THE CONYGAR INVESTMENT COMPANY PLC

INTERIM REPORT
Six months ended 31 March 2024

The Conygar Investment Company PLC

Interim results

for the six months ended 31 March 2024

Summary

- Net asset value ("NAV") decreased in the period by £3.8 million to £91.2 million equating to 153.0p per share (30 September 2023: 159.4p per share). This is derived primarily from net operational, debt financing and administrative costs compounded by writing down £1.4m of costs in connection with the proposed residential development at the Fruitmarket site in the St Philip's Marsh area of Bristol.
- Cash deposits were boosted in the period from the placing in October 2023 of 5 million zero dividend preference shares of £1 each (the "ZDP shares") and the drawing down of the first tranche of a £12 million loan facility from A.S.K Partners Limited ("ASK"). As at 31 March 2024, the Group had total cash deposits of £6.1 million, equating to 10.3p per share (30 September 2023: £2.7 million (4.5p per share)).
- Construction of the 693-bed student accommodation development at The Island Quarter, Nottingham ("TIQ") is expected to complete, as planned and on budget, before the end of June 2024 with lettings progressing well for the September 2024 student intake.
- Detailed planning application submitted in February 2024 for the second phase of student accommodation at TIQ comprising a 383-bed scheme to adjoin, and complement, the first phase development.
- Revenues and margins steadily increasing at The Island Quarter's ("1 TIQ") restaurant and events venue as the reputation for this unique local offering becomes more established.

Group net assets summary

	31 Mar 2024 £'m	*31 Mar 2023 £'m*	*30 Sept 2023 £'m*
Properties	131.6	115.6	113.2
Cash	6.1	13.3	2.7
Borrowings	(45.4)	–	(17.2)
Provisions	–	(2.5)	–
Other net liabilities	(1.1)	(4.1)	(3.6)
Net assets	91.2	122.3	95.1
NAV per share	153.0p	205.1p	159.4p

The Conygar Investment Company PLC

Interim results

for the six months ended 31 March 2024

Chairman's and Chief Executive's statement

Progression

Against a challenging and uncertain market backdrop we have continued to make steady progress, in particular at our mixed-use development site at TIQ, such that we should be well positioned to benefit from both the improving economic outlook and resultant uplift in investment activity.

During the period, we have made significant progress towards completing construction of the first phase student accommodation development at TIQ with practical completion expected before the end of June. Given the inflationary pressures, economic uncertainty and supply chain shortages experienced during the development we are delighted to be completing this phase on time and on budget.

Lettings for the 693-bed development are also progressing well, with approximately 40% of all enquiries converting into reservations. As such, we are targeting full occupancy and a net operating income, for the 2024-2025 academic year of circa £5m. Furthermore, in February 2024, we submitted a detailed planning application for the adjoining second phase of student accommodation to complement the current development. This phase comprises a 383-bed scheme for which we are hopeful of a positive determination from the planning committee in the coming months.

Valuation

The fair value of TIQ has been considered by the Board by reference to any changes in the assumptions set out in the reported 30 September 2023 valuation provided by Knight Frank LLP, progression of the project and the recoverability of costs incurred since that date. During the period, no planning permissions were granted or buildings completed, however there have been significant cash outlays, in particular to progress construction of the first phase student accommodation development.

Whilst we recognise the negative valuation impact from the recent abolition of multiple dwellings relief, the fundamentals within both the purpose-built student accommodation ("PBSA") and residential build to rent ("BTR") sectors, which comprise approximately 65% by plot size of TIQ, remain very positive. Student numbers in the UK are at record highs, compounded by an increasing demand from the international market and there remains a material imbalance between supply and demand across both sectors such that rental growth prospects remain strong. With inflationary pressures easing and interest rate reductions anticipated in the second half of 2024 it bodes well for property yield improvements across the real estate sector, over the coming years.

As a result, the overall fair value for TIQ is assumed to have been maintained throughout the period subject to an uplift to reflect the value enhancement from costs incurred since 30 September 2023, primarily in connection with the ongoing student accommodation development and submission of the second phase student accommodation application, resulting in a £18.4 million increase in the carrying value at 31 March 2024 to £114.7 million.

Elsewhere at TIQ

At 1 TIQ, against a backdrop of squeezed household budgets and rising costs, compounded by a recent increase in the minimum wage, we realised a loss in the period of £0.3 million. However, as a result of increasing capacity, in particular for our outdoor events space, and the provision of a stretch tent cover, to enable its all-weathers use, total revenues for the venue have increased by 30% compared with the same six-month period in the prior year. This expansion, supplemented by significant improvements in food, beverage and wage margins since the start of the year, and the onset of the summer months should enable enhanced returns in the next six months with gross revenues projected for the full year in excess of £6 million.

Other property assets

Following the recent announcement by the UK government of its intention, in support of their nuclear ambitions, to acquire the Wylfa site on Anglesey, we are becoming increasingly confident as to the potential and range of opportunities offered by our Welsh sites which are ideally located to support any such future development. At the 203 acre brownfield site at Rhosgoch, classified as a special area in the Anglesey freeport, we continue to receive considerable interest from the renewables sector. However, while we await future announcements from the UK government as to their intentions for the Wylfa site we do not anticipate making any firm commitments in that regard.

At Holyhead Waterfront, also in Anglesey, we continue to await the determination of the detailed application submitted in 2021. As set out in the September 2023 annual report, we have currently fully written down the value of this project.

Results summary

The Group has incurred a loss in the six months to 31 March 2024 of £3.8 million. This is substantially derived from net operational, financing and administrative losses of £2.4 million (£2.1 million excluding depreciation) as we continue the transition of our consented development plots at TIQ to income-producing assets. We have also written down the carrying value of the proposed residential project in Bristol by £1.4 million to reflect the market conditions currently impacting the viability and better progression of this project.

