
T.H.F.C. (FUNDING NO. 3) PLC

ANNUAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

T.H.F.C. (FUNDING NO. 3) PLC

COMPANY INFORMATION

DIRECTORS	G. Blunden (resigned 1 October 2024) S. Bottles (resigned 1 October 2024) J. Coetzee (resigned 9 August 2024) M. Fent (appointed 31 January 2025) A. King (resigned 1 October 2024) F. Macgregor (resigned 1 October 2024) D. Montague (resigned 1 October 2024) P. Nair (appointed 1 April 2024) A. Poobalasingam (resigned 21 February 2025) B. Rick (appointed 4 November 2024) D. Stokes (resigned 6 August 2024) S. Smith (resigned 1 October 2024) W. Thomas (resigned 1 October 2024) P. Williamson (resigned 1 April 2024)
COMPANY SECRETARY	T.H.F.C. (Services) Limited
REGISTERED NUMBER	07765422
REGISTERED OFFICE	3rd Floor 17 St. Swithin's Lane London EC4N 8AL
INDEPENDENT AUDITOR	S&W Partners Audit Limited Chartered Accountants and Statutory Auditor 45 Gresham Street London EC2V 7BG

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**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024**

The Directors present their report and the financial statements for the year ended 31 December 2024.

RESULTS AND DIVIDENDS

T.H.F.C. (Funding No. 3) Plc ("the company") made neither a profit nor a loss for the year (2023: £Nil). The Directors do not propose the payment of a dividend (2023: £Nil).

SHARE CAPITAL AND COMPANY STRUCTURE

T.H.F.C. (Funding No. 3) Plc is a public limited company incorporated and domiciled in England and Wales. The entire issued share capital of the company is owned on a fiduciary basis by T.H.F.C. (Services) Limited ("THFCS").

DIRECTORS

The Directors who served during the year were:

G. Blunden (resigned 1 October 2024)
S. Bottles (resigned 1 October 2024)
J. Coetzee (resigned 9 August 2024)
A. King (resigned 1 October 2024)
F. Macgregor (resigned 1 October 2024)
D. Montague (resigned 1 October 2024)
P. Nair (appointed 1 April 2024)
A. Poobalasingam (resigned 21 February 2025)
B. Rick (appointed 4 November 2024)
D. Stokes (resigned 6 August 2024)
S. Smith (resigned 1 October 2024)
W. Thomas (resigned 1 October 2024)
P. Williamson (resigned 1 April 2024)

STATEMENT OF CORPORATE GOVERNANCE ARRANGEMENTS

As an issuer of asset-backed securities (the "secured bonds"), the operations of the company are conducted by an administrator, T.H.F.C. (Services) Limited ("THFCS"), in accordance with the requirements of a corporate services agreement and the Trust Deed. This arrangement is monitored by the Board of Directors, three of whom are also Directors of the administrator. There is no requirement for a separate Audit Committee.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements, in accordance with applicable law.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the UK.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

- state whether they have been prepared in accordance with IFRS as adopted by the UK, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

AUDITOR

The auditor, S&W Partners Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 23 June 2025 and signed on its behalf.

Benjamin Rick

B. Rick
Director

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024**

PRINCIPAL ACTIVITIES

The company was incorporated on 7 September 2011. The principal activity of the company is to provide finance to The Housing Finance Corporation Limited (“THFC”) (the “borrower”) for on-lending to registered providers of social housing, registered social landlords and registered housing associations, in England, Wales, Scotland and Northern Ireland (“HAs”) (the “Bond Issuance Authorised Borrowers”, as defined in the loan agreement between the company and THFC) through the issue of bonds ultimately secured on the assets of the company (the “secured bonds”).

On 11 October 2011 the company made an initial issue of secured bonds to a nominal value of £100,000,000. £30,500,000 of these bonds were retained by the issuer. The proceeds of the net nominal bonds issued, £69,500,000, were on lent to THFC on terms that ensured the company was not exposed to any risk on changes of interest rates.

Subsequent issues of secured bonds to the nominal value of £1,013,550,000 were made between 2012 and 2023. The total value of secured bonds in issue at 31 December 2024 is £1,055,300,000 (2023: £1,055,300,000) of which £41,750,000 were retained (2023: £41,750,000). Further information on any issues during the year is given in note 10.

The proceeds were on lent by THFC to the HAs noted below:

- 54 North Homes Limited
- Accent Housing Limited
- Apex Housing Association
- Arches Housing Limited
- Arcon Housing Association Limited
- Barcud Cyfyngedig
- Bernicia Group
- Bournville Village Trust
- Brighter Places
- Bromford Housing Association Limited
- Bromsgrove District Housing Trust Limited
- Cadwyn Housing Association Limited
- Citizen Housing Group
- Clanmil Housing Association Limited
- Choice Housing Ireland Limited
- Coastal Housing Group Limited
- Connswater Housing Association Limited
- Cornerstone Housing Limited
- Croydon Churches Housing Association Limited
- Dumfries & Galloway Housing Partnership
- Durham Aged Mineworkers’ Homes Association
- Eildon Housing Association Limited
- Estuary Housing Association Limited
- Grampian Housing Association Limited
- Great Places Housing Association
- Greenoak Housing Association Limited
- GreenSquareAccord Limited
- Grwp Cynefin
- Harrogate Families Housing Association Limited
- Hexagon Housing Association Limited
- Honeycomb Group Limited

