



Annual Report

24/25



Capital
Wins

Community
Gains

Thriving Investments is a leading fund manager with a social conscience.



Our Aim

Focused on the UK Living sectors, we create thriving communities by delivering high-quality affordable homes across the country through a range of investment platforms and tenures. Since we were founded by Places for People Group, the UK's leading social enterprise, in 2017, we have created a number of sophisticated strategies, raised equity, and invested in mixed-tenure homes for rent and sale. Leveraging Places for People Group's expertise in property management, development and social value creation, we bring our own FCA-regulated fund management expertise and our award-winning specialist sustainable development platform, igloo Regeneration, to offer investors strong returns and ongoing value growth.

Our values are at the core of everything we do. Everyone has the right to live in a safe and welcoming home, but our vision goes beyond this: we are committed to driving returns through the careful management of the environmental and social impact of our investments. We help investors use their capital for good to power local economies and unlock financial returns. And as part of a not-for-dividend organisation, any profit we make is re-invested back into Places for People to support its mission to change lives by creating and supporting Thriving Communities.

Our Vision

At Thriving Investments, we believe our investments hold more than monetary value - they can also improve lives.

Creating a tangible link between investor expectations and the need for affordable housing, we bridge the gap between economic growth and social value through the investments, developments, and Communities we actively fund.

Our goal is to tackle the social issues of the day while providing strong financial returns alongside positive social impact.



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Highlights

Top lines



2024

APRIL

Thriving Investments, igloo, and Newcastle City Council name the next phase of Stephenson Quarter as Founders Place, reflecting the site's heritage

JULY

Price Hubble research, commissioned by Thriving Investments, identifies places with the greatest housing need, revealing where institutional investors could create the most impact.

Under new Sustainability Disclosure Requirements (SDR), Thriving Investments adopts the Sustainability Impact label for its New Avenue Living Scotland Fund.

Thriving Investments, in partnership with Lar Housing Trust and HHA, release a report highlighting the economic and social impact of mid-market rental homes.

SEPTEMBER

The Scottish Government commits £100m to fund mid-market rent homes, building on the success of Thriving Investments' New Avenue Living strategy.

NOVEMBER

Thriving Investments partners with Gresham House to deliver a new shared ownership platform – a first for the business.

DECEMBER

Thriving Investments publishes its first Responsible Value Driven Investment report, showcasing how responsible investment is generating social value and fostering sustainable communities.

Thriving Investments and Gresham House complete its first deal, committing £53m for the development of 122 shared ownership homes as part of the Clapham Park regeneration project in South London.

2025

JANUARY

igloo partners with The Crown Estate to deliver 60 sustainable homes in Knutsford, Cheshire.

MARCH

The New Avenue Living Greater Manchester Fund launches to deliver affordable rental homes for the region's essential workers, raising an initial £40m from the Greater Manchester Pension Fund, Better Society Capital, Places for People Group, and the Greater Manchester Combined Authority.

Industry recognition

2024

2025

JUNE

Housing Growth Partnership's joint venture with Thriving Investments to deliver 1,200 sustainable homes on regeneration sites is shortlisted for the Regional Deal Award at the EG Awards.

SEPTEMBER

The New Avenue Living Scotland Fund wins the Outstanding Fund Achievement Award at the AREF (Association of Real Estate Funds) Awards.

Thriving Investments CEO, Cath Webster, is recognised by Bisnow as one of the UK's most influential women in real estate.

DECEMBER

Newhall Street in Glasgow, a development Thriving Investments delivered in partnership with Swan Group, reaches the final of the Scottish Property Awards in the Build to Rent Development of the Year category.

JANUARY

The New Avenue Living Scotland Fund is named a finalist in the 'Best ESG Investment Fund: Real Estate' category at the ESG Investing Awards.

MARCH

Thriving Investments and Gresham House partnership is shortlisted for Deal of the Year at Property Week's RESI Awards 2025.



EG Awards logo was a bad format, please supply as Jpeg

Richard Gregory

Chair of the Board, Thriving Investments

Despite ongoing market and economic challenges, the past year has been outstanding for Thriving Investments. We have strengthened our market position and continued to grow, exceeding our targets for both profit before tax and assets under management.

Building on our growing reputation, we have received exceptional feedback from some of the UK's most respected investment organisations and internal engagement is excellent. For a business still in its early stages, this positive momentum is very encouraging and a clear reflection of our solid foundations.

Our success is also testament to our senior team's dedication and talent. I would particularly like to thank our CEO, Cath Webster, and our COO, John Tatham, for their excellent leadership, which has been instrumental in guiding Thriving Investments through a significant growth period. Underlining Cath's impact on our business as well as the wider sector, it was fantastic to see her recognised as one of the UK's most influential women in real estate in September 2024. Compiled by global B2B platform Bisnow, the top 24 list followed consultation with real estate professionals across the sector, and champions diversity and talent.

As the first fund manager established by a registered social housing provider to bring institutional equity into residential investment, Thriving Investments is a pioneering force in our sector. We provide private and public investors with access to affordable, essential worker, and private rented sector (PRS) assets that deliver

robust returns while helping to address the housing crisis. This is achieved with the support of Places for People Group, the UK's leading social enterprise, offering expertise in developing and managing affordable homes as well as creating social value. These unique capabilities provide us with an unrivalled market position, which has been underpinned by several key milestones over the past year.

Towards the end of 2024, we partnered with fund manager Gresham House to launch a shared-ownership fund management platform. I am pleased to report that the Gresham House team has integrated seamlessly into our business, contributing significantly to our shared goals.

Another significant development was the launch of the New Avenue Living Greater Manchester Fund in early 2025. This achievement builds on the success of our New Avenue Living Scotland Fund. Both aim to provide affordable homes for essential workers and have significant potential to grow, demonstrating the power of partnerships in housing delivery.

I would like to take this opportunity to thank the Greater Manchester Pension Fund, Better Society Capital, Greater Manchester Combined Authority and Places for People Group for enabling us to establish the New Avenue Living Greater Manchester Fund, which has already raised £40m.

Our partnership with igloo also demonstrates the power of collaboration. Two years on from our acquisition of the company, I would like to acknowledge its pivotal role in helping us to play a part in tackling the UK's housing challenges. Over the past year, igloo has continued to strengthen financially and cement its position as a leading regeneration specialist, providing both development and placemaking expertise. Together, we are unlocking capital for homes in places that need them the most, including transforming brownfield sites like Dundashill in Glasgow, a development that has continued to evolve throughout 2024/25.

Looking ahead, I remain confident about the future and in our ability to keep building on our success to achieve even more. With a talented leadership team, committed colleagues, and trusted partners – guided by an experienced and engaged board of independent non-executive directors – Thriving Investments will continue to play a role in helping the Government meet its housing targets while delivering strong investor returns and generating positive social impact.