However, with the restaurant and events venue at 1 TIQ now well established and expanding its operations, in addition to the first phase student accommodation development in Nottingham becoming rent-producing from September 2024, we anticipate a material uplift in revenues in the coming year to offset against these operational costs.

Cash deposits and debt financing

The cash deposits of the Group have increased in the period from £2.7 million at 30 September 2023 to £6.1 million at 31 March 2024 primarily as a result of placing 5 million ZDP shares and drawing down the first tranche of the £12 million loan facility from ASK.

The ZDP shares, which were issued in October 2023 at a price of £1 per ZDP share, have a life of five years and a final capital entitlement of 153.86 pence per ZDP share, equivalent to a gross redemption yield of 9% per annum on the issue price. The Company also subscribed for a further 10 million ZDP shares which it will look to place, subject to investor sentiment, during their 5-year term to further boost the Group's cash reserves as required.

The loan facility from ASK is for an initial term of 2 years with interest paid at the Bank of England base rate plus a margin of 5.9%. The net proceeds from drawing the first £5 million tranche of this facility, in addition to the net proceeds from placing the ZDP shares have been and will continue to be utilised in the progression of TIQ whilst we advance discussions with potential investors to enable the funding for future phases of this substantial mixed-use development.

Outlook

Investment activity will take time to return to the levels seen before the market downturn. However, as inflation and interest rates recede, such that costs become more stabilised, the viability of funding opportunities should improve. Given the significant progress made at TIQ and with investors prioritising high quality and sustainable investments we are optimistic that opportunities will evolve over the coming months and years which should enable us to maximise the returns from this and our other development sites.

N J Hamway
Chairman

R T E Ware
Chief Executive

15 May 2024

Financial review

Net asset value

During the six months ended 31 March 2024, the Group's NAV decreased by £3.8 million to £91.2 million (31 March 2023: £122.3 million; 30 September 2023: £95.1 million). The primary movements in the period were management and administrative costs of £2.3 million, a £1.4 million write down in the carrying value of the proposed residential development in Bristol, expensed finance costs of £0.4 million and other net direct property costs. These were partly offset by a gross profit, before administrative costs, at 1 TIQ of £0.5 million and interest received from cash deposits.

Cash flow and financing

At 31 March 2024, the Group had cash deposits of £6.1 million and net borrowings, including the accrued capital entitlement of the ZDP shares, of £45.4 million (31 March 2023: cash of £13.3 million and no debt; 30 September 2023: cash of £2.7 million and net borrowings of £17.2 million).

The primary cash inflows in the period were £18.9 million, drawn down under the Barclays debt facility, net proceeds of £4.3 million from the issue of ZDP shares and net proceeds of £4.4m from drawing down the first tranche of the ASK loan. These were partly offset by £19.8 million incurred on the Group's development and investment properties, including £17.6 million of construction costs and professional fees in connection with the first phase of student accommodation at TIQ, plus fees in connection with the detailed planning application, submitted in February 2024, for a second phase of student accommodation. Further costs were incurred to complete the fitting out of the restaurant and events venue at 1 TIQ, to progress the potential development project in Bristol and fund the net operational and administrative costs of the Group, resulting in a net cash inflow for the period of £3.4 million.

The £47.5 million Barclays debt facility, which expires in December 2025, will enable the Group to complete construction of the student accommodation development at TIQ and enable the subsequent letting and stabilisation of this asset. The net proceeds from the ZDP shares and ASK debt are being utilised to cover our net operational costs and further progress TIQ as we seek the longer term development funding required to progress this substantial project.

Net income from property activities

	Six months ended 31 Mar 2024 £'m	Six months ended 31 Mar 2023 £'m	Year ended 30 Sept 2023 £'m
Rental income	0.1	0.1	0.1
Restaurants and events income	2.2	1.6	4.3
Direct costs of rental income	(0.4)	(0.2)	(0.5)
Direct costs of restaurants and events income	(1.7)	(1.7)	(3.9)
	0.2	(0.2)	0.0
Proceeds from property sale	–	9.7	9.6
Cost of property sale	–	(9.5)	(9.5)
Total net income arising from property activities	0.2	0.0	0.1

Administrative expenses

The administrative expenses for the period ended 31 March 2024 were £2.3 million (period ended 31 March 2023: £2.3 million; year ended 30 September 2023: £4.8 million). As we reported in September 2023, properly managing the substantially increased development and operations teams, in particular at TIQ, has required an increase in Group overheads.

Taxation

No current tax is payable for the six months ended 31 March 2024 (period ended 31 March 2023: £nil; year ended 30 September 2023: £nil) as the Group has been loss-making over those periods and continues to have available losses to offset against any resulting taxable profits.

The writing down at 30 September 2023 in the carrying value of the Group's investment properties resulted in the full reversal of a £1.7 million net deferred tax charge. The Directors have assessed the potential deferred tax liability of the Group as at 31 March 2024 in respect of the chargeable gains that would be payable if the investment properties were sold at their reported values. Based on the unrealised chargeable gain of £nil as at 30 September 2023, and remaining as at 31 March 2024, no deferred tax liability has been recognised (31 March 2023: £4.7 million).

As at 31 March 2024, the Group has further unused tax losses of £51.9 million (31 March 2023: £24.4 million; 30 September 2023: £48.1 million) for which no deferred tax asset has been recognised in the consolidated balance sheet.