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

- Inquilab Housing Association Limited
- Irwell Valley Housing Association Limited
- Jigsaw Homes North
- “Johnnie” Johnson Housing Trust Limited
- Joseph Rowntree Housing Trust
- Manningham Housing Association Limited
- Melin Homes Limited
- Merthyr Tydfil Housing Association Limited
- Network Homes Limited
- New Gorbals Housing Association Limited
- Newport City Homes
- Newydd Housing Association Limited
- North Wales Housing Association Limited
- One Vision Housing Limited
- Paradigm Homes Charitable Housing Association Limited
- Pickering & Ferens Homes
- Pobl Homes and Communities
- Radius Housing Association Limited
- Rhondda Housing Association Limited
- Riverside Group Limited
- Salvation Army Housing Association
- Soho Housing Association Limited
- South Western Housing Trust
- Torus62 Limited
- Trent and Dove Housing Association Limited
- United Welsh Housing Association Limited
- Unity Housing Association Limited
- Wales and West Housing Association Limited
- Weaver Vale Housing Trust Limited
- West Kent Housing Association
- Westfield Housing Association Limited
- Wirral Methodist Housing Association Limited
- Womens Pioneer Housing Limited
- Worthing Homes Limited

All the company’s operating costs, net of interest earned, are recoverable from the borrower.

The Law Debenture Trust Corporation Plc acts as the Trustee on behalf of all secured bond holders, under the terms of a trust deed, and has the benefit of a floating charge over certain assets of the borrower.

The occurrence of an event of default under the secured bonds entitles the Trustee to accelerate the maturity of the secured bonds and to enforce the security for the secured bonds (including converting the floating charge granted by the company into a fixed charge). However, an event of default under the secured bonds will not, by itself, be an event of default under the loan agreement with the borrower and accordingly acceleration of the maturity of the secured bonds and enforcement of security for the secured bonds will not, by itself, entitle the Trustee to accelerate the maturity of the loan agreement or to enforce the security given by THFC under the loan agreement except in pre-determined circumstances.

The company expects to continue its principal activity for the life of the secured bonds, which have a final legal repayment date of 2045.

The company does not use derivative financial instruments in its risk management procedures.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

FUTURE DEVELOPMENTS

The company has fulfilled its obligations under the bonds. Given the straight forward nature of the business, the company's Directors are of the opinion that analysis using key performance indicators is not necessary for the understanding of the development, performance or position of the business.

On 3 June 2025 retained bonds with a nominal value of £3,400,000 were sold into the market.

The Directors consider the position of the company at the year end to be satisfactory.

PRINCIPAL RISKS AND UNCERTAINTIES

FINANCIAL RISK MANAGEMENT

The key financial risks of the company and how they are managed are explained in note 4.

SECTION 172(1) STATEMENT

Long-term consequences

The Board's objective is to have a long-term beneficial impact on the company and the wider affordable housing sector through the delivery of cost-effective funding to UK housing associations.

The length and secured nature of the loans made by the company to its borrowers requires the company to ensure that both its borrowers and the company will continue to meet their respective legal and other obligations to both the company and bondholders as detailed in the relevant transaction documents.

The loan agreements stipulate that all ongoing costs of the issuer are recoverable from the borrowers. All expenses of the company are funded before they are incurred.

Material risks of the borrower are monitored by its board on a regular basis. The majority of Board members of the issuer are also Board members of the borrower.

Interests of employees

Due to the nature of the activities of the business there are no employees. There are no plans for the business to hire employees in the foreseeable future.

Foster business relationships

The company has one borrower. All business relationships are managed by the Directors of the company and the administrator.

The administrator, THFCS, provides relationship management services (for liaison with borrowers including query resolution and general assistance with loan agreements), regular engagement with bondholders (including periodic publication of financial and compliance information), financial services (which includes management of relationships with suppliers and ensuring the efficient collection and distribution of coupons between the borrowers and investors (or their duly appointed agent)) and secretarial services to manage compliance obligations of the issuer and borrowers. This arrangement is monitored by the Board of Directors.

Lending requires a constant focus on maintaining stakeholder relationships and the administrator's team has a wealth of experience in all relevant areas.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

Impact of operations on community and environment

Our corporate objective is to deliver cost-effective funding to housing associations. In so doing, we aim to boost the provision and quality of affordable housing for the benefit of tenants and communities throughout the UK. The company operates on a not-for-profit basis and makes no surplus or loss after cost recoveries.

Every effort is made to consider the environmental impact of decisions taken, although due to the nature of its activities the company's direct environmental impact is limited.

Maintaining reputations

The intention of the board is to operate the business responsibly and in line with good industry practice and governance expected of a lending business and, in so doing, contribute to the delivery of our plan. The ongoing operations of the business are conducted by an administrator under a corporate services agreement. This arrangement is monitored by the Board of the administrator through periodic reporting.