Cath Webster

CEO, Thriving Investments

I am incredibly proud of our progress and what we have achieved throughout 2024/25. Thriving Investments has continued to grow, welcoming new funds, partnerships, and people that all share our goal to create thriving communities. We now manage investment assets worth over £1.1bn and are fast approaching a major milestone: a portfolio of 5,000 homes. This brings us another step closer to achieving our 20,000 target by 2034.

Throughout the year, our success was recognised across the real estate industry with several award nominations. A highlight was winning the Outstanding Fund Achievement for our New Avenue Living Scotland Fund at the AREF Awards in September 2024.

We also began working with new investors. Alongside our parent company, this brings our total to six Local Government Pension Schemes and four institutional investors, further strengthening and diversifying our partnerships. We achieved growth despite operating in a highly challenging market environment.

Macroeconomic pressures, including rising inflation, high interest rates, and wider financial uncertainty have presented significant headwinds for our business and the wider sector. The cost of delivering new homes continues to rise, while demand intensifies for housing with lower occupancy costs. Although there is clear political will to address the UK's housing crisis, the reality on the ground tells a different story with housing starts in decline. In this environment, the need for innovation and new partnership models is more important than ever. The launch of our New Avenue Living Greater Manchester Fund in March 2025 is a prime example. Greater Manchester Pension Fund, Better Society Capital, Greater Manchester Combined Authority, and Places for People Group have joined forces to deliver much-needed housing for essential workers across the region.

The fund emulates a successful model we first established in Scotland, which we are actively scaling to meet the acute need for high-quality homes for middle-income households.

In October 2024, we collaborated with the private sector too. In partnership with Gresham House, we launched a new shared-ownership platform - a first for Thriving Investments - and welcomed a talented team into our business. We look forward to working closely with Gresham House in the year ahead to drive further growth in affordable housing investment.

Partnership working is also central to place-based impact investing, which remains a core strategic focus for our business. Together with igloo, Thriving Investments is an active member of the Place-Based Impact Investing (PBII) Network, established by the Good Economy, the Institute for Economic Development, and the Impact Investing Institute. By working with local authorities and specialist investment managers, the PBII seeks to scale institutional investment to support local economic resilience, prosperity, and sustainable development.

Our aim is to deliver high-quality, affordable homes with a deep understanding of what places need to thrive. This place-first approach enables us to identify, and create, broader community benefits ranging from employment opportunities to infrastructure improvements.

With an increasing number of Local Government Pension Schemes prioritising place-based impact, we believe this is a scalable investment model and remain committed to working with local and national investors to put the principles into practice.

To support our continued growth throughout 2024/25, I introduced a new organisational structure, promoting talent internally. John Tatham has stepped into the newly created role of Chief Operating Officer (COO), while Jamie Younger has been appointed Chief Investment Officer (CIO). These appointments enhance our leadership capacity and position us well for the

year ahead. I am confident that both John and Jamie will thrive in their new roles and would like to thank them for their ongoing support. As we move into a new financial year, I am looking ahead with positivity. Although sector challenges will persist, Thriving Investments is in a strong market position. We remain focused on scaling our impact, attracting further investment into our existing and new funds, and forging innovative partnerships that deliver homes and social value in places that need them the most.




Funds we manage

Details



The addition of new funds to our portfolio continues to drive growth and foster innovative partnerships delivering thousands of affordable homes across the UK.



Picture Living

Led by Jamie Younger

Launched in May 2018, Picture Living is a joint venture between the Universities Superannuation Scheme (USS) and Places for People. It is our flagship UK suburban build-to-rent housing investment strategy, currently focusing on high-quality, new or modern single-family homes for rent.

Picture Living generates a stable income and capital value return for its investors through a portfolio of homes sourced and managed by Thriving Investments. To date, £433m has been committed, including an additional £100m in February 2024.

During the 2024/25 financial year, Picture Living secured two new developments in the Midlands, adding a further 81 homes to its portfolio. Two schemes from the original 2018 seed portfolio were successfully disposed of providing capital to reinvest in new homes.

The portfolio is regionally diversified, with 80% of homes located outside London and the South East. It currently comprises approximately 1,800 single-family homes and apartments, with just over 5% under development.

Management is undertaken by Touchstone, part of the Places for People Group, in partnership with Thriving Investments.



New Avenue Living

Led by William Kyle

The **New Avenue Living Scotland Fund** was launched in March 2019 with a loan from the Scottish government and initial investments from the Strathclyde Pension Fund and Places for People Scotland.

Additional investors joined in 2019 and 2020, including the Nationwide Pension Fund and the Scottish National Investment Bank. Several investors have since increased their commitments, bringing the fund's total to £222m, surpassing its original target of £160m.

The fund follows a Scottish affordable homes-for-rent strategy. Rather than relying on grant funding, it uses equity and government debt finance to forward-fund former market-value developments, delivering housing for essential workers in locations within commuting distance of major Scottish city centres.

Homes are let at a discount to open market rents (Mid-Market Rent). This strategy represents a unique, place-based, inflation-linked investment approach, targeting the delivery of approximately 1,200 high-quality, sustainable, and energy-efficient affordable homes.

In 2024/25, 99 homes were delivered across two sites, and the launch of the Newhall Street development in Glasgow added a further 151 homes. An additional three sites were secured during the year, which will provide 114 new homes.

The fund now spans 12 sites across Edinburgh, Leith, Glasgow, Paisley, East Lothian and Midlothian, achieving a robust 98% occupancy rate. The portfolio is managed by Touchstone under the management of Thriving Investments.

Launched in March 2025, the **New Avenue Living Manchester Fund** is the first of its kind in England and our second dedicated housing fund for essential workers.

Building on the success of the New Avenue Living Scotland Fund, it underlines our commitment to accelerating housing delivery through innovative public and private sector partnerships.

The fund will deliver high-quality, sustainable and affordable rental homes across Greater Manchester, without relying on grant funding or Section 106 agreements. Homes are offered at discounted market rents, helping to reduce living costs for essential workers while

generating positive social and economic outcomes such as job creation, improved infrastructure and enhanced living conditions.

An initial £40m has been secured from the Greater Manchester Pension Fund, Better Society Capital, and Places for People Group along with debt financing provided by the Greater Manchester Combined Authority.



Gresham House

Led by Ben Fry

In November 2024, Thriving Investments partnered with Gresham House to create a shared ownership fund management platform, which now manages ReSI LP. Launched in May 2021, ReSI LP is a UK-limited partnership that invests in shared ownership housing through its wholly owned for-profit registered provider of social housing - ReSI Homes.

ReSI LP's purpose is to fund affordable homes for low-cost home ownership, targeting essential workers and those on medium to low incomes while delivering long-term returns for investors. To date, ReSI LP has raised £310m from institutional investors, including the Staffordshire, Wiltshire, Devon, and Gloucestershire Pension Funds, as well as the Centrica Combined Common Investment Fund.

