

Company registration number: 701245

UGP Bridgewater SC Limited
Directors report & abridged financial statements
for the financial year ended 31 December 2023

UGP Bridgewater SC Limited

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UGP Bridgewater SC Limited

Directors responsibilities statement

These abridged financial statements have been extracted, pursuant to section 353 of the Companies Act 2014, from the statutory financial statements prepared under section 290 of that Act. The following is the Directors Responsibilities Statement accompanying those financial statements.

The directors are responsible for preparing the directors report and the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council. 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 assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This statement was approved by the board of directors on 24 February 2026 and signed on behalf of the board by:

Conor Keane
Director

Paul Coughlan
Director

**Independent auditor's special report to UGP Bridgewater SC Limited
pursuant to section 356 of the Companies Act 2014**

We have examined:

- (i) the abridged financial statements for the year ended 31 December 2023 on pages 6 to 13, which the directors of UGP Bridgewater SC 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 auditors

It is your responsibility to prepare 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 and to report our opinion to you.

This report is made solely to the company's directors as a body, in accordance with section 356 of the Companies Act 2014. Our work has been undertaken so that we might state to the company's directors those matters we are required to state to them 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 company and the company's directors as a body, for our work, for this report, or for the opinion 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 does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion, the directors are entitled under section 352 of the Companies Act 2014 to annex to the annual return of the company, abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of section 353 of that Act.

Other information

On 24 February 2026 we reported, as auditor of UGP Bridgewater SC Limited, to the members on the company's financial statements for the year ended 31 December 2023 and our report was as follows:

"Independent auditor's report to the members of UGP Bridgewater SC Limited

Report on the audit of the financial statements

**Independent auditor's special report to UGP Bridgewater SC Limited
pursuant to section 356 of the Companies Act 2014 (continued)**

Opinion

We have audited the financial statements of UGP Bridgewater SC Limited (the 'company') for the financial year ended 31 December 2023 which comprise the profit and loss account, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is Irish law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 December 2023 and of its loss for the financial year then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 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 the financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and the provisions available for small entities, in the circumstances set out in note 7 to the financial statements, 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

We have nothing to report in respect of the following matters in relation to which ISAs (Ireland) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Independent auditor's special report to UGP Bridgewater SC Limited
pursuant to section 356 of the Companies Act 2014 (continued)**

Opinions on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the directors' report is consistent with the financial statements; and
- in our opinion, the directors' report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which we consider 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 financial statements are in agreement with the accounting records.

Matters on which we are 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 material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

Respective responsibilities

Responsibilities of directors for the financial statements

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 determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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.

Auditor's 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.

**Independent auditor's special report to UGP Bridgewater SC Limited
pursuant to section 356 of the Companies Act 2014 (continued)**

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Our 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.

Mark O'Keeffe B.Comm FCA

For and on behalf of
Old Quarter Chartered Accountants
Chartered Accountants & Statutory Audit Firm
Unit 3 Joyce House
Barrack Square
Ballincollig
Co. Cork

24 February 2026

UGP Bridgewater SC Limited

**Balance sheet
As at 31 December 2023**

	Note	31/12/23 €	€	31/12/22 €	€
Fixed assets					
Tangible assets	3	19,602,214		19,593,590	
		<u>19,602,214</u>		<u>19,593,590</u>	
			19,602,214		19,593,590
Current assets					
Debtors	4	1,556,960		1,015,426	
Cash at bank and in hand		487,842		515,104	
		<u>2,044,802</u>		<u>1,530,530</u>	
Creditors: amounts falling due within one year	5	<u>(2,233,760)</u>		<u>(1,116,936)</u>	
Net current (liabilities)/assets			<u>(188,958)</u>		<u>413,594</u>
Total assets less current liabilities			19,413,256		20,007,184
Creditors: amounts falling due after more than one year	6		(20,000,000)		(20,000,000)
Net (liabilities)/assets			<u>(586,744)</u>		<u>7,184</u>
Capital and reserves					
Called up share capital presented as equity			1		1
Profit and loss account			<u>(586,745)</u>		<u>7,183</u>
Shareholders (deficit)/funds			<u>(586,744)</u>		<u>7,184</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 Financial Reporting Standard applicable in the UK and Republic of Ireland'.

We, as directors of UGP Bridgewater SC Limited state that the company has relied on the specified exemption 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 confirm that the abridged financial statements have been properly prepared in accordance with section 353 of the Companies Act 2014.

The notes on pages 8 to 13 form part of these abridged financial statements.

UGP Bridgewater SC Limited

**Balance sheet (continued)
As at 31 December 2023**

These abridged financial statements were approved by the board of directors on 24 February 2026 and signed on behalf of the board by:

Conor Keane
Director

Paul Coughlan
Director

The notes on pages 8 to 13 form part of these abridged financial statements.

UGP Bridgewater SC Limited

Notes to the abridged financial statements Financial year ended 31 December 2023

1. Accounting policies and measurement bases

Basis of preparation

The financial statements have been prepared on the going concern basis under the historical cost convention.

The financial statements are prepared in Euro, which is the functional currency of the entity.

Consolidation

The company and its subsidiary combined meet the size exemption criteria for a group and the company is therefore exempt from the requirement to prepare consolidated financial statements by virtue of meeting the requirements in Section 297 of the Companies Act 2014. Consequently, these financial statements deal with the results of the company as a single entity.

