

	2021 £000	2020 £000
Amounts owing to subsidiary undertakings	**2,700**	1,750
Total creditors	**2,700**	1,750

Interest is charged at rates over LIBOR during the term of the bank facilities.

9. Called up share capital

	Ordinary Shares		Deferred Shares		Total	
Thousands of shares	**2021**	2020	**2021**	2020	**2021**	2020
In issue at the beginning of the financial year – fully paid	**115,944**	115,944	**62,944**	62,944	**178,888**	178,888
Issued for cash	**-**	-	**-**	-	**-**	-
In issue at the end of the financial year – fully paid	**115,944**	115,944	**62,944**	62,944	**178,888**	178,888

Allotted, called up and fully paid						
115,944,071 (2020: 115,944,071) Ordinary shares of 1p each (2020: 1p each)	**1,160**	1,160	**-**	-	**1,160**	1,160
62,943,752 (2020: 62,943,752) Deferred shares of 24p each (2020: 24p each)	**-**	-	**15,106**	15,106	**15,106**	15,106
	1,160	1,160	**15,106**	15,106	**16,266**	16,266

The holders of Ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. On a winding up each Ordinary share shall rank in priority to the Deferred shares.

The holders of Deferred shares are not entitled to receive dividends nor are they entitled to vote at meetings of the Company. On a winding up each Deferred share shall only be entitled to the nominal capital paid up or credited as paid up after paying the nominal capital paid up or credited as paid up on the Ordinary shares, the Deferred shares and/or any other shares in issue, together with the sum of £1,000,000 on each Ordinary share.

10. Contingencies

The Company has given an unlimited guarantee in respect of bank borrowings of all subsidiary companies. At 31 March 2021, these borrowings amounted to £25,200,000 (2020: £24,250,000).

11. Description of reserves

Called up share capital
The called up share capital account represents equity share capital (see note 26 to the consolidated financial statements).

Share premium account
The share premium account represents premiums paid over the nominal value of share capital issued less transaction costs (see note 26 to the consolidated financial statements).

Merger reserve
The merger reserve was created when a cash box placing of shares occurred on 4 September 2009. In the opinion of the Directors, this reserve is distributable (see note 26 to the consolidated financial statements).

Profit and loss account
The profit and loss account represents retained profits.

12. Ultimate controlling party

Sutton Harbour Group plc is the ultimate Parent Company of the Group. The ultimate controlling party is FB Investors LLP, which is owned jointly by Beinhaker Design Services Limited and 1895 Management Group ULC, and owns 72.65% of the issued share capital of Sutton Harbour Group plc. The consolidated financial statements of the Group headed by Sutton Harbour Group plc are presented separately on pages 26 to 32 of this document. The results of the Group are not consolidated in any other group's financial statements.

SUTTON HARBOUR

SUTTON HARBOUR GROUP PLC

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