Since the partnership was launched in November 2024, ReSI LP has funded 162 new affordable homes across two schemes in Devon and South London. This includes £53m for the development of 122 shared-ownership homes forming part of the Clapham Park regeneration project.

Its total portfolio now includes 1,682 affordable homes, with more than 1,100 currently occupied and the rest under construction.



Igloo Regeneration

Led by Peter Connolly

This thematic investment strategy uses igloo's development and placemaking expertise to deliver thriving communities that generate long-term returns.

For more than 20 years, igloo has been leading responsible property investment and development in the UK. Until 2018, igloo managed the igloo Regeneration Partnership with Aviva, which was recognised by the United Nations as the world's first responsible real estate fund. This fund was acquired by Places for People as the seed portfolio to build a UK-wide regeneration platform, attracting capital from a range of public and private sector partners. In 2023, igloo was acquired by Thriving Investments.

In 2016, igloo became the UK's first real estate B Corporation. In December 2024, it was successfully recertified, improving its 2021 score with higher impact points across governance, workers' wellbeing and community impact.

Throughout 2024/25, igloo has delivered more place-shaping developments, homes and communities, with additional plots secured.

After securing further capital from the Housing Growth Partnership (HGP) to develop a national portfolio of homes, primarily on brownfield sites, the first scheme was completed in early 2024. Located on a former distillery site in Dundashill, Glasgow, the development comprises more than 400 low-carbon EPC A-rated homes and sales across the first phase of 78 homes have been strong.

Subsequent phases at Dundashill are progressing through the planning process, alongside new projects in Nottingham and Sunderland, also backed by HGP funding.

In partnership with Newcastle City Council, igloo has continued to transform Founders Place, a 4.3-acre plot behind Central Station. Following the refurbishment of the Pattern Shop and launch of 1 Founders Place, igloo is progressing

a scheme to deliver 70 homes at the high-profile development site. The design and planning of more than 150 homes in Ouseburn is also advancing, alongside the development of 400 homes within Newcastle's new science and innovation-led Helix neighbourhood.

Sales have continued at the Trent Basin waterside project on the banks of the River Trent, and work began on a new bridge linking to communities east of the river. This low-energy neighbourhood is being delivered in the Blueprint joint venture with Nottingham City Council.

In Winchester, igloo's Partnerships & Places joint venture with Genr8-Kajima agreed a delivery plan with the city council for the Central Winchester Regeneration project. The joint venture also secured a significant opportunity to build 400 homes at Etruscan Square in Hanley, Stoke-on-Trent.

In southern England, igloo's partnership with Nationwide Building Society is delivering 250 EPC A-rated homes within an intergenerational community at Oakfield, Swindon. Sales of the homes have been strong, and the final phase is expected to be complete by summer 2025.

Towards the end of the financial year, igloo secured a partnership with the Crown Estate to deliver 60 sustainable homes in Knutsford, Cheshire. The development will meet stringent carbon and energy use targets while achieving a 15% biodiversity net gain.

All igloo projects respond to specific local challenges and are underpinned by Footprint®, igloo's industry-leading sustainability framework. Independently validated by JLL, Footprint® ensures every development delivers meaningful commercial and community returns.

In December 2024, igloo published its first Impact Report, showcasing its efforts to deliver measurable positive outcomes for people, place and planet.

igloo





For Profit Registered Providers

In March 2024, Places for People acquired Rosewood Housing (Rosewood) from FRP, the administrator of Inland Homes PLC.

Rosewood is a for-profit registered provider of social housing, owning 61 high-quality shared ownership and affordable rental homes in the South East. These assets will seed a new strategy managed by Thriving Investments, aimed at creating an institutionally backed portfolio of shared ownership and regulated affordable rental housing across the UK.

In March 2025, Thriving Investments applied to the Regulator of Social Housing to establish a new for-profit registered provider to provide a platform for investment in a wider range of regulated housing.



Responsible value-driven investments



Thriving Investments aims to create and realise value by carefully managing the environmental and social impact of its investments. By investing clients' capital responsibly, we seek to protect and enhance asset value and improve investment performance, while creating thriving neighbourhoods where people want to live for the long term.



Following a comprehensive review of our responsible investment approach and ESG strategy across investment and operational activities, we have continued to implement key recommendations.

In 2024, an ESG workplan was launched, underpinned by our four updated Guiding Principles. This framework builds on our existing commitment to meeting the UN Sustainable Development Goals and the UN Principles for Responsible Investment, which Thriving Investments has supported as a signatory since 2019.

In February 2024, we adopted our first Responsible Value-Driven Investment (RVDI) Policy. This has since been updated to reflect the growth of our business and continuous refinement of our responsible investment strategy.

Our second RVDI report will be published this year, reinforcing our transparent and purposeful approach to mitigating risk and delivering impact for residents, communities and our clients' investments.

We have reported our progress against targeted ESG Key Performance Indicators (KPIs), enabling a more consistent, measurable approach to tracking impact, alongside existing regulatory reporting under the Financial Conduct Authority (FCA) Sustainable Disclosure Requirements (SDR).



Risk management



Thriving Investments operates in an environment with a variety of risks and is committed to maintaining a strong system of internal control. Our risk management framework ensures risks are identified, managed and escalated where necessary to protect our business from significant regulatory breaches, financial losses, or reputational harm.



Managing risk

As an FCA-regulated business, Thriving Investments organises and controls its affairs responsibly and effectively, supported by robust risk management systems. We manage client and investor risks as diligently as our own.

The Board is accountable for maintaining a prudent and effective system of internal control and risk management. It assesses the most significant business risks and, where appropriate, implements quantitative measures, such as stress tests, to understand potential impacts.

Non-executive oversight of the risk management framework, including standards of integrity and internal control, is provided by the Audit, Risk and Compliance Committee (ARC) and the Board.

Risk management is embedded across all business areas. The Chief Executive and senior management team are responsible for maintaining our culture and ensuring team behaviours reflect Thriving Investments' values.

Our Risk and Compliance Director, Leigh Bunnell, is responsible for Thriving Investments' risk and control framework, leading the risk and compliance functions.

We operate a robust three lines of defence model. The compliance monitoring programme is outsourced to an external compliance consultancy, while the third line is provided by Places for People Group's internal audit team and external providers where appropriate. This approach assures the Board of the effectiveness of the risk management framework and internal controls.

Principal risk factors

This section sets out Thriving Investments' current assessment – as of the date of this report – of the most significant risks facing our business over the short and long term. These risks are categorised into six principal risk areas:

1. Strategic and business
2. Financial
3. Operational
4. Legal and regulatory
5. Market
6. Responsible investing

Risk appetite statements define the levels and types of risk the Board is willing to accept in pursuit of our strategic objectives. These statements apply to all principal risk categories and are reviewed and approved by the Board at least annually or following periods of significant change.



Strategic and Business Risk Factors

Strategic risks threaten our ability to set and execute our overall strategy.