Turnover

Turnover is measured at the fair value of the consideration received or receivable for rents and ancillary services rendered, net of discounts and Value Added Tax.

When the outcome of a transaction involving the rendering of services can be reliably estimated, revenue from the rendering of services is measured by reference to the stage of completion of the service transaction at the end of the reporting period.

When the outcome of a transaction involving the rendering of services cannot be reliably estimated, revenue is recognised only to the extent that it is probable the expenses recognised will be recovered.

Taxation

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in capital and reserves. In this case, tax is recognised in other comprehensive income or directly in capital and reserves, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

UGP Bridgewater SC Limited

Notes to the abridged financial statements (continued) Financial year ended 31 December 2023

Tangible assets

Tangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated depreciation and impairment losses.

Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in capital and reserves, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in capital and reserves in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in capital and reserves in respect of that asset, the excess shall be recognised in profit or loss.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Fittings fixtures and equipment	12.5%	straight line
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If there is an indication that there has been a significant change in depreciation rate, useful life or residual value of tangible assets, the depreciation is revised prospectively to reflect the new estimates.

Investment property

Investment property is measured initially at cost, which includes purchase price and any directly attributable expenditure. Investment property is revalued to its fair value at each reporting date and any changes in fair value are recognised in profit or loss.

Impairment

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

When it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

UGP Bridgewater SC Limited

Notes to the abridged financial statements (continued) Financial year ended 31 December 2023

Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

2. Appropriations of profit and loss account

	31/12/23	31/12/22
	€	€
At the start of the financial year	7,183	-
(Loss)/profit for the financial year	(593,928)	7,183
At the end of the financial year	(586,745)	7,183

UGP Bridgewater SC Limited

Notes to the abridged financial statements (continued)
Financial year ended 31 December 2023

3. Tangible assets

	Investment property	Fixtures, fittings and equipment	Total
	€	€	€
Cost			
At 1 January 2023	19,580,728	14,700	19,595,428
Additions	8,892	1,794	10,686
At 31 December 2023	<u>19,589,620</u>	<u>16,494</u>	<u>19,606,114</u>
Depreciation			
At 1 January 2023	-	1,838	1,838
Charge for the financial year	-	2,062	2,062
At 31 December 2023	<u>-</u>	<u>3,900</u>	<u>3,900</u>
Carrying amount			
At 31 December 2023	<u>19,589,620</u>	<u>12,594</u>	<u>19,602,214</u>
At 31 December 2022	<u>19,580,728</u>	<u>12,862</u>	<u>19,593,590</u>

The investment property was purchased in August 2021 for €19.3 million (including stamp duty of €1.2 million). The directors carried out their own valuation of the Arklow property at 31/12/23 and are happy with the valuation as shown in the financial statements. The directors have drawn on internal property professionals and using normal industry methodology and knowledge of the property market to arrive at their calculation of the current market value of the property at the year end.

Investments in group undertakings

	Registered office	Nature of business	Class of share	Shares held	
				2023 %	2022 %
Subsidiary undertakings					
Bridgewater Shopping Centre Limited	Monaghan Road, Cork, T12 PC82.	Property management	Ordinary	100	100

UGP Bridgewater SC Limited

Notes to the abridged financial statements (continued)
Financial year ended 31 December 2023

4. Debtors

	31/12/23	31/12/22
	€	€
Trade debtors	1,328,317	752,034
Other debtors	100,000	-
VAT repayable	-	2,718
Prepayments	128,643	260,674
	<u>1,556,960</u>	<u>1,015,426</u>

Trade debtors are stated after provisions for impairments of €10,153 (2022: €87,461).

Trade Debtors are after a provision for doubtful debts. Included in Trade Debtors is an amount of circa €600k which is the subject of ongoing legal proceedings.

5. Creditors: amounts falling due within one year

	31/12/23	31/12/22
	€	€
Amounts owed to credit institutions	-	135,630
Trade creditors	901,725	374,226
Amounts owed to group undertakings	292,334	73,460
Corporation tax	-	2,394
VAT	75,056	-
Other creditors	17,663	15,000
Accruals	946,982	516,226
	<u>2,233,760</u>	<u>1,116,936</u>

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

	31/12/23	31/12/22
	€	€
Amounts owed to credit institutions	<u>20,000,000</u>	<u>20,000,000</u>

7. Ethical standards

In common with many other businesses of our size and nature, we use our auditors to prepare and submit tax returns to the revenue and assist with the preparation of the financial statements.

UGP Bridgewater SC Limited

Notes to the abridged financial statements (continued) Financial year ended 31 December 2023

8. Going Concern

The financial statements have been prepared on a going concern basis. The directors have considered the company's current financial position, forecasted future cash flows and the availability of refinancing facilities for a period of over 12 months. The directors are satisfied that the company will be able to meet its financial commitments for a period of 12 months from the date of signing of these financial statements.

In addition, Urban Green Private Limited a connected company which is 100% owed by Tom Coughlan, 50% shareholder of the company has confirmed that it will provide financial support to the company for at least twelve months from the date of approval of these financial statements. The directors have reviewed the financial position of Urban Green Private Ltd and are satisfied that it has the ability to provide such support.

9. Approval of financial statements

The board of directors approved these abridged financial statements for issue on 24 February 2026.