
UPMARKET HOMES LIMITED

ABRIDGED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

UPMARKET HOMES LIMITED

COMPANY INFORMATION

| | |
|----------------------------|---|
| Directors | Michael Cannon Owen Kirk Cathal Cannon |
| Company secretary | Michael Cannon |
| Registered number | 171525 |
| Registered office | Ground Floor, Block 20B Beckett Way Parkwest Business Park Dublin 12 |
| Independent auditor | Woods and Partners Limited Chartered Accountants and Registered Auditor The Taney Buildings 3 Eglinton Terrace Dundrum Dublin 14 |
| Bankers | Allied Irish Banks PLC 219 Crumlin Road Dublin 12 |
| Solicitors | P.C Donaghy & Co. 13-16 Dame Street Dublin 2 |

UPMARKET HOMES LIMITED

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UPMARKET HOMES LIMITED

INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE MEMBERS OF UPMARKET HOMES LIMITED PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014

On 17 February 2026 we reported as auditor of Upmarket Homes Limited to the directors of the Company on the abridged financial statements for the year ended 31 January 2025 on pages 5 to 10 and our report was as follows:

We have examined:

- (i) the abridged financial statements for the year ended 31 January 2025 on pages 5 to 10 which the directors of Upmarket Homes Limited propose to annex to the Annual return of the Company; and
- (ii) the financial statements to be laid before the Annual general meeting which form the basis for those abridged financial statements.

Respective responsibilities of Directors and Auditor

It is your responsibility to prepare the abridged financial statements which comply with the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under Section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the Company and that those abridged financial statements have been properly prepared pursuant to Section 353 of that Act (exemptions available for small companies) and to report our opinion to you.

This report is made solely to the directors in accordance with Section 356 of the Companies Act 2014. Our work was undertaken so that we might state to the directors those matters we are required to state to them in our report under Section 356 of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our work, for this report, or for the opinions we have formed.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the Company is entitled to annex abridged financial statements to the Annual return of the Company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion on financial statements

In our opinion the directors are entitled under Section 352 of the Companies Act 2014 to annex to the Annual return of the Company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Section 353 of that Act (exemptions available for small sized companies).

Other information

On 17 February 2026 we reported as auditor of Upmarket Homes Limited to the members on the Company's financial statements for the year ended 31 January 2025 to be laid before its Annual general meeting and our report was as follows:

**INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE MEMBERS OF UPMARKET HOMES LIMITED
(CONTINUED)
PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014**

"We have audited the financial statements of Upmarket Homes Limited (the 'Company') for the year ended 31 January 2025, which comprise the Statement of financial position, the Statement of changes in equity and the notes to the financial statements, including a summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish law and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued in the United Kingdom by the Financial Reporting Council.

In our opinion, the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 31 January 2025 and of its result for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) 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 financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these 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 the date 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.

UPMARKET HOMES LIMITED

INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE MEMBERS OF UPMARKET HOMES LIMITED (CONTINUED) PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditor's report thereon. 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.

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.

Opinion on other matters prescribed by the Companies Act 2014

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

- 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.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited, and the financial statements are in agreement with the accounting records.

Matters on which I am required to report by exception

Based on the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

Respective responsibilities and restrictions on use

Responsibilities of directors

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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

UPMARKET HOMES LIMITED

**INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE MEMBERS OF UPMARKET HOMES LIMITED
(CONTINUED)
PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014**

Auditors' 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 (Ireland) 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.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: <http://www.iaasa.ie>. This description forms part of our Auditor's report."

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

This report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Tomás Plunkett
for and on behalf of
Woods and Partners Limited
Chartered Accountants and Registered Auditor
The Taney Buildings
3 Eglinton Terrace
Dundrum
Dublin 14

17 February 2026

UPMARKET HOMES LIMITED

**ABRIDGED STATEMENT OF FINANCIAL POSITION
AS AT 31 JANUARY 2025**

| | | 2025 € | 2024 € |
|--|---|----------------------------|----------------------------|
| Creditors: amounts falling due within one year | 5 | <u>(20,593,365)</u> | <u>(20,593,365)</u> |
| Total assets less current liabilities | | (20,593,365) | (20,593,365) |
| Net liabilities | | <u>(20,593,365)</u> | <u>(20,593,365)</u> |
| Capital and reserves | | | |
| Called up share capital presented as equity | | 127 | 127 |
| Share premium account | | 202 | 202 |
| Profit and loss account | | <u>(20,593,694)</u> | <u>(20,593,694)</u> |
| Shareholders' funds | | <u>(20,593,365)</u> | <u>(20,593,365)</u> |

These financial statements have been prepared in accordance with the small companies regime.