Acting fairly between members of the company

As a Board of Directors, we have a responsibility to act fairly between members of the company. The entire issued share capital is held by THFCS on a fiduciary basis on behalf of qualifying charities as defined in the Declaration of Trust. The majority of the company's Board also serve on the Board of THFCS.

ENERGY AND CARBON REPORTING

In line with the Streamlined Energy and Carbon requirements, the company is required to report on its energy use. THFCS ("the administrator") who supplies corporate services to the company operates from modern, energy efficient offices located at 17 St. Swithin's Lane in the City of London. The office has no car parking facilities and all staff commute by bike or public transport.

The administrator's premises is shared by all members of the THFC Group and is the registered address for various other companies. The directors have estimated that the company's share of the total energy usage of the administrator's premises is below 40,000 kWh and therefore have taken the exemption from the requirement to disclose this information. THFC Group publishes its total energy usage within its consolidated financial statements. A copy of these financial statements can be obtained at www.thfcorp.com.

This report was approved by the board on 23 June 2025 and signed on its behalf.

Benjamin Rick

B. Rick
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF T.H.F.C. (FUNDING NO. 3) PLC

Opinion

We have audited the financial statements of T.H.F.C. (Funding No. 3) Plc (the 'company') for the year ended 31 December 2024 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows and the notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its result for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our 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 when the financial statements are authorised for issue.

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

Other information

The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF T.H.F.C. (FUNDING NO. 3) PLC
(CONTINUED)**

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 1 to 2, 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 directors either intend to liquidate the company or to cease operations, or have 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

We obtained an understanding of the company's legal and regulatory framework through enquiry of management regarding their understanding of the relevant laws and regulations, the company's policies and procedures regarding compliance and how they identify, evaluate and rectify any instances of non-compliance.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF T.H.F.C. (FUNDING NO. 3) PLC
(CONTINUED)**

We also drew on our existing understanding of the company's industry and regulation.

We understand that the company complies with requirements of the framework through:

- The directors overseeing the operation of the company's management services agreement with the THFC Group, which requires T.H.F.C. (Services) Limited to implement, monitor and update operating procedures, manuals and internal controls as legal and regulatory requirements change.
- The directors' close involvement in the day-to-day running of the business, meaning that any litigation or claims would come to their attention directly.

In the context of the audit, we considered those laws and regulations which determine the form and content of the financial statements, which are central to the company's ability to conduct business and where failure to comply could result in material penalties. We have identified the following laws and regulations as being of significance in the context of the company:

- The Companies Act 2006 and international accounting standards in conformity with the Companies Act 2006 in respect of the preparation and presentation of the financial statements; and
- The Listing Rules as applicable to the Professional Securities Market ("PSM") ("the PSM Rules"), in relation to the listing of secured bonds.

We performed the following specific procedures to gain evidence about compliance with the significant laws and regulations above:

- Discussions with management including consideration of known or suspected non-compliance with the PSM Rules;
- Confirming through review of the company's engagement letter with legal advisors that they are engaged to provide ongoing updates and advice to ensure ongoing compliance with the PSM Rules;
- Performing a review of board minutes to identify any indicators of known or suspected non-compliance with significant laws and regulations; and
- Performing a review of any legal correspondence with the company's legal advisors.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The key area identified as part of the discussion was with regard to the manipulation of the financial statements through manual journals. This was communicated to the other members of the engagement team who were not present at the discussion.

The procedures carried out to gain evidence in the above areas included;

- Testing a sample of manual journal entries, selected through applying specific risk assessments based on the company's processes and controls surrounding manual journals.

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

Use of our report

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF T.H.F.C. (FUNDING NO. 3) PLC
(CONTINUED)

L Manson

Lindsay Manson

Senior Statutory Auditor, for and on behalf of

S&W Partners Audit Limited

Chartered Accountants and Statutory Auditor

45 Gresham Street
London
EC2V 7BG

26/06/2025

T.H.F.C. (FUNDING NO. 3) PLC

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Note	2024 £	<i>Restated</i> 2023 £
Loan interest receivable		47,204,260	47,384,078
Bond interest payable		(47,204,260)	(47,384,078)
Net loan and secured bond interest	5	-	-
Other income		106,330	149,311
OPERATING PROFIT		106,330	149,311
Operating expenses	6	(94,330)	(125,311)
RESULT BEFORE TAX		12,000	24,000
Tax expense	15	(12,000)	(24,000)
RESULT FOR THE YEAR		-	-

There is no other comprehensive income (2023: £Nil).

Operating income and expenses have been represented to show net income by category. Prior year comparatives have been restated for comparability.

There have been no changes in equity or reserves in the current or prior year, therefore no separate statement of changes in equity has been prepared.