Business risks impact revenues through shifts in product design, pricing, customer demand or competitive positioning.

MITIGATION

Strategic and business risks are mitigated by business planning, led by the management team with input and oversight from the ARC and the Board.

The business plan is updated and agreed annually with the Board.

Semi-annual reviews assess the need for any significant changes driven by a changing environment.

Performance is tracked and reviewed monthly by the management team, and quarterly by the Board.

ASSESSMENT

The overall risk is assessed as amber due to the volatile nature of the macroeconomic environment, which has created a market where raising new equity is challenging.

However, except for one, all our existing investors have reinvested, and we have attracted several new ones, reflecting growing investor interest in residential investment.

Thriving Investments has a compelling impact story to tell and is well positioned as a long-term investment proposition.

Financial

Financial risk factors impact the ability to meet financial obligations.

MITIGATION

Financial planning and stress testing forms an essential part of our business planning.

Monthly cash flow forecasts are run under both base case and stressed scenarios to ensure there are sufficient funds to meet obligations and to track performance against financial targets.

ASSESSMENT

As Thriving Investments continues to grow, the risk is currently assessed as amber and overall, our financial position is improving.

A profit is forecasted in the next financial year and there is sufficient cash to meet our long-term financial obligations under both base case and stressed scenarios.



Operational

Operational risks arise from systems, processes, people and external events. These include third-party oversight, cyber security and information security risks.

MITIGATION

Thriving Investments benefits from the scale and resources of Places for People Group. The Group provides support for third-line defence risk management, and specialist consultancies supplement in-house resources.

ASSESSMENT

The risk is assessed as amber based on the growing global threat of cyberattacks. This risk is mitigated by the Group’s strong IT security and investment in its people.

Legal and Regulatory

These risks arise from potential litigation and failure to comply with applicable regulations.

MITIGATION

We employ a full-time Risk and Compliance Director who manages a three lines of defence model and outsources compliance monitoring to a specialist consultancy. We have access to Places for People Group’s legal team and a panel of external law firms

ASSESSMENT

The assessment is green based on the robust processes we have in place for managing regulatory and legal risks.

Market

Market risks arise from exposure to adverse price movements such as changes in residential real estate asset values, interest rates or changes in the construction market.

MITIGATION

The chronic undersupply of housing, especially in the affordable housing market, supports pricing for rental assets and drives rental growth. Despite macroeconomic events, the outlook for construction is positive and the Government’s commitment to solving the housing crisis should provide investment opportunities.

ASSESSMENT

The overall assessment is amber, driven by the continued impact of elevated interest rates and macroeconomic events. This risk is mitigated by undersupply in the UK housing market and the Government’s commitment to solving the housing crisis.

Responsible Investment

These risks are driven by environmental, social and governance practices in the workplace.

MITIGATION

The Investment and Sustainability Committee has focused on the successful implementation of our Responsible Value Driven Investment Plan. A Responsible Investment Manager has been appointed, strengthening expertise in this area. The Investment and Sustainability Committee has considerable experience in responsible investment, ensuring sustainability and social purpose are at the heart of our investment strategy.

ASSESSMENT

Based on the strength of our responsible investing strategy and overall approach to ESG, this risk is assessed as amber

Our committees

How they work



Thriving Investments is led by a Board of Directors, the majority of whom are independent Non-Executive Directors. Our Non-Executive Directors sit on the Thriving Investment Board and our sub-committees.



Adam Davis KC
Member of RC
ARCC Chair



Audrey Klein
Member of RC
and ISC



Claire Ainsworth
Member of ISC
RC Chair



Julie Hirigoyen
Member of RC
ISC Chair



Philip Clark
Member of RC
and ARCC



Tim Saunders
Member of RC,
ISC and ARCC

The work of each sub-committee is set out below:

Audit, Risk and Compliance Committee (ARC)

The ARC oversees the integrity of Thriving Investments’ financial statements and the effectiveness of internal controls to mitigate risk during business change as well as macroeconomic and political volatility.

Role of the committee and primary responsibilities:

The committee’s principal role is to assist the Board in relation to financial reporting and financial, audit, risk and internal controls. All members are independent Non-Executive Directors. The Board has confirmed that collectively, members have the required sector competence based on their experience and expertise. Biographies can be found on pages 48-51.

The Chief Executive, Chief Operating Officer, and Risk and Compliance Director are invited to attend all committee meetings to contribute their expertise.

The committee’s primary responsibility is to oversee the following:

Financial reporting, financial controls and audit, including:

- Content and integrity of financial reporting
- Appropriateness of accounting estimates and judgements
- Effectiveness of the financial control framework
- Effectiveness and independence of the external auditor
- Providing a recommendation to the Board of the external auditor appointment

Key focus areas during 2024-25

The committee received quarterly reports from internal audit, risk and compliance, identifying key compliance matters, including regulatory issues and significant external and internal risks in accordance with its terms of reference.

Key areas covered in the period include:

- A review and recommendation to the Board of risk appetite statements
- Risks arising for the Gresham House partnership, and the launch of the New Avenue Living Greater Manchester Fund, including the appointment of a new depositary, fund administrator and fund accountant
- A review of corporate governance arrangements, including the corporate governance policy and terms of reference for the Board and committees
- A review and recommendation to the Board of the year-end financial statements, performance of the external auditor and the appointment of the external auditor

ARCC – Audit Risk and Compliance Committee
ISC – Investment and Sustainability Committee
RC – Remuneration Committee

Investment & Sustainability Committee

The Investment & Sustainability Committee plays a vital role in overseeing the investment, sustainable and social activities of Thriving Investments.

Role of the committee and primary responsibilities

The committee assists the Board in overseeing investment strategies and decisions for funds or vehicles where Thriving Investments acts as the Alternative Investment Fund Manager (AIFM). The committee also oversees the sustainability and social impact activities of the business.

All members are independent Non-Executive Directors. The Board has confirmed that collectively, members have the required sector competence based on their experience and expertise. Biographies can be found on pages 48-51.

The committee's primary responsibilities include the assessment of:

Investment activities for each of the products within its scope:

- Evaluating and approving all investment transactions and annual investment plans
- Reviewing the investment performance of each product
- Approving investment decisions and making commitments on behalf of each product
- Sustainable and social impact activities:
- Ensuring sustainability and social impact is assessed in line with each product's sustainability policy, including investment restrictions and Thriving Investments' responsible investment policies and ESG investor reporting policies

- Determining annually, what benchmarking is appropriate for Thriving Investments
- Contributing to decisions regarding the formation of new products in accordance with the Thriving Investments' schedule of delegations
- Reviewing and recommending to the Board responsible investment risk and market risk appetite statements

Key focus areas during 2024-25

During the financial year, the committee considered a range of key matters, including:

- The investment strategy relating to the New Avenue Living Scotland Fund
- The implementation of the Responsible Value Driven Investment plan.
- Publication of an annual Responsible Value Driven Investment Report articulating ESG commitments and performance
- Agreement of ESG metrics to assess performance and impact
- Approval of sustainability checklists for acquisitions and responsible exits
- Review and recommendation of amendments to its own terms of reference to the Board
- Approval of the legal summary and responsible investment strategy for the New Avenue Living Greater Manchester Fund
- Approval of the adoption of the FCA's 'Sustainability Impact' SDR label
- Review and recommendation to the Board of the Market Risk and Responsible Investment Risk Registers and their respective risk appetite statements

Remuneration Committee

Our Remuneration Committee plays a vital role in overseeing the remuneration structures of Thriving Investments.