1 TIQ and investment properties under construction

	31 Mar 2024 £'m	*31 Mar 2023 £'m*	*30 Sept 2023 £'m*
Phase 1 – 1 TIQ	13.9	14.2	14.0
Phase 2A – first phase student accommodation	82.6	26.8	65.6
Undeveloped plots	31.0	65.5	29.5
Virgin Active Gym (freehold interest)	1.2	1.2	1.2
Total	128.7	107.7	110.3

(1) The Group's investment properties under construction at TIQ were valued by the Company's Directors at 31 March 2024 and 31 March 2023 and by Knight Frank LLP, in their capacity as external valuers, as at 30 September 2023.

Development and trading properties

	31 Mar 2024 £'m	*31 Mar 2023 £'m*	*30 Sept 2023 £'m*
Rhosgoch	2.5	2.5	2.5
Parc Cybi	0.4	0.4	0.4
Holyhead Waterfront[2]	–	5.0	–
Total	2.9	7.9	2.9

(1) Development and trading properties are stated at the lower of cost and net realisable value.

(2) The value of the development site at Holyhead Waterfront was fully written down at 30 September 2023.

The Conygar Investment Company PLC
Consolidated statement of comprehensive income
For the six months ended 31 March 2024

	Note	*Six months ended* *31 Mar 2024* *£'000*	*31 Mar 2023* *£'000*	*Year ended* *30 Sept 2023* *£'000*
Rental income	3	112	97	141
Restaurant and events income		2,151	1,646	4,257
Proceeds on sale of development and trading properties		–	9,650	9,650
Revenue		2,263	11,393	14,048
Direct costs of rental income		(353)	(190)	(513)
Direct costs of restaurant and events income		(1,691)	(1,745)	(3,928)
Costs on sale of development and trading properties		–	(9,476)	(9,524)
Development / other project costs written off		(1,444)	(56)	(5,164)
Direct costs		(3,488)	(11,467)	(19,129)
Gross loss		(1,225)	(74)	(5,081)
Fair value adjustment of property		–	–	(30)
Fair value adjustment of investment properties under construction		–	–	(21,546)
Administrative expenses		(2,346)	(2,292)	(4,775)
Operating loss		(3,571)	(2,366)	(31,432)
Finance costs	5	(427)	–	–
Finance income	5	157	87	186
Loss before taxation		(3,841)	(2,279)	(31,246)
Taxation	6	–	–	1,714
Loss and total comprehensive charge for the period		(3,841)	(2,279)	(29,532)
Basic and diluted loss per share	8	(6.44p)	(3.82p)	(49.52p)

All amounts are attributable to equity shareholders of the Company.

All of the activities of the Group are classed as continuing.

The Conygar Investment Company PLC
Consolidated statement of changes in equity
For the six months ended 31 March 2024

	Share capital £'000	*Capital redemption reserve £'000*	*Retained earnings £'000*	*Total equity £'000*
Changes in equity for the six months ended 31 March 2023				
At 1 October 2022	2,982	3,928	117,694	124,604
Loss for the period	–	–	(2,279)	(2,279)
Total comprehensive charge for the period	–	–	(2,279)	(2,279)
At 31 March 2023	2,982	3,928	115,415	122,325
Changes in equity for the year ended 30 September 2023				
At 1 October 2022	2,982	3,928	117,694	124,604
Loss for the year	–	–	(29,532)	(29,532)
Total comprehensive charge for the year	–	–	(29,532)	(29,532)
At 30 September 2023	2,982	3,928	88,162	95,072
Changes in equity for the six months ended 31 March 2024				
At 1 October 2023	2,982	3,928	88,162	95,072
Loss for the period	–	–	(3,841)	(3,841)
Total comprehensive charge for the period	–	–	(3,841)	(3,841)
At 31 March 2024	2,982	3,928	84,321	91,231

All amounts are attributable to equity shareholders of the Company.

The Conygar Investment Company PLC
Consolidated balance sheet
As at 31 March 2024

	Note	*31 Mar 2024 £'000*	*31 Mar 2023 £'000 (as restated)*	*30 Sept 2023 £'000*
Non-current assets				
Property, plant and equipment	9	14,999	15,364	15,116
Investment properties under construction	10	114,748	93,560	96,350
Deferred tax asset	6	–	2,986	–
		129,747	111,910	111,466
Current assets				
Development and trading properties	11	2,880	7,880	2,880
Inventories	12	77	69	110
Trade and other receivables	13	1,026	1,554	2,203
Tax asset		28	28	28
Cash and cash equivalents		6,122	13,257	2,676
		10,133	22,788	7,897
Total assets		139,880	134,698	119,363
Current liabilities				
Trade and other payables	14	3,210	6,860	7,091
Provision for liabilities and charges	15	–	813	–
		3,210	7,673	7,091
Non-current liabilities				
Deferred tax liability	6	–	4,700	–
Bank borrowings	16	40,785	–	17,200
ZDP shares	17	4,654	–	–
		45,439	4,700	17,200
Total liabilities		48,649	12,373	24,291
Net assets		91,231	122,325	95,072
Equity				
Called up share capital	18	2,982	2,982	2,982
Capital redemption reserve		3,928	3,928	3,928
Retained earnings		84,321	115,415	88,162
Total equity		91,231	122,325	95,072
Net assets per share	20	153.0p	205.1p	159.4

As at 1 October 2022, the Group's then operational restaurant, beverage and events venue at 1 TIQ was reclassified, at fair value, from an investment property under construction to property, plant and equipment. However, for the 31 March 2023 interim report 1 TIQ was reported as an investment property and so has been restated above to ensure consistency with the 30 September 2023 annual report disclosure.