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2024

	Note	2024 £	2023 £
Assets			
NON-CURRENT ASSETS			
Loans to borrower at carrying value	9	1,150,336,463	1,156,002,398
		<u>1,150,336,463</u>	<u>1,156,002,398</u>
CURRENT ASSETS			
Loans to borrower at carrying value	9	5,665,935	5,500,340
Interest receivable on loans		11,696,089	11,696,089
Prepayments		26,241	25,323
Other receivables		67,443	113,487
Cash and cash equivalents		12,500	12,500
		<u>17,468,208</u>	<u>17,347,739</u>
TOTAL ASSETS		<u>1,167,804,671</u>	<u>1,173,350,137</u>
Liabilities			
NON-CURRENT LIABILITIES			
Financial liabilities - secured bonds at carrying value	10	1,150,336,463	1,156,002,398
		<u>1,150,336,463</u>	<u>1,156,002,398</u>
CURRENT LIABILITIES			
Financial liabilities - secured bonds at carrying value	10	5,665,935	5,500,340
Interest payable on secured bonds		11,696,089	11,696,089
Accruals		81,684	114,810
Tax liabilities		12,000	24,000
		<u>17,455,708</u>	<u>17,335,239</u>
TOTAL LIABILITIES		<u>1,167,792,171</u>	<u>1,173,337,637</u>
Net assets		<u>12,500</u>	<u>12,500</u>

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2024

	Note	2024 £	2023 £
ISSUED CAPITAL AND RESERVES			
Share capital	11	12,500	12,500
TOTAL EQUITY		12,500	12,500

The financial statements on pages 11 to 30 were approved and authorised for issue by the board of Directors on 23 June 2025 and were signed on its behalf by:


Priya Nair (Jun 24, 2025 08:51 GMT+1)

P. Nair
Director

The notes on pages 15 to 30 form part of these financial statements.

T.H.F.C. (FUNDING NO. 3) PLC

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2024**

	2024	<i>Restated</i> 2023
	£	£
CASH FLOWS FROM OPERATING ACTIVITIES		
Result before taxation	12,000	24,000
ADJUSTMENTS FOR		
Interest income net of amortisation – loans receivable	(47,204,260)	(47,384,078)
Interest expense net of amortisation – secured bonds payable	47,204,260	47,384,078
Tax paid	(12,000)	(24,000)
MOVEMENTS IN WORKING CAPITAL:		
Decrease / (increase) in receivables	69,126	(72,469)
(Decrease) / increase in payables	(69,126)	71,969
NET CASH USED IN OPERATIONS	-	(500)
Interest paid on secured bonds	(52,704,600)	(52,704,600)
Interest received on loans	52,704,600	52,704,600
NET CASH NET USED IN OPERATING ACTIVITIES	-	(500)
Cash and cash equivalents at the beginning of year	12,500	13,000
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	12,500	12,500

The notes on pages 15 to 30 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

1. GENERAL INFORMATION

T.H.F.C. (Funding No. 3) Plc (“the company”) provides finance to The Housing Finance Corporation Limited (“THFC”) (the “borrower”) for on-lending to registered providers of social housing, registered social landlords and registered housing associations, in England, Wales, Scotland and Northern Ireland (“HAs”) (the “Bond Issuance Authorised Borrowers”, as defined in the loan agreement between the company and THFC). The company is a public limited company limited by shares which has secured bonds listed on the Professional Securities Market of the London Stock Exchange. It is incorporated and domiciled in England and Wales. The address of the registered office is 3rd Floor, 17 St Swithin’s Lane, London, EC4N 8AL.

On occasions the company will retain a certain number of bonds from a particular issue of secured bonds. The retained bonds are held at par on the company’s statement of financial position and netted off the total amount of bonds outstanding until such time as THFC requests sale of the bonds into the market to fund further loans to itself for on-lending to housing associations.

2. ACCOUNTING POLICIES

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

Basis of preparation

The financial statements have been prepared on a going concern basis in accordance with UK-adopted international accounting standards in conformity with the provisions of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention.

Going concern

The company has made a loan to THFC, a related entity, who has on lent the proceeds of the loan to registered providers of social housing. The ongoing viability of the company is dependent on the ongoing receipt of interest and principal from its borrower in accordance with its loan agreement thereby ensuring that the company is able to meet its obligations under the terms of its funding arrangements in addition to covering operating costs.

At the date of signing the accounts there is no evidence to suggest that the company or its borrower will be unable to meet its covenants in the foreseeable future.

As such, the Board has a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing the financial statements.

Changes in accounting policies and disclosures

(a) New standards, interpretations and amendments effective from 1 January 2024

The following new and amended Standards and Interpretations effective for the financial year beginning 1 January 2024 have been adopted:

- IFRS 16 Leases: Lease Liability in a Sale and Leaseback - IAS 1 Presentation of Financial Statements: Classification of Liabilities; and
- IAS 1 Presentation of Financial Statements: Non current liabilities with Covenants.

The adoption of these standards has not had any material impact on the disclosures or on the amounts reported in these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

2. ACCOUNTING POLICIES (CONTINUED)

(b) Effective for periods beginning on or after 1 January 2025

As at the date of authorisation of these accounts, there were a number of Standards and Interpretations that were in issue but not yet effective.

- Amendments to IAS 21 The Effects of changes in Foreign Exchange Rates: Lack of Exchangeability;
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7);
- Annual Improvements to IFRS Accounting Standards – Volume 11; and
- IFRS 18 – Presentation and Disclosure in Financial Statements.

The effect of all new and amended Standards and Interpretations which are in issue but not yet mandatorily effective is not expected to materially impact the company.