Role of the committee and primary responsibilities

The committee's principal role is to support the Board in ensuring Thriving Investments' remuneration strategy and practices are aligned with its strategic objectives and statutory and regulatory requirements, including the AIFMD Remuneration Code and associated guidance.

All members are independent Non-Executive Directors. The Board has confirmed that collectively, members have the required sector competence based on their experience and expertise. Biographies can be found on pages 48-51.

The committee's primary responsibilities include:

- Designing remuneration to promote the long-term success of the business, maintaining an appropriate balance between fixed and performance-related, immediate and deferred remuneration
- Ensuring remuneration is sufficient to attract, retain and motivate high-quality management and senior executives
- Applying transparent and rigorous performance-related elements
- Ensuring performance-related compensation arrangements appropriately balance current and future risk

- Ensuring remuneration practices are consistent with effective risk management, discouraging excessive or inappropriate risk taking
- Adhering to relevant provisions and recommendations in the FCA's Remuneration Codes, the UK Corporate Governance Code and other relevant legal or regulatory requirements
- Managing potential conflicts of interest that could arise from remuneration practices

Key focus areas during 2024-25:

During the year, the committee addressed a range of topics, including:

- Long-term incentive plans
- Market benchmarking of remuneration
- Review and update of the Remuneration Policy
- Oversight of the performance management framework, including setting executive and SMF-level objectives and bonus scorecards
- Organisational design
- Review of the Committee's terms of reference and recommendation of changes to the Board
- Delivery of annual compliance training for Board members, in addition to regular meetings



Meet the board

How we are Governed



The majority of Thriving Investments' Board is made up of independent Non-Executive Directors. It also includes two Executive Directors and a shareholder Non-Executive Director, Greg Reed, CEO of Places for People. The Board is chaired by Richard Gregory.

The Board's independence underpins robust governance, providing assurance that we source investments and services from across the market in the best interests of our clients.



Richard Gregory OBE
Chair

Alongside his role as Chair of Thriving Investments, Richard is also Chair of Places for People Group. In his extensive 25-year non-executive career Richard has held the roles of chair, senior independent director and non-executive director across a range of private and public sectors including banking and financial services, digital media, regional development and regeneration, the NHS and higher education. He is also currently chair of the specialist lender Together Personal Finance. Former roles include senior independent director and Risk Committee Chair of the Clydesdale and Yorkshire Banking Group, Chair of the Yorkshire Bank Pension Trust, and member of the risk and audit committees of National Australia Group Europe Ltd



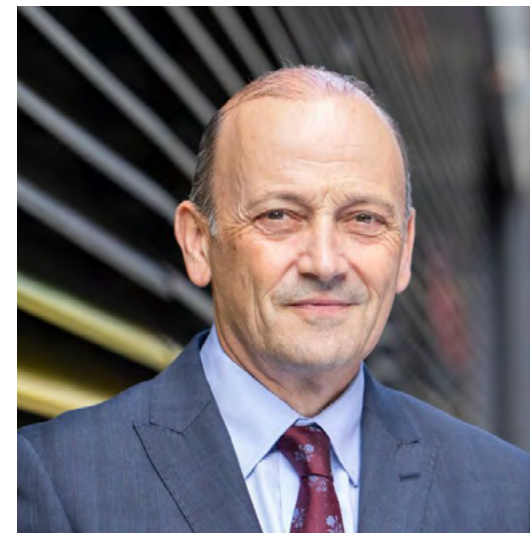
Claire Ainsworth
Non-Executive Director and
Chair of RemCo

Claire has over 40 years' experience in financial services, with the last 17 being in investment management in the alternative assets sector. She is a former Managing Partner and current partner of Triple Point LLP, where she chairs the investment committee and Remco. Previous roles include Managing Director, Securitisation at Deutsche Bank. She is also a board member of Green Angel Ventures.



Phil Clark
Non-Executive Director

Phil has over 30 years' experience as a real estate investment executive. Former roles include Global Head of Real Assets Equity at AEGON Asset Management, where he had responsibility for direct and indirect investment strategies, as well as Head of Specialist Property Investment Funds at Aviva Investors. He is a member of the UCL Council, the Executive Chair of The Wellcome Genome Campus, Chair of Pinnacle Investments and the RICS Commercial Property Forum and is on the Equity Investment Committee for PIC.



Adam Davis KC
Non-Executive Director and
Chair of Audit & Risk Committee

Adam is a Barrister of 39 years' experience and was appointed as Kings Counsel in 2012. He has extensive experience in white-collar fraud as well as other serious crime often involving high profile cases. He undertakes regulatory work with England Golf and has appeared in FA tribunals. He is also a trustee and board member on two charitable organisations.



Julie Hirigoyen
Non-Executive Director and Chair of
Investment & Sustainability Committee

Julie has 25 years' experience in property and construction across private, public and third sector roles. She is currently Senior Advisor at Systemiq, Special Advisor to CBRE and Non-Executive director at Willmott Dixon. Julie was previously CEO of UK Green Building Council which, under her tenure, transformed in scale and profile to become the building industry's voice on sustainability. Before this, Julie was UK Head of Sustainability at JLL following its acquisition of a sustainability consulting practice that Julie had co-founded.



Audrey Klein
Non-Executive Director

Audrey is an experienced real estate professional with 25 years' global experience in senior fundraising roles. Currently a Partner at Spencer House Partners, she previously set up the European business for Park Hill Real Estate Group, a Division of Blackstone, and prior to that ran her own business marketing alternative asset funds to European investors. She is also a board member and ESG Chair for both SFO Capital and Planet Smart City and a board member of Elix, a Spanish residential group.



Greg Reed
Non-Executive Director

Greg is Group Chief Executive of Places for People. A purpose-driven senior executive, in his 30-year career, Greg has led major finance, partnership, marketing, customer service, and commercial functions in global listed companies including Bank of America and RBS Group. Before joining PfP, Greg was UK CEO of international home assistance business HomeServe. Greg is passionate about helping to solve the UK's housing crisis and is a former non-executive director of Clarion Housing Group, the UK's largest housing association. He also chaired its charitable foundation, Clarion Futures.