The Conygar Investment Company PLC
Consolidated cash flow statement
For the six months ended 31 March 2024

	Six months ended 31 Mar 2024 £'000	*Six months ended* 31 Mar 2023 £'000	*Year ended* 30 Sept 2023 £'000
Cash flows from operating activities			
Operating loss	(3,571)	(2,366)	(31,432)
Deficit on revaluation of properties	–	–	21,576
Development and other project costs written off	1,444	56	5,164
Profit on sale of development and trading properties	–	(174)	(126)
Depreciation of property, plant and equipment	306	–	595
Cash flows from operations before changes in working capital	(1,821)	(2,484)	(4,223)
Decrease / (increase) in inventories	33	(37)	(78)
(Increase) / decrease in trade and other receivables	(523)	80	(1,125)
Additions to development and trading properties	(78)	(141)	(294)
Net proceeds from sale of development and trading properties	–	9,645	9,490
(Decrease) / increase in trade and other payables	(631)	2,059	1,207
Net cash flows (used in) / generated from operations	(3,020)	9,122	4,977
Cash flows from investing activities			
Additions to investment properties	(19,689)	(12,283)	(35,731)
Additions to property, plant and equipment	(184)	(226)	(479)
Finance income	157	87	186
Cash flows used in investing activities	(19,716)	(12,422)	(36,024)
Cash flows from financing activities			
Bank loan drawn	23,888	–	18,033
Bank loan arrangement fees	(566)	(804)	(924)
Gross proceeds from issue of ZDP shares	5,000	–	–
ZDP arrangement fees	(660)	–	(113)
Interest paid	(1,480)	–	(634)
Cash flows generated from / (used in) financing activities	26,182	(804)	16,362
Net increase / (decrease) in cash and cash equivalents	3,446	(4,104)	(14,685)
Cash and cash equivalents at the start of the period	2,676	17,361	17,361
Cash and cash equivalents at the end of the period	6,122	13,257	2,676

The Conygar Investment Company PLC
Notes to the interim results
For the six months ended 31 March 2024

1. General information

The Conygar Investment Company PLC ("the Company") is incorporated in the United Kingdom and domiciled in England and Wales, is registered at Companies House under registration number 04907617, listed on the AIM market of the London Stock Exchange and limited by shares.

The financial information set out in this report covers the six months to 31 March 2024, with comparative amounts shown for the six months to 31 March 2023 and the year to 30 September 2023, and includes the results and net assets of the Company and its subsidiaries, together referred to as the Group.

Further information about the Group and Company can be found on its website www.conygar.com.

2. Basis of preparation

The interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting. The accounting policies used in preparing the condensed financial information are consistent with those of the annual financial statements for the year ended 30 September 2023 other than the mandatory adoption of new standards, revisions and interpretations that are applicable to accounting periods commencing on or after 1 October 2023, as detailed in the annual financial statements.

The condensed financial information for the six-month period ended 31 March 2024 and the six-month period ended 31 March 2023 has been reviewed but not audited and does not constitute full financial statements within the meaning of section 435 of the Companies Act 2006.

The financial information for the year ended 30 September 2023 does not constitute the Group's statutory accounts for that period, but it is derived from those accounts. Statutory accounts for the year ended 30 September 2023 have been delivered to the Registrar of Companies. Saffery LLP reported on those accounts, their report was unqualified and did not contain statements under section 498(2) or (3) of the Companies Act 2006.

The board of directors approved the above results on 15 May 2024.

Copies of the interim report may be obtained from the Company Secretary, The Conygar Investment Company PLC, First Floor, Suite 3, 1 Duchess Street, London, W1W 6AN.

3. Rental income

	Six months ended		*Year ended*
	31 Mar 2024	*31 Mar 2023*	*30 Sept 2023*
	£'000	*£'000*	*£'000*
Income from operating leases	112	94	138
Option fee income	–	3	3
Total rental income	112	97	141

4. Segmental information

IFRS 8 "Operating Segments" requires the identification of the Group's operating segments which are defined as being discrete components of the Group's operations whose results are regularly reviewed by the Board. The Group divides its business into the following segments:

- Investment properties held for capital appreciation, rental income or both; and,
- Development properties, which include sites and developments under construction held for sale in the ordinary course of business; and,
- Food, beverage and events operations.

4. Segmental information (continued)

Balance sheet

	As at 31 March 2024					As at 31 March 2023				
	Investment properties £'000	Development properties £'000	Food, beverage and events £'000	Other £'000	Group total £'000	Investment properties £'000	Development properties £'000	Food, beverage and events £'000	Other £'000	Group total £'000
Investment properties	114,748	–	–	–	114,748	107,728	–	–	–	107,728
Development and trading properties	–	2,880	–	–	2,880	–	7,880	–	–	7,880
Property, plant and equipment	–	–	14,999	–	14,999	–	–	1,196	–	1,196
	114,748	2,880	14,999	–	132,627	107,728	7,880	1,196	–	116,804
Other assets	456	80	346	6,371	7,253	4,860	62	478	12,494	17,894
Total assets	115,204	2,960	15,345	6,371	139,880	112,588	7,942	1,674	12,494	134,698
Liabilities	(42,680)	(36)	(924)	(5,009)	(48,649)	(9,383)	(2,144)	(767)	(79)	(12,373)
Net assets	72,524	2,924	14,421	1,362	91,231	103,205	5,798	907	12,415	122,325