Interest

Interest receivable on loans to Borrowers and interest payable on the secured bonds is accounted for using the effective interest rate method. Any premium/discount on issue is added to/deducted from the original loan amount or secured bond nominal value and charged/credited to the statement of comprehensive income over the expected life of the loan or bond using the effective interest rate method so that the interest receivable and payable, as adjusted for the amortisation of premiums/discounts, gives a constant yield to maturity.

Costs recoverable

All operating costs are recovered from the borrower in line with the contractual arrangements. All recovered costs are recognised within operating income as other income in the period in which costs are recovered.

Issue costs incurred during the issue of the loans to borrowers are recovered from the borrower on completion of the loan transaction.

Fees are measured at the transaction price received or receivable allocated to the performance obligation satisfied and represent amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes. As the expected period between transfer of a promised good or service and payment from the borrower is one year or less then no adjustment for a financing component has been made.

Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Net transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVPL”)) are respectively added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. The company recovers all transaction costs from its borrowers so they do not form part of the fair value at recognition.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

Financial assets

Classification and measurement

The company applies IFRS 9 and classifies its financial assets in the following measurement categories:

- fair value through profit or loss (“FVPL”); or
- fair value through other comprehensive income (“FVOCI”); or
- amortised cost.

The classification requirements for debt instruments are described below. Classification and subsequent measurement of debt instruments depend on:

- 1) the company’s business model for managing the asset; and
- 2) the cash flow characteristics of the asset (“SPPI test”).

1) *Business model*: The business model reflects how the company manages the assets in order to generate cash flows. That is, whether the company’s objective is:

- solely to collect the contractual cash flows from the assets (“Hold to collect”); or
- to collect both the contractual cash flows and cash flows arising from sale of the assets (“Hold to collect and sell”); or
- neither of these (“Other”).

Factors considered by the company in determining the business model for a group of assets include past experience of how the cash flows for these assets were collected, how the assets’ performance is evaluated and reported to key management personnel, the likely future experience of cash flows, and how credit risks are assessed and managed.

2) *SPPI test*: Where the business model is “Hold to collect” or “Hold to collect and sell”, the company assesses whether the financial instruments’ contractual cash flows represent solely payment of principal and interest on that principal (“SPPI”). In making this assessment, the company considers whether those cash flows are consistent with a basic lending arrangement (i.e. interest includes only consideration for the time value of money, credit risk and other basic lending risks that are consistent with a basic lending arrangement) or reflect exposure to risk or volatility that are inconsistent with a basic lending arrangement.

Based on these factors, the company classifies its debt instruments into one of the measurement categories detailed above. All of the company’s financial assets have been assessed as falling within a “Hold to collect” business model whose contractual cash flows are SPPI and are therefore subsequently measured at amortised cost.

Amortised cost is the amount at which the financial asset is measured at initial recognition minus the principal repayments, adjusted for the cumulative amortisation using the effective interest rate method, adjusted for any loss allowance.

The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of an asset.

Interest income from these financial assets is calculated by applying the effective interest rate to the gross carrying amount of the financial asset and is included in the statement of comprehensive income within ‘operating income’.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

2. ACCOUNTING POLICIES (CONTINUED)

Reclassification

The company reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change.

The company holds the following debt instrument under financial assets:

Loans receivable

The Loan receivable represents monies lent to THFC, a related party of the company, under a loan agreement and held at amortised cost.

Cash and bank balances

Cash and cash equivalents comprise cash balances that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

Other receivables

Other receivables are recognised at transaction price and are subsequently measured at amortised cost.

Impairment

The company assesses on a forward-looking basis the expected credit losses ("ECL") associated with any debt instruments carried at amortised cost. The company may recognise a loss allowance for such losses at each reporting date.

The IFRS 9 impairment model has three stages – Stage 1, Stage 2 and Stage 3 (default).

The company may recognise a 12-month expected credit loss allowance on initial recognition (stage 1) and a lifetime expected loss allowance when there has been a significant increase in credit risk (stage 2) that would no longer render the instrument low risk. Stage 3 requires objective evidence that an asset is credit impaired.

The measurement of ECL reflects:

- (a) Probability-weighted amounts of loss given default using an agreed methodology;
- (b) The time value of money; and
- (c) Reasonable and supportable information on the social housing sector that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of the future operating environment.

The company has one loan outstanding to a single borrower which has been compliant since inception on 5 October 2011. The company has the benefit of a floating charge over all the assets of its borrower which are principally its loans and receivables which are all performing and have no loss experience.

Collateral arrangements are described in note 4.

To date the borrower has not provided for an expected credit loss on its loans which are secured by floating charges.

Management's view therefore is that the calculation of expected credit loss for this loan is zero.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

2. ACCOUNTING POLICIES (CONTINUED)

Management monitor the performance of its borrower and its loan book and may consider a provision based on the performance of one or both.

Significant Increase in Credit Risk (movement from stage 1 to stage 2)

The company has identified a number of early warning indicators (“EWIs”) against which assets are monitored. If any of the events occur, internal consideration is given as to whether an individual loan should move to stage 2 classification.