Tim Saunders
Non-Executive Director

Tim is the former co-founder of PfP Capital (now Thriving Investments) and was Fund Director of its first fund, Picture Living, until June 2023. Following various leadership roles, in 2000 he founded Touchstone, the residential property management company, which was then sold to Places for People Group in 2012. Tim is a qualified Chartered Accountant and is the non-executive Chairman of Chelverton Asset Management Limited.



John Tatham
Executive Director

Following his promotion from Finance Director, John is Chief Operating Officer (COO) of Thriving Investments. He oversees all operational areas, including the finance function and leads on new fund strategies and fund reporting. Previously he was the Group Finance Director of igloo Regeneration where he established and managed several public private partnerships and investment funds delivering regeneration across the UK. Prior to igloo, John was Finance Director of the East Midlands Development Agency. John is a Fellow of the Institute of Chartered Accountants and FCA authorised.



Cath Webster
Chief Executive Officer

Cath joined in January 2023 to lead on increasing funds under management alongside the delivery of social impact, augmenting the existing fund management platform across high-quality affordable housing, private-rented residential and urban regeneration strategies. She was previously Executive Director for Strategy and Investment at property development and investment specialist Quintain. Cath has 30 years of real estate experience across private equity, fund management and investment banking. She has an MBA from INSEAD and is a Member of the BPF's Affordable Housing Committee and a Member of the RICS.

Financial review



Financial review of the business

The financial statements for the year ended 31 March 2025 are presented in the following section.

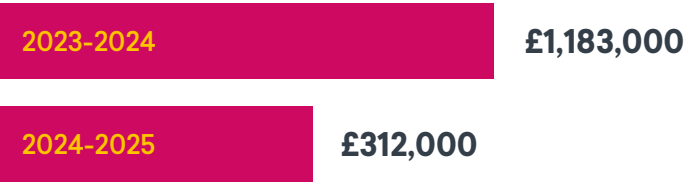
Turnover was £3,643,000, up from £2,276,000 in 2023/24 and we recorded a loss after tax of £312,000, compared to £1,183,000 in the same period. This result reflects continued strategic investment in our business to drive our growth plans.

Thriving Investments maintains a strong balance sheet, underpinned by the support of our parent company, Places for People. At year end, net assets stood at £7,089,000, with cash reserves of £1,317,000.

Turnover



Loss



£7,089,000
Net assets

£1,317,000
Cash

Key performance indicators

Alongside our financial results, we measure our performance using a balanced scorecard of key performance indicators (KPIs) agreed with our Board and our shareholder, Places for People.

The table below outlines performance for the year ended 31 March 2025:

KPI	Target	Result
Deliver a loss before tax and interest within target	£0.8m loss	£0.7m loss
Establish Customer experience KPIs and commence measurement	Achieve a 4 out of 5 blended score for effort across 6 customer touchpoints.	Effort measured across five customer touchpoints achieving an average score of 4.3
Investor satisfaction survey results	Achieve a score of 4 out of 5	Achieved a blended score of 4.5
Big Colleague Survey engagement score	Target engagement of 70%	92% engagement achieved

Financial accounts

For the year ending
31 March 2025

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Board of Directors, Executives and Advisers

Directors

C Ainsworth	P Clark Appointed 1st October 2023
M Reed	J Hirigoyen Appointed 1st October 2023
A Davis	
R Gregory	A Klein Appointed 1st October 2023
C Webster	T Saunders Appointed 1st October 2023
J Tatham	

Company secretary

J Deacon
Appointed 1 July 2023

Registered office

305 Gray's Inn Road
London
WC1X 8QR

Banker

Barclays Bank PLC
38 Fishergate
Preston
PR1 2AD

Registered auditor

MHA
2 London Wall
London
EC2Y 5AU

Registration company

The company is incorporated under the Companies Act 2006.
Company Number 09571845

The Board of Directors is pleased to present its report and the audited financial statements for Thriving Investments Limited (the “Company”) for the year ending 31 March 2025. The directors have utilised the small companies’ exemption in Companies Act 2006 (section 414b) from including a Strategic Review.

Report of the Board of Directors

On the 18 October 2023, the Company changed its name from PFP Capital Limited to Thriving Investments Limited.

Principal Activities

Thriving Investments Limited is engaged in property investment fund management on behalf of the Places for People Group and a range of UK Institutional investors.

Review of the Year

The company made a loss after tax of £311,800 for the year ended 31 March 2025 (2024 Loss: £1,183,000). The improved profitability is due to the growth of the business from the investment activity in the existing funds under management and the new partnership with Gresham House. A dividend of £190,000 from Igloo Regeneration Ltd was also received in the year ended 31 March 2025.

These increases in income were partially offset by increased expenses as the business looks to scale.

The Company’s key performance indicators focus on a return on investment, fund level investor returns against agreed benchmarks and portfolio KPI’s relating to asset level performance for assets held within investment funds.

Donations

During the year ended 31 March 2025 the Company has not made any political or charitable donations (2024: £Nil).

Directors

The directors who served during the year ended 31 March 2025 and up to the date of approval of this report are shown on page 2.

Strategic review disclosure exemption

The directors have utilised the small companies exemption in Companies Act 2006 (section 414b) from including a Strategic Review statement in the financial statements.

Statement of disclosure to the Auditor

At the time of approval of this report:

a) so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware, and

b) the directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent Auditor

The auditor, MHA, previously traded through the legal entity MacIntyre Hudson LLP. In response to regulatory changes, MacIntyre Hudson LLP ceased to hold an audit registration with the engagement transitioning to MHA Audit Services LLP.

MHA will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Going Concern

The directors have assessed the ability of the Company to continue as a going concern for a 12 month period from the date of approval of these financial statements.

The directors, after reviewing the Company's budgets for the year ended 31 March 2026 and the company's medium term financial position as detailed in the company's 3-year business plan, are of the opinion that the company will have sufficient funds to meet its liabilities as they fall due for a period of 12 months from the date of approval of the financial statements.

Consequently, the directors have concluded that there are no material uncertainties that may cast significant doubt about the company's ability to continue as a going concern for the next 12 months from the date of approval of these financial statements. Accordingly, the financial statements are prepared on the going concern basis.

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

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board



J Tatham, Director
24th July 2025



Independent auditor’s report to the members of Thriving Investments Limited

Opinion

We have audited the financial statements of Thriving Investments Limited (the “Company”) for the year ended 31 March 2025 included within the Annual Report & Financial Statements (the “Annual Report”), which comprise of the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the notes to the financial statements which include a description of the significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 ‘The Financial Reporting Standard applicable in the UK and Republic of Ireland’ (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company’s affairs as at 31 March 2025, and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of 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 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, and we have fulfilled our 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.

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 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.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor’s report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.