Income statement

	Six months ended 31 March 2024					Six months ended 31 March 2023				
	Investment properties £'000	Development properties £'000	Food, beverage and events £'000	Other £'000	Group total £'000	Investment properties £'000	Development properties £'000	Food, beverage and events £'000	Other £'000	Group total £'000
Revenue	54	57	2,152	–	2,263	36	9,711	1,646	–	11,393
Direct costs	(305)	(98)	(1,691)	(1,394)	(3,488)	(49)	(9,673)	(1,745)	–	(11,467)
Gross (loss) / profit	(251)	(41)	461	(1,394)	(1,225)	(13)	38	(99)	–	(74)
Administrative expenses	–	–	(780)	(1,566)	(2,346)	–	–	(760)	(1,532)	(2,292)
Operating (loss) / profit	(251)	(41)	(319)	(2,960)	(3,571)	(13)	38	(859)	(1,532)	(2,366)
Finance costs	–	–	–	(427)	(427)	–	–	–	–	–
Finance income	–	–	–	157	157	–	–	–	87	87
(Loss) / profit before taxation	(251)	(41)	(319)	(3,230)	(3,841)	(13)	38	(859)	(1,445)	(2,279)
Taxation	–	–	–	–	–	–	–	–	–	–
(Loss) / profit after taxation	(251)	(41)	(319)	(3,230)	(3,841)	(13)	38	(859)	(1,445)	(2,279)

5. Finance costs and finance income

Finance costs

	Six months ended		*Year ended*
	31 Mar 2024	*31 Mar 2023*	*30 Sept 2023*
	£'000	*£'000*	*£'000*
Bank loan interest	1,483	–	347
Bank loan commitment fees	116	167	421
Bank loan management and monitoring fees	18	3	23
Amortisation of bank loan arrangement fees	299	–	56
Total bank loan finance costs	1,916	170	847
Capitalisation of bank loan finance costs (note 10)	(1,916)	(170)	(847)
Net bank loan finance costs	–	–	–
Interest on ZDP shares	221	–	–
Amortisation of ZDP shares issue costs	206	–	–
Net finance costs	427	–	–

Finance costs that are directly attributable to the planning fees, construction costs and associated professional fees for TIQ are capitalised as incurred into investment properties under construction.

Finance income

	Six months ended		*Year ended*
	31 Mar 2024	*31 Mar 2023*	*30 Sept 2023*
	£'000	*£'000*	*£'000*
Bank interest receivable	157	87	186

6. Taxation

	Six months ended		*Year ended*
	31 Mar 2024	*31 Mar 2023*	*30 Sept 2023*
	£'000	*£'000*	*£'000*
Current tax	–	–	–
Deferred tax credit	–	–	(1,714)
Total tax credit	–	–	(1,714)

Deferred tax asset

	Six months ended		*Year ended*
	31 Mar 2024	*31 Mar 2023*	*30 Sept 2023*
	£'000	*£'000*	*£'000*
At the start of the period	–	2,986	2,986
Credit for the period	–	–	(2,986)
At the end of the period	–	2,986	–

The Group will recognise a deferred tax asset for tax losses, held by group undertakings, where the Directors believe it is probable that such an asset will be recovered.

As at 31 March 2024, the Group has further unused losses of £51.9 million (31 March 2023: £24.4 million; 30 September 2023: £48.1 million) for which no deferred tax asset has been recognised in the consolidated balance sheet.

Deferred tax liability – in respect of chargeable gains on investment properties

	Six months ended		*Year ended*
	31 Mar 2024	*31 Mar 2023*	*30 Sept 2023*
	£'000	*£'000*	*£'000*
At the start of the period	–	4,700	4,700
Debit for the period	–	–	(4,700)
At the end of the period	–	4,700	–

6. Taxation (continued)

The Directors have assessed the potential deferred tax liability of the Group in respect of chargeable gains that would be payable if the investment properties were sold at their reported values at each period end. Based on the unrealised chargeable gain of £nil at 30 September 2023, and remaining at 31 March 2024 (31 March 2023: £18,798,000), a deferred tax liability of £nil has been recognised (31 March 2023: £4,700,000).

Prior period deferred tax assets and liabilities were calculated at a corporation tax rate of 25% being the rate that had been enacted or substantively enacted by each balance sheet date and which was expected to apply when the liability was settled and the asset realised.

7. Dividends

No dividends will be paid in respect of the six-month period ended 31 March 2024 and none were paid in the six-month period ended 31 March 2023 or the year ended 30 September 2023.

8. Loss per share

Loss per share is calculated as the loss attributable to ordinary shareholders of the Company for the period ended 31 March 2024 of £3,841,000 (period ended 31 March 2023: loss of £2,279,000; year ended 30 September 2023: loss of £29,532,000) divided by the weighted average number of shares in issue throughout each period of 59,638,588. There are no diluting amounts in either the current or prior periods.

9. Property, plant and equipment

Property

	31 Mar 2024 £'000	*31 Mar 2023 £'000 (as restated)*	*30 Sept 2023 £'000*
At the start of the period	14,000	–	–
Reclassification from investment properties under construction (note 10)	–	14,100	14,100
Additions	76	68	192
Depreciation	(131)	–	(262)
Fair value adjustment	–	–	(30)
At the end of the period	13,945	14,168	14,000

9. Property, plant and equipment (continued)

At 1 October 2022, the Group's then operational restaurant, beverage and events venue at 1 TIQ was reclassified, at fair value from an investment property under construction to property, plant and equipment.

Land and buildings are stated at revalued amounts less any depreciation or impairment losses subsequently accumulated. Land is not depreciated. Depreciation on revalued buildings is recognised using the straight-line basis and results in the carrying amount, less the residual value, being expensed through the income statement over their estimated useful lives of 50 years.

The fair value of 1 TIQ as at 31 March 2024 has been provided by reference to the 30 September 2023 valuation, as provided by Knight Frank LLP, adjusted to reflect the construction costs incurred and depreciation charged in the current period, resulting in a carrying value as at 31 March 2024 of £13,945,000.