EWIs include but are not restricted to, the following:

- a) Unexpected adverse changes in the executive and management structure of the borrowers;
- b) Annual financial statements carry an auditor’s qualification;
- c) Government action which negatively impacts on the borrower’s business;
- d) Significant adverse changes in the business or financial condition of the borrowers;
- e) Failure of semi-annual performance tests;
- f) Regulatory down grade to a non-compliant financial grading;
- g) Payment of interest and capital after due date but within grace period;
- h) Early warning signs of cash flow/ liquidity problems;
- i) Decline in credit grading to a level below an equivalent investment grade.
- j) Borrower records an impairment loss.

Definition of default (movement to stage 3)

The company has identified a series of quantitative and qualitative criteria that will be used to determine if an account meets the definition of default, and therefore should move to stage 3:

- a) Payment default;
- b) Cross default;
- c) Breach of covenant(s).

Derecognition

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either:

- The company transfers substantially all the risks and rewards of ownership; or
- The company neither transfers nor retains substantially all the risks and rewards of ownership and the company has not retained control.

Financial liabilities

Classification and measurement

Financial liabilities are recognised where the substance of the contractual arrangement results in the company having an obligation to either deliver cash or another financial asset to the holder.

Financial liabilities include borrowings and other payables.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

2. ACCOUNTING POLICIES (CONTINUED)

Initial recognition and subsequent measurement

Financial liabilities (other than derivatives) are initially recognised at the fair value of consideration less directly attributable net transaction costs and subsequently at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on the issue and costs that are an integral part of the effective interest rate method.

Derecognition

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

Taxation

Corporation taxation payable on profits is recognised as an expense based on the applicable tax laws in the period in which profits arise. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to taxation authorities using tax rates (and laws) that have been enacted by the balance sheet date.

Netting

The company does net loan interest receivable and bond interest payable including discount and premium amortisation disclosed in note 5.

The company does not net financial assets and liabilities and has no other enforceable offsets.

Fair Values

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

IFRS 13 Fair value measurement requires an entity to classify for disclosure purposes its financial instruments held at amortised cost according to a hierarchy that reflects the significance of observable market inputs. The three levels of the fair value hierarchy are defined below.

Quoted market prices – Level 1

Financial instruments are classified as Level 1 if their value is observable in an active market. Fair values for such instruments are reported by reference to unadjusted quoted prices for identical assets or liabilities where the quoted price is readily available, and the price represents actual and regularly occurring market transactions on an arm's length basis. The company has no instruments classified in Level 1 (2023: None).

Valuation technique using observable inputs – Level 2

Financial instruments classified as Level 2 are fair valued using models whose inputs (for example, interest rates and credit spreads) are observable in an active market.

Valuation technique using significant unobservable inputs – Level 3

Financial instruments are classified as Level 3 if their valuation incorporates significant inputs that are not based on observable market data. The company has no instruments classified in Level 3 (2023: None).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

2. ACCOUNTING POLICIES (CONTINUED)

The company's secured bonds are tradeable but the markets are not considered to be active. Accordingly market prices of the reference gilts have been adjusted for an appropriate credit spread to arrive at a fair value (Level 2 valuation). The fair value of the associated fixed rate loan is similarly adjusted for appropriate credit spreads (Level 2 valuation).

The fair values of financial instruments are disclosed in note 12.

Prepayment

It is expected that each loan will run to maturity, however each loan agreement provides that any borrower may at any time purchase bonds at any price and following such a purchase the borrower is required to surrender the bonds to the company by way of prepayment of the borrower's loan in an amount equal to the outstanding balance of the bonds being surrendered. The prepaid amount of the loan and the equivalent bond nominal amount is removed from the statement of financial position on the date that the bonds are surrendered to the issuer for cancellation.

Segmental Analysis

All operating income and expenditure is derived from activities undertaken in the United Kingdom. The company's only activity is to provide finance to THFC for on-lending to HAs. Therefore 100% of interest income is receivable from THFC.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in accordance with international accounting standards requires the use of certain critical accounting adjustments; these require management's judgement in applying the accounting policies. The area involving a higher degree of judgement or complexity or where assumptions are significant to the financial statements is the evaluation as to whether the loans to HAs are impaired.

Critical accounting judgement

Impairment of Loans to Borrowers (Note 9)

The directors have concluded that no impairment provision is required in relation to the loan to THFC in accordance with IFRS9 (2023: £Nil). This is for a number of reasons which includes, but is not limited to, the credit quality of THFC's borrowers and the company's zero loss experience to date. As the company is not subject to any net credit risk any incurred loss impairment would be matched by a similar adjustment to the gross liability. At 31 December 2024, the carrying value of the loans to borrowers is £1,156,002,398 (2023: £1,161,502,738).

4. FINANCIAL RISK MANAGEMENT

The proceeds from the issue of the 5.20% secured bonds due 2043/45 were used to make a loan to the borrower.

Credit risk

The company is subject to gross credit risk on its loan to THFC but no net risk.

The ability of the company to make payments of interest, principal and any other sums due in respect of the bonds will depend on the issuer receiving like amounts from the borrower THFC under its loan agreement.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

To the extent that the company does not receive sufficient amounts in respect of the loan agreement (whether in the ordinary course of business, following the enforcement of its security obtained in respect of the loan agreement or otherwise) then the company will not have sufficient monies to pay interest, principal or other sums due in respect of the bonds. Non-payment by the company may not necessarily constitute an event of default under the bonds.