We, as directors of Upmarket Homes Limited, state that:

The Company has relied on the specific exemptions contained in section 352 of the Companies Act 2014; the Company has done so on the grounds that it is entitled to the benefit of that exemption as a small Company and the abridged financial statements have been properly prepared in accordance with section 353 of the Companies Act 2014.

The financial statements were approved and authorised for issue by the board:

Michael Cannon
Director

Owen Kirk
Director

Date: 17 February 2026

Date: 17 February 2026

The notes on pages 8 to 10 form part of these financial statements.

UPMARKET HOMES LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JANUARY 2025**

| | Called up share capital | Share premium account | Profit and loss account | Total equity |
|--|----------------------------|-----------------------------|----------------------------|---------------------|
| | € | € | € | € |
| At 1 February 2024 | 127 | 202 | (20,593,694) | (20,593,365) |
| Other comprehensive income for the year | - | - | - | - |
| Total comprehensive income for the year | - | - | - | - |
| Total transactions with owners | - | - | - | - |
| At 31 January 2025 | <u>127</u> | <u>202</u> | <u>(20,593,694)</u> | <u>(20,593,365)</u> |

The notes on pages 8 to 10 form part of these financial statements.

UPMARKET HOMES LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JANUARY 2024**

| | Called up share capital | Share premium account | Profit and loss account | Total equity |
|--|----------------------------|-----------------------------|----------------------------|---------------------|
| | € | € | € | € |
| At 1 February 2023 | 127 | 202 | (20,593,694) | (20,593,365) |
| Other comprehensive income for the year | - | - | - | - |
| Total comprehensive income for the year | - | - | - | - |
| Total transactions with owners | - | - | - | - |
| At 31 January 2024 | 127 | 202 | (20,593,694) | (20,593,365) |

The notes on pages 8 to 10 form part of these financial statements.

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2025

1. General information

These financial statements comprising of the Statement of financial position, the Statement of changes in equity and the related notes constitute the abridged financial statements of Upmarket Homes Limited for the financial year ended 31 January 2025.

Upmarket Homes Limited is a private company limited by shares (registered under the Companies Act 2014), incorporated in the Republic of Ireland, under company number 171525. The registered office is Ground Floor, Block 20B, Beckett Way, Parkwest Business Park, Dublin 12, which is also the principal place of business of the company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2014.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

Currency

The financial statements have been presented in Euros (€) which is the functional currency of the Company.

2.2 Going concern

The Company did not trade in 2025 and has negative reserves of €20,593,365 at year end.

The directors have prepared budgets and cash flows for a period of at least 12 months from the date of the approval of the financial statements and based on the continued financial support of the funders and shareholders and based on the best available information which demonstrate that there is no material uncertainty regarding the company's ability to meet its liabilities as they fall due, and to continue as a going concern.

On this basis, at the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future from the date of signing the financial statements. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.4 Financial instruments

The Company has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's Statement of financial position when the

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2025

2. Accounting policies (continued)

2.4 Financial instruments (continued)

Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instruments any contract that evidences a residual interest in the assets of the Company after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other payables, bank loans and other loans are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade payables are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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 where the revision affects only that period, or in the period of the revision and future periods where the revisions affects both current and future periods.

The directors are of the view that there are no judgments or estimates in applying their accounting policies that have had a significant effect on amounts recognised in the financial statements.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2024 - €NIL).

UPMARKET HOMES LIMITED

**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2025**

5. Creditors: Amounts falling due within one year

| | 2025 | 2024 |
|------------------------------------|--------------------------|--------------------------|
| | € | € |
| Amounts owed to group undertakings | <u>20,593,365</u> | <u>20,593,365</u> |

6. Related party transactions

The Company has availed of the exemption under Financial Reporting Standard 102 from disclosing details of related party transactions or balances with members of the same wholly owned group.

7. Post balance sheet events

There have been no significant events affecting the Company since the financial year end.

8. Controlling party

The Company is a subsidiary of Cannon Kirk Limited, a Company incorporated in the Republic of Ireland.

The ultimate parent company is Bazien Limited, which is incorporated in the Republic of Ireland.

9. Approval of financial statements

The board of directors approved these financial statements for issue on 17 February 2026