Independent auditor’s report to the members of Thriving Investments Limited
(continued)

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 Directors’ report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors’ report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in 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 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.
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the requirement to prepare a Strategic Report

Responsibilities of the directors

As explained more fully in the directors’ responsibilities statement, 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 determines 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 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 intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor responsibilities 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 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 specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:



Independent auditor’s report to the members of Thriving Investments Limited
(continued)

Auditor responsibilities for the audit of the financial statements (continued)

- enquiry of management, those charged with governance, around actual and potential litigation and claims;
- enquiry of entity staff in tax and compliance functions to identify any instances of non-compliance with laws and regulations;
- performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias;
- reviewing minutes of meetings of those charged with governance;
- reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

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 or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

David King, BSc, ACA
(Senior Statutory Auditor)
For and on behalf of MHA, Statutory Auditor
London, United Kingdom
24/07/2025

MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)

Statement of
Comprehensive Income
For the year ending 31 March 2025

	Notes	2025 £'000	2024 £'000
Turnover	2	3,643	2,276
Operating costs	3	(4,365)	(3,884)
Operating loss	4	(722)	(1,608)
Dividend receivable	7	190	-
Interest receivable and similar income	8	97	96
Interest payable and similar charges	9	-	(61)
Loss on ordinary activities before taxation		(435)	(1,573)
Taxation	10	123	390
Loss for the financial year		(312)	(1,183)

The notes on pages 70 to 75 form an integral part of these financial statements.

The above results are derived from continuing operations. There are no other items of comprehensive income for the current or prior year other than those included in the Statement of Comprehensive Income above.

Statement of Financial Position

For the year ending 31 March 2025

	Notes	2025 £'000	2024 £'000
Fixed assets			
Intangible assets	11	3,553	4,121
Investments	12	2,184	2,184
		<u>5,737</u>	<u>6,305</u>
Current assets			
Debtors	13	2,744	2,185
Cash at bank		1,317	1,686
		<u>4,061</u>	<u>3,871</u>
Creditors - amounts falling due within one year	14	(2,501)	(2,671)
Net current assets		<u>1,560</u>	<u>1,200</u>
Creditors - amounts falling due after more than one year	15	(207)	(104)
Net Assets		<u>7,089</u>	<u>7,401</u>
Capital and reserves			
Called up share capital	17	16,599	16,599
Retained earnings		(9,510)	(9,198)
Equity Shareholder Funds		<u>7,089</u>	<u>7,401</u>

The notes on pages 70 to 75 form an integral part of these financial statements.

The financial statements on pages 64 to 75 were approved by the directors on 24th July 2025 and signed on its behalf by:



J Tatham, Director
24th July 2025

Statement of Changes in Equity

For the year ending 31 March 2025

	Retained earnings £'000	Called up share capital £'000	Total capital and reserves £'000
As at 1 April 2023	(8,015)	16,599	8,584
Loss for the year	(1,183)	-	(1,183)
As at 1 April 2024	<u>(9,198)</u>	<u>16,599</u>	<u>7,401</u>
Loss for the year	(312)	-	(312)
As at 31 March 2025	<u>(9,510)</u>	<u>16,599</u>	<u>7,089</u>

The notes on pages 70 to 75 form an integral part of these financial statements.

Notes to the Financial Statements

For the year ending 31 March 2025

1. PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

A summary of the principal accounting policies, which have been applied consistently, is set out below.

These financial statements have been prepared on the going concern basis, under the historical cost convention, in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102') and with the Companies Act 2006.

The financial statements are presented in Sterling (£'000s).

The Company's ultimate parent undertaking, Places for People Group Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Places for People Group Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Places for People Group Limited, 305 Gray's Inn Road, London, WC1X 8QR. The Company is considered to be a qualifying entity for the purposes of FRS 102 and has applied the exemptions available under FRS 102.1.11 and FRS 102.1.12. preparation of a statement of cash flows. The Company has also taken exemptions for the preparation of consolidated financial statements, under section 400 of the Companies Act 2006 as the company is itself a subsidiary undertaking and is included in its UK incorporated parent company's consolidated financial statements drawn up to 31 March 2025, and related party transactions under FRS 102 section 33.1A.

Going concern

The directors have assessed the ability of the Company to continue as a going concern for a period of 12 months from the date of approval of these financial statements.

The directors, after reviewing the Company's budgets for the year ended 31 March 2026 and the company's medium term financial position as detailed in the company's 3-year business plan, are of the opinion that the company will have sufficient funds to meet its liabilities as they fall due for a period of 12 months from the date of approval of the financial statements. Consequently, the directors have concluded that there are no material uncertainties that may cast significant doubt about the company's ability to continue as a going concern for the next 12 months from the date of approval of these financial statements. Accordingly, the financial statements are prepared on the going concern basis.

Significant estimates and critical judgements

The Company make estimates and assumptions concerning the future. The resulting accounting estimates may not equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of the assets and liabilities within the next financial year are addressed below.

Turnover

Management and performance fee income is received upon the delivery of the services. Turnover is recognised over the time period to which the management and performance income relates. Acquisition fee turnover is recognised on unconditional exchange.

All turnover relates to fee income derived from United Kingdom based clients for activities undertaken within the United Kingdom.

Intangible assets

Intangible assets consists of expenditure on the set up of investment funds less accumulated amortisation and accumulated impairment losses. Intangible assets with a finite life, are amortised on a straight-line basis over their expected useful lives. The useful economic life of each asset is based on the terms of appointment under which costs are capitalised. Appointments range from terms of 10 years to 30 years.

Impairment reviews are undertaken annually on all intangible assets.

Fixed asset investments

Fixed asset investments are measured at cost less impairment. An annual review is carried out by management to assess if there are any triggers that would lead to an impairment. In the event of any impairment, the investment is measured at the lower of its recoverable amount or its value in use.

Notes to the Financial Statements

For the year ending 31 March 2025

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Picture Living incentive plan

Thriving Investments Limited operates a long term incentive plan for eight individuals contingent on the performance of the Picture Living PRS fund. Following the payment made during the year ending 31 March 2024, a further payment will be made in the year ended 31 March 2029. The amount due to the Company is held within accrued income in Note 13.

Debtors

The Company's financial assets comprise basic financial instruments, being trade and other receivables and cash balances.

Cash is represented by cash deposits with financial institutions repayable without penalty on notice of no more than 24 hours.

Trade and other receivables are measured initially at transaction price and subsequently at the amount of cash or other consideration expected to be received. Any impairment loss is recognised in the Statement of Comprehensive Income.

An impairment loss is measured as the difference between an asset's carrying amount and the amount that the Company would receive for the asset if it were to be realised at the reporting date.

Financial assets are derecognised when contractual rights to the cash flows from the financial asset expire or are settled, or when substantially all the risks and rewards of ownership have been transferred.

Creditors

The Company's financial liabilities comprise basic financial instruments, being trade and other payables. These are initially recognised at transaction price and subsequently at the amount of cash or other consideration expected to be paid.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Taxation

The company is liable to United Kingdom corporation tax.