Gross credit risk on the loans is mitigated by the collateral and security arrangements described below:

THFC has a general obligations A+/A rating from Standard and Poor's. THFC only makes loans to HAs registered with, and regulated by, the Regulator of Social Housing (or other relevant authority for housing associations outside England) for the purposes of funding social housing. The Regulator of Social Housing has a range of statutory powers as set out in chapter 6 of Housing and Regeneration Act 2008 as amended by the Localism Act 2011. These include enforcement powers and the ability to call a moratorium in certain circumstances.

The carrying value of the loan represents the maximum exposure to credit risk. No part of the loan is past due or impaired at 31 December 2024 (2023: None).

Collateral and security arrangements

THFC has granted security to the company under the loan agreement in the form of a floating charge over its undertaking, property and assets. This floating charge ranks *pari passu* with a number of existing floating charges previously granted by THFC to secure other existing borrowings. THFC's undertakings, property and assets largely consist of its existing loan book together with some accumulated reserves.

HAs who borrow money from THFC create either a first floating charge over the whole or an identifiable part of its property, undertaking and assets in favour of THFC or a fixed first charge in favour of THFC. All of THFC's assets, including the loans to the HAs, and the security granted in respect of its assets, are pooled rather than being allocated to specific liabilities of THFC. As such, the loan to THFC is indirectly secured by the properties owned by the HA borrowers.

THFC is required to obtain a charge over the assets of HAs which, at all times during the life of each loan, covers at least 150% of the outstanding loan balance. For loans secured by fixed charges formal property valuations of the specific security are undertaken at least every five years. For loans secured by floating charges compliance is measured by reference to the statement of financial position of the underlying HA.

In addition, THFC monitors the financial position of its HA borrowers on an on-going basis, including measurement against covenant undertakings. The large number of borrowing HAs assists in diversification of the credit risks inherent in the loan to THFC. All HA borrowers are subject to external regulation by the Regulator of Social Housing.

The obligations of the company to the holders of the secured bonds are secured by a first floating charge on the whole of the company's undertaking, property and assets, and a first ranking assignment by way of security of the benefit of the floating charge granted to the company by THFC as described above.

Collateral, unless subject to enforcement, is not recorded on the company's statement of financial position. However, the value of collateral affects the calculation of expected credit losses.

Liquidity risk

To mitigate liquidity risk of the company, the borrower collects interest and capital repayments from the Bond Issuance Authorised Borrowers one month prior to the scheduled date of payment to the company. Additionally Bond Issuance Authorised Borrowers are required to maintain an Interest Service Reserve Fund with THFC, amounting to a minimum of one year's worth of interest, that can be drawn upon in the event of a late payment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

There is a two year maturity mis-match between expected and legal maturity of the secured bonds. This means if the borrower has insufficient funds to repay the principal amount outstanding on its loan on the expected maturity date then repayment of the loan and bond will be postponed to the legal maturity date. The loan agreements provide that the Bond Issuance Authorised Borrowers must repay their loans in full to THFC, the borrower, three business days before 11 October 2043 (expected maturity) or 11 October 2045 (legal maturity). Interest is receivable half yearly in arrears. The maturity profile of liabilities is given in note 10.

As with credit risk, to the extent that the company does not receive sufficient amounts in respect of the loan agreement (whether in the ordinary course of business, following the enforcement of its security obtained in respect of each loan agreement or otherwise) then the company will not have sufficient monies to pay interest, principal or other sums due in respect of the bonds. Non-payment by the company may not necessarily constitute an event of default under the bonds.

Interest rate risk

The interest charged on the loans is fixed and is equal to the interest payable on the related secured bonds and hence there is no cash flow risk between the receipt and payment of interest. Accordingly, the directors consider that the company is not subject to any risk on the fluctuation of interest rates.

Fair value risk and market price risk

There is a gross fair value risk on the loans and secured bonds but there is no net risk. Market price risk is not expected to impact on the company because (i) the loans and secured bonds are held at amortised cost in the financial statements and (ii) the company expects to hold them until maturity.

Currency risk

All financial assets and liabilities are denominated in sterling and hence there is no currency risk.

5. NET LOAN AND SECURED BOND INTEREST

	2024	<i>Restated</i> 2023
	£	£
Interest receivable on loans	52,704,600	52,704,600
Amortisation of premium on loans receivable	(5,573,660)	(5,389,888)
Amortisation of discount on loans receivable	73,320	69,366
Total loan interest receivable	47,204,260	47,384,078
Interest payable on secured bonds	52,704,600	52,704,600
Amortisation of premium on secured bonds	(5,573,660)	(5,389,888)
Amortisation of discount on secured bonds	73,320	69,366
Total secured bonds interest payable	47,204,260	47,384,078
Net loan and secured bond interest	-	-

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

6. OPERATING EXPENSES

	2024	2023
	£	£
Annual audit fee	17,539	17,078
Other professional fees	76,791	108,233
	<hr/> 94,330 <hr/>	<hr/> 125,311 <hr/>

7. RESULT BEFORE AND AFTER TAXATION

The result before taxation is wholly attributable to the company's principal activity, which arose wholly within the United Kingdom.