As at 30 September 2023, 1 TIQ was valued by Knight Frank LLP in their capacity as external valuer. The valuation was prepared on a fixed fee basis, independent of the property value and undertaken in accordance with RICS Valuation – Global Standards on the basis of fair value, supported by reference to market evidence of transaction prices for similar properties. It assumed a willing buyer and a willing seller in an arm's length transaction and reflected usual deductions in respect of purchaser's costs and SDLT as applicable at the valuation date. The independent valuer made various assumptions including future rental income, anticipated void costs and the appropriate discount rate or yield.

Plant and equipment

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
At the start of the period	1,116	991	991
Additions	113	355	458
Depreciation	(175)	(150)	(333)
At the end of the period	1,054	1,196	1,116

During the current period and prior year, the Group acquired plant, machinery and office equipment required to operate the restaurant, beverage and events venue at 1 TIQ.

Depreciation is recognised so as to write off the cost of these assets, over their estimated useful economic lives, using the straight-line method at 25% per annum.

10. Investment properties under construction

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
At the start of the period	96,350	93,000	93,000
Additions	16,482	15,073	39,545
Capitalisation of finance costs (note 5)	1,916	170	847
Fair value adjustments	–	–	(21,546)
Reclassification to property, plant and equipment (note 9)	–	(14,100)	(14,100)
Movement in introductory fee provision	–	(583)	(1,396)
At the end of the period	114,748	93,560	96,350

Investment properties under construction comprise freehold land and buildings at TIQ which are held for current or future development as investment properties and reported in the balance sheet at fair value.

Valuations of the Group's investment properties under construction are inherently subjective as they are based on assumptions which may not prove to be accurate and which, as a result, are subject to material uncertainty. This is particularly true for TIQ given its scale, lack of comparable evidence and the early-stage position of this substantial development. As such, relatively small changes to the underlying assumptions of key parameters, such as rental levels, net initial yields, construction costs, finance costs and void periods can have a significant impact both positively and negatively on the resulting valuation as evidenced in the prior year.

As set out in the Chairman's and Chief Executive's statement, the reported fair value of TIQ as at 31 March 2024 has been provided by the Board by reference to any changes in the assumptions set out in the reported 30 September 2023 valuation provided by Knight Frank LLP, progression of the project and the recoverability of costs incurred since that date. During the period, no planning permissions were granted or buildings completed and whilst we recognise the impact that price inflation and monetary policy tightening has had on property construction costs and commercial property yields, we have seen these offset by a corresponding uplift in market rents, particularly within the residential build to rent and student accommodation sectors. As the assumptions, when appraised as a whole, are not considered by the Board to be materially different to those envisaged as at 30 September 2023 the fair value has only been adjusted to reflect the cash outlays in the current period to progress, in particular, the construction of the first phase student accommodation development and the detailed planning application for the second phase of student accommodation. As such the fair value at 31 March 2024 has been increased to £114,748,000 to reflect those development costs incurred in the six-months since 30 September 2023.

10. Investment properties under construction (continued)

In preparing their valuation at 30 September 2023, Knight Frank utilised market and site-specific data, their own extensive knowledge of the real estate sector, professional judgement and other market observations as well as information provided by the Company's Executive Directors. The resulting models and assumptions therein were also reviewed for overall reasonableness by the Board. Inevitably in a complex model like this, and as noted above, variations in assumptions can lead to widely differing values.

The Knight Frank LLP valuation at 30 September 2023 was prepared on a fixed fee basis, independent of the property value and undertaken in accordance with RICS Valuation – Global Standards on the basis of fair value, supported by reference to market evidence of transaction prices for similar properties. It assumed a willing buyer and a willing seller in an arm's length transaction and reflected usual deductions in respect of purchaser's costs and SDLT as applicable at the valuation date. The independent valuer made various assumptions including future rental income, anticipated void costs and the appropriate discount rate or yield.

The fair value of Nottingham has been determined using an income capitalisation technique whereby contracted rent and market rental values are capitalised with a market capitalisation rate. This technique is consistent with the principles in IFRS 13 and uses significant unobservable inputs, such that the fair value has been classified in all periods as Level 3 in the fair value hierarchy as defined in IFRS 13. For Nottingham, the key unobservable inputs are the net initial yields, construction costs, rental income rates, construction financing costs and expiry void periods. Principal sensitivities of measurement to variations in the significant unobservable outputs are that decreases in net initial yields, construction costs, financing costs and void periods will increase the fair value whereas reductions to rental income rates would decrease the fair value.

As at 1 October 2022, the Group's then operational restaurant, beverage and events venue at 1 TIQ was reclassified, at fair value, from an investment property under construction to property, plant and equipment.

The historical cost of the Group's investment properties under construction as at 31 March 2024 was £107,596,000 (31 March 2023: £67,603,000; 30 September 2023: £89,198,000).

11. Development and trading properties

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
At the start of the period	2,880	17,137	17,137
Additions	50	135	276
Disposals[(1)]	–	(9,336)	(9,369)
Development costs written off[(2)]	(50)	(56)	(5,164)
At the end of the period	2,880	7,880	2,880

1. The Group's development site at Haverfordwest, Pembrokeshire was sold in the prior year for gross proceeds of £9.65 million realising a profit in that year of £0.13 million.
2. Holyhead Waterfront is fully written down at 31 March 2024 and 30 September 2023.

Development and trading properties are reported in the balance sheet at the lower of cost and net realisable value. The net realisable value of properties held for development requires an assessment of the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective as they are made on assumptions which may not prove to be accurate and which can only be determined in a sales transaction.