The charge for taxation for the year is based upon the excess of taxable income over allowable expenses and includes current tax on the taxable profit for the year and deferred taxation. Deferred taxation is recognised in respect of all timing differences between the treatment of certain items for taxation and for accounting purposes which have arisen but not reversed by the statement of financial position date. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Dividends

Equity dividends are recognised when approved by the subsidiary Directors at an annual general meeting.

Interest Receivable and Payable

Interest income and expense are recognised on an accruals basis using the effective interest method under Section 11 and 12 of FRS 102. Interest receivable is earned on cash balances held in bank accounts and is recognised in the profit and loss account when it is receivable. Interest payable relates to interest charged on the group loan facility and is recognised in the profit and loss account on an accruals basis over the period of the borrowing.

2. TURNOVER

Turnover represents fee income from investment advisory services provided in respect of investment activity. All turnover is earned in the UK from UK clients.

3. OPERATING COSTS

Operating costs include staff costs recharged from Places for People Group Limited, premises costs and professional fees.

Notes to the Financial Statements

For the year ending 31 March 2025

4. OPERATING LOSS

	2025	2024
	£'000	£'000
This is stated after charging:		
Auditor remuneration: audit fees - allocation from Places For People Group Ltd	5	5
Amortisation: intangible fixed assets	639	613

5. EMPLOYEES

The company had no employees during the year ended 31 March 2025 (2024: nil). Administrative services were provided by Places for People Group Limited and recharged to the Company.

6. DIRECTORS EMOLUMENTS

Aggregate emoluments, with respect to the Picture Living incentive plan, payable to Directors in the year ended 31 March 2025 was NIL (2024: £199,954).

Other Directors emoluments paid during the year ended 31 March 2025 and 31 March 2024 were met by Places for People Group Limited.

7. Dividends

	2025	2024
	£'000	£'000
Dividend received From Igloo Regeneration Ltd	190	-

8. INTEREST RECEIVABLE AND SIMILAR INCOME

	2025	2024
	£'000	£'000
Other interest receivable	97	96

9. INTEREST PAYABLE

	2025	2024
	£'000	£'000
On loans from group undertakings	-	61

Notes to the Financial Statements

For the year ending 31 March 2025

10. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2025	2024
	£'000	£'000
(a) Analysis of charge/(credit) in period		
Current tax		
Group relief	(425)	-
Total current tax credit	(425)	-
Deferred tax		
Origination and reversal of timing differences	278	(390)
Adjustments in respect of prior periods	24	-
Total deferred tax charge/(credit)	302	(390)
Tax credit/(charge) on loss on ordinary activities	(123)	(390)

(b) Factors affecting tax charge/(credit) for period

The tax assessed is higher than (2024: higher than) the standard rate of corporation tax in the UK (25%).

	2025	2024
	£'000	£'000
Loss on ordinary activities before taxation	(435)	(1,573)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 25% (2024: 25%)	(109)	(393)
Effects of:		
Expenses not deductible for tax purposes	9	3
Income not taxable for tax purposes	(47)	-
Adjustments to tax charge in respect of previous periods	24	-

Current tax charge/(credit) for period	(123)	(390)
--	-------	-------

(c) Factors that may affect future tax charges

The main rate of corporation tax is 25% (2024:25%) and this applies to all current and deferred tax.

	2025	2024
	£'000	£'000
(d) Provision for deferred tax		
Provision at 1 April	(706)	(316)
Deferred tax charged/(credited) in the Profit and loss account for the period	302	(390)
Provision at 31 March	(404)	(706)

11. INTANGIBLE ASSETS

	£'000
A) Net book value	
At 1 April 2024	4,121
Additions	71
Amortisation charged in the year	(639)
Impairment charged in the year	-
At 31 March 2025	3,553

Intangible assets include set up costs on investment funds, these assets are amortised on a straight-line basis over their expected useful lives which range from 5 years to 30 years. Additions relate to set up costs of Affordable Housing Fund and Resi LP.

Notes to the Financial Statements

For the year ending 31 March 2025

12. FIXED ASSET INVESTMENTS

	2025	2024
Cost	£	£
Investments in subsidiary undertakings	2,184,184	2,184,184
Investments in joint venture undertakings	100	100
	<u>2,184,284</u>	<u>2,184,284</u>

	2025	2024
Investments in subsidiary undertakings	£	£
PFPC MMR GP Limited	100	100
PfPC 1 GP	1	1
igloo Regeneration Limited	2,184,083	2,184,083
	<u>2,184,184</u>	<u>2,184,184</u>

	2025	2024
Investments in joint venture undertakings	£	£
Picture Living GP LLP	100	100

13. DEBTORS

	2025	2024
	£'000	£'000
Prepayments	49	29
Rent deposit	44	-
Deferred tax	404	706
Accrued income	1,062	1,406
Amount recoverable in respect of Greater Manchester Fund Set Up Costs	190	-
Amounts owed from related undertakings	995	44
	<u>2,744</u>	<u>2,185</u>

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2025	2024
	£'000	£'000
Trade creditors	29	26
Amounts owed to related undertakings	1,694	2,225
Accruals	325	212
Payroll taxes	87	85
Deferred income	44	-
Long term incentive plan accrual	96	96
Other creditors	226	27
	<u>2,501</u>	<u>2,671</u>

VAT recoverable of £221,893 (2024: £2,356) is contained within the other creditors balance.

Notes to the Financial Statements

For the year ending 31 March 2025

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2025	2024
	£'000	£'000
Long term incentive plan accrual	207	104

16. PICTURE LIVING INCENTIVE PLAN

Thriving Investments Limited operates a long term incentive plan for eight individuals contingent on the performance of the Picture Living PRS fund. As at 31 March 2025, the estimated total payment is expected to be £518,373 (2024: £518,373) payable in 2028. This further payment was calculated in 2023 and will be made based on the performance of the Picture Living PRS fund in the years to 31 March 2028. The amount currently accrued under this plan is held within creditors due in more than one year and accrued on a straight line basis over the five year period reflecting how the performance fee is received by Thriving Investments of which the eligible staff members receive a percentage.

17. SHARE CAPITAL

	2025	2024
	£	£
Authorised		
Ordinary A shares of £1 each	100	100
Ordinary B shares of £1 each	16,598,565	16,598,565
	<u>16,598,665</u>	<u>16,598,665</u>

Ordinary A shares - the shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption

Ordinary B shares - the shares have attached to them dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption

18. RELATED PARTIES

Thriving Investments Limited is a subsidiary of the Places for People Ventures Operations Limited, 305 Gray's Inn Road, London, WC1X 8QR. The ultimate parent company (Places for People Group Limited) publishes consolidated group accounts. The company has taken advantage of the FRS102 exemption from disclosures applicable to group undertakings where 100% of the voting rights are controlled within the group. Key management personnel are considered to be the Directors of the Company - see note 6 for disclosure of Directors emoluments.