12. Inventories

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
Food and drink	77	69	110

Inventories recognised as an expense in the period ended 31 March 2024 totalled £638,000 (period ended 31 March 2023: £604,000; year ended 30 September 2023: £1,411,000).

13. Trade and other receivables

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
Trade receivables	104	108	139
Other receivables	540	263	1,432
Prepayments and accrued income	382	1,183	632
	1,026	1,554	2,203

Trade and other receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method, less any impairment. Impairment is calculated using an expected credit loss model.

14. Trade and other payables

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
Social security and payroll taxes	131	156	156
Trade payables	1,890	3,806	5,996
Other payables	345	1,907	–
Accruals and deferred income	844	991	939
	3,210	6,860	7,091

Trade and other payables are recognised initially at fair value, and are subsequently measured at amortised cost using the effective interest rate method.

Trade payables primarily comprise amounts due to the contractor and other professionals in connection with the student accommodation development at TIQ to be funded by way of a further drawdown from the Barclays development loan facility.

15. Provision for liabilities and charges

	31 Mar 2024 £'000	31 Mar 2023 £'000	30 Sept 2023 £'000
At the start of the period	–	1,396	1,396
Movement in provision in the period	–	(583)	(1,396)
At the end of the period	–	813	–

The Group is party to a services agreement in connection with its investment property at TIQ. The date for calculation of any fee payable under this agreement has been extended until 30 June 2025. The provisions at 31 March 2024, 31 March 2023 and 30 September 2023 were calculated by reference to the value of TIQ at each balance sheet date after allowing for a priority return and applicable costs. The reduction in value of the Group's residual land at 30 September 2023 resulted in a full reversal of this provision.

16. Borrowings – non current

Barclays

	31 Mar 2024			30 Sept 2023		
	Drawn £'000	Undrawn £'000	Total £'000	Drawn £'000	Undrawn £'000	Total £'000
At the start of the period	18,033	29,467	47,500	–	–	–
Drawdown in the period	18,888	(18,888)	–	18,033	29,467	47,500
At the end of the period	36,921	10,579	47,500	18,033	29,467	47,500
Less unamortised loan arrangement fees	(582)	–	(582)	(833)	–	(833)
	36,339	10,579	46,918	17,200	29,467	46,667

ASK

	31 Mar 2024			30 Sept 2023		
	Drawn £'000	Undrawn £'000	Total £'000	Drawn £'000	Undrawn £'000	Total £'000
At the start of the period	–	–	–	–	–	–
New facility in the period	5,000	7,000	12,000	–	–	–
At the end of the period	5,000	7,000	12,000	–	–	–
Less unamortised loan arrangement fees	(554)	–	(554)	–	–	–
	4,446	7,000	11,446	–	–	–

16. Borrowings – non current (continued)

Total borrowings

	31 Mar 2024			*30 Sept 2023*		
	Drawn	*Undrawn*	*Total*	*Drawn*	*Undrawn*	*Total*
	£'000	*£'000*	*£'000*	*£'000*	*£'000*	*£'000*
At the start of the period	18,033	29,467	47,500	–	–	–
Drawdown in the period	18,888	(18,888)	–	–	–	–
New facility in the period	5,000	7,000	12,000	18,033	29,467	47,500
At the end of the period	41,921	17,579	59,500	18,033	29,467	47,500
Less unamortised loan arrangement fees	(1,136)	–	(1,136)	(833)	–	(833)
	40,785	17,579	58,364	17,200	29,467	46,667

On 23 December 2022, the Group entered into a facilities agreement with Barclays Bank PLC comprising a development facility and an investment facility (together the "facilities") up to £47.5 million in aggregate. The facilities will enable completion of the construction and subsequent letting of the 693 bed student accommodation development at TIQ.

As at 31 March 2023, no amounts had been drawn under the facilities with the first development facility drawdown occurring in May 2023. As such, no comparative has been provided in the table above as at 31 March 2023.

The maximum term of the combined facilities is 3 years. This includes the development facility for up to 27 months, which subject to the satisfaction of certain conditions prior to the expiry of the development facility, switches into the investment facility for the remainder of the 3-year term. Interest on the development facility is payable on a Sonia-linked floating rate basis for each interest period plus a margin of 3.25%, and interest is payable on the investment facility at the same Sonia rate plus a margin of 1.90%.

Security for the facilities is provided by way of the student accommodation plot. The Company has also provided cost overrun and interest shortfall guarantees of up to £5 million in connection with the development facility. A capital guarantee is also in place which could increase the Company's guarantee by £2.5 million if certain covenants are not met in advance of drawing the investment facility or the development facility is not repaid when due.

On 16 November 2023, the Group entered into a £12 million loan facility with ASK. The loan is for an initial term of two years with interest paid at the Bank of England base rate plus a margin of 5.9 per cent. The funds will be utilised primarily to further progress TIQ.

16. Borrowings – non current (continued)

The Group remained compliant with all covenants throughout the period up to the date of this report.

Reconciliation of liabilities to cash flows from financing activities

	Six months ended		*Year ended*
	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
Bank borrowings at the start of the period	17,200	–	–
Cash flows from financing activities:			
Bank borrowings drawn	23,888	–	18,033
Loan arrangement fees paid	(601)	–	(889)
Non-cash movements:			
Amortisation of loan arrangement fees	298	–	56
Bank borrowings at the end of the period	40,785	–	17,200

17. ZDP shares

	Six months ended		*Year ended*
	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
At the start of the period	–	–	–
Net proceeds from issue of 5 million ZDP shares	4,226	–	–
Amortisation of issue costs	206	–	–
Accrued capital	222	–	–
At the end of the period	4,654	–	–

On 3 October 2023, the Group placed 5 million ZDP shares, at a price of £1.00 per ZDP share (the "issue price"), with a further 10 million ZDP shares subscribed for by the Company (each a "subscription share"). The issue price for the subscription shares is required to be paid by the Company on the earlier of five business days after the date of transfer of such shares to a third party or 4 October 2028, following which such funds, net of issue costs, are required to be lent to the Company in accordance with a contribution agreement.

The ZDP shares have a life of five years and a final capital entitlement of 153.86 pence per ZDP share payable on 4 October 2028 (the "ZDP repayment date"), equivalent to a gross redemption yield of 9.0 per cent. per annum on the issue price.

17. ZDP shares (continued)

The accrued capital entitlement of each ZDP share was 104.43p as at 31 March 2024.

The ZDP shares were admitted to the Official List of The International Stock Exchange on 4 October 2023. The ISIN number of the ZDP Shares is GB00BMGBHD21 and the SEDOL code is BMH6RG9.

The fair value of the ZDP shares at 31 March 2024, based on the quoted bid price at that date, was £5,105,000.

The ZDP shares do not carry the right to vote at general meetings of the Company, although they carry the right to vote as a class on certain proposals which would be likely to materially affect their position.

18. Share capital

Number of shares allotted and called up:

	Six months ended		*Year ended*
	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
At the start and end of each period	59,638,588	59,638,588	59,638,588

Nominal value of Ordinary shares of 5p each:

	Six months ended		*Year ended*
	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
At the start and end of each period	2,982	2,982	2,982

19. Capital commitments

As at 31 March 2024, the Group had contracted capital commitments, not provided for in the financial statements, of £5.1 million (31 March 2023: £42.1 million; 30 September 2023: £19.8 million) in connection with the construction, development or enhancement of the Group's investment and trading properties which are expected to be incurred in the next financial year. £4.9 million relates to the remaining construction costs to enable completion of the student accommodation development at TIQ, which are to be funded entirely by way of further drawdowns from the remaining Barclays development loan facility.

20. Net assets per share

Net assets per share is calculated as the net assets of the Group divided by the number of shares in issue at each period end. There are no diluting or adjusting amounts for the reported periods.

	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
Net assets	91,231	122,325	95,072
	No	No	No
Shares in issue	59,638,588	59,638,588	59,638,588
Net assets per share	153.0p	205.1p	159.4p

21. Key management compensation

Key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Group and are considered to be the Directors of the Company. Amounts paid in respect of key management compensation were as follows:

	Six months ended		*Year ended*
	31 Mar 2024 £'000	*31 Mar 2023 £'000*	*30 Sept 2023 £'000*
Short-term employee benefits	518	592	1,110

Independent review report to The Conygar Investment Company PLC

Conclusion

We have reviewed the accompanying condensed set of financial statements of The Conygar Investment Company PLC ("the Company") and its subsidiaries ('the Group') as at 31 March 2024 which comprises the consolidated statement of comprehensive income, the consolidated statement of changes in equity, consolidated balance sheet, consolidated cash flow statement and the related notes for the six-month period ended 31 March 2024. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 31 March 2024 is not prepared, in all material respects, in accordance with International Accounting Standard 34, 'Interim Financial Reporting' as adopted in the UK and AIM Rules of the London Stock Exchange.

Basis for conclusion

We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410 (UK), 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity.' A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the basis for conclusion section of this report, nothing has come to our attention to suggest that management have inappropriately adopted the going concern basis of accounting or that management have identified material uncertainties relating to going concern that are not appropriately disclosed.

This conclusion is based on the review procedures performed in accordance with this ISRE, however future events or conditions may cause the Group or parent company to cease to continue as a going concern.

Directors' responsibilities

Management is responsible for the preparation and presentation of the condensed set of financial statements included in this half-yearly financial report in accordance with International Accounting Standard 34, 'Interim Financial Reporting' as adopted in the UK and AIM Rules of the London Stock Exchange. As disclosed in Note 1, the annual financial statements of the Group and parent company are prepared in accordance with IFRS as adopted in the UK.

In preparing the interim financial information, the Directors are responsible for assessing the Group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

Our responsibility

In reviewing the interim financial information, we are responsible for expressing to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report. Our conclusion, including our conclusions relating to going concern, are based on procedures that are less extensive than audit procedures, as described in the basis for conclusion paragraph of this report.

Use of our report

This report is made solely to the parent company in accordance with the terms of our engagement. Our review has been undertaken so that we might state to the parent company those matters we are required to state to it in this report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the parent company for our review work, for this report, or for the conclusions we have reached.

Saffery LLP
Chartered Accountants
London
15 May 2024

Notes:

(a) The maintenance and integrity of The Conygar Investment Company PLC website is the responsibility of the Directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the interim report since it was initially presented on the website.

(b) Legislation in the United Kingdom governing the presentation and dissemination of financial information may differ from legislation in other jurisdictions.

Directors and advisers

Directors	N J Hamway *(Non-Executive Chairman)* R T E Ware *(Chief Executive)* D Baldwin *(Finance Director)* F N G Jones *(Property Director)* C J D Ware *(Property Director)* B S Sandhu *(Non-Executive Director)*
Company secretary	D Baldwin
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Auditor	Saffery LLP 71 Queen Victoria Street London EC4V 4BE
Nominated advisor and stockbroker	Liberum Capital Limited Ropemaker Place, Level 12 25 Ropemaker Street London EC2Y 9LY
Registrars	Share Registrar Limited Molex House 3 The Millennium Centre Crosby Way, Farnham Surrey GU9 7XX
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