8. EMPLOYEES

There were no employees during the year (2023: None). The directors received no remuneration during the year directly from the company in respect of their qualifying services (2023: £Nil). All directors are remunerated by THFCS for their services to the company. It is not practicable to obtain the relevant data to accurately disclose the company's share of this cost.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

9. LOANS TO BORROWERS

2024	Nominal Value £	Loan Premium £	Loan Discount £	Carrying Value £
At beginning of year	1,013,550,000	150,454,938	(2,502,200)	1,161,502,738
Amortisation in year	-	(5,573,660)	73,320	(5,500,340)
Total	1,013,550,000	144,881,278	(2,428,880)	1,156,002,398
Ageing of loans to borrower				
Due within 1 year	-	5,743,155	(77,220)	5,665,935
Due after 1 year	1,013,550,000	139,138,123	(2,351,660)	1,150,336,463
Total	1,013,550,000	144,881,278	(2,428,880)	1,156,002,398
2023	Nominal Value £	Loan Premium £	Loan Discount £	Carrying Value £
At beginning of year	1,013,550,000	155,844,826	(2,571,566)	1,166,823,260
Amortisation in year	-	(5,389,888)	69,366	(5,320,522)
Total	1,013,550,000	150,454,938	(2,502,200)	1,161,502,738
Ageing of loans to borrower				
Due within 1 year	-	5,573,660	(73,320)	5,500,340
Due after 1 year	1,013,550,000	144,881,278	(2,428,880)	1,156,002,398
Total	1,013,550,000	150,454,938	(2,502,200)	1,161,502,738

Collateral arrangements are set out in note 4.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

10. FINANCIAL LIABILITIES – SECURED BONDS

2024	Nominal Value £	Loan Premium £	Loan Discount £	Carrying Value £
At beginning of year	1,013,550,000	150,454,938	(2,502,200)	1,161,502,738
Amortisation in year	-	(5,573,660)	73,320	(5,500,340)
Total	1,013,550,000	144,881,278	(2,428,880)	1,156,002,398
Due within 1 year	-	5,743,155	(77,220)	5,665,935
Due after 1 year	1,013,550,000	139,138,123	(2,351,660)	1,150,336,463
Total	1,013,550,000	144,881,278	(2,428,880)	1,156,002,398
2023	Nominal Value £	Loan Premium £	Loan Discount £	Carrying Value £
At beginning of year	1,013,550,000	155,844,826	(2,571,566)	1,166,823,260
Amortisation in year	-	(5,389,888)	69,366	(5,320,522)
Total	1,013,550,000	150,454,938	(2,502,200)	1,161,502,738
Due within 1 year	-	5,573,660	(73,320)	5,500,340
Due after 1 year	1,013,550,000	144,881,278	(2,428,880)	1,156,002,398
Total	1,013,550,000	150,454,938	(2,502,200)	1,161,502,738

Details of security are set out in note 4.

T.H.F.C. (FUNDING NO. 3) PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

The 5.20% secured bonds are listed and repayable between 2043 and 2045 and were issued in the following tranches:

	Nominal Value Initially Issued £	Nominal Value Retained £	Nominal Value £	Premium / Discount £
11 October 2011	100,000,000	30,500,000	69,500,000	313,445
25 January 2012	131,000,000	15,000,000	116,000,000	4,644,640
25 April 2012	130,500,000	10,000,000	120,500,000	(3,114,925)
12 June 2012	-	(3,500,000)	3,500,000	201,915
17 July 2012	-	(4,000,000)	4,000,000	130,000
12 August 2012	-	(2,500,000)	2,500,000	143,465
27 September 2012	127,100,000	5,000,000	122,100,000	3,846,150
20 December 2012	-	(10,000,000)	10,000,000	800,300
15 January 2013	-	(5,000,000)	5,000,000	404,000
17 January 2013	-	(5,000,000)	5,000,000	441,000
15 April 2013	55,200,000	2,000,000	53,200,000	7,902,328
15 April 2013	-	(25,500,000)	25,500,000	3,787,770
18 June 2013	-	(1,500,000)	1,500,000	141,555
15 October 2013	81,500,000	-	81,500,000	9,325,230
15 October 2013	-	(3,500,000)	3,500,000	400,470
2 April 2015	-	(2,000,000)	2,000,000	636,900
4 August 2017	186,000,000	93,000,000	93,000,000	35,380,920
12 February 2018	-	(15,500,000)	15,500,000	5,446,700
20 March 2018	121,000,000	60,500,000	60,500,000	19,191,810
5 September 2018	-	(10,000,000)	10,000,000	3,295,100
16 October 2018	-	(20,500,000)	20,500,000	5,276,905
9 November 2018	-	(10,000,000)	10,000,000	2,809,900
12 December 2018	-	(16,000,000)	16,000,000	4,562,080
25 January 2019	83,000,000	41,500,000	41,500,000	12,032,095
19 March 2019	-	(11,800,000)	11,800,000	4,051,766
2 October 2019	-	(13,500,000)	13,500,000	6,844,944
1 November 2019	-	(5,000,000)	5,000,000	2,361,000
24 February 2020	-	(13,200,000)	13,200,000	6,991,776
6 July 2020	-	(4,500,000)	4,500,000	2,670,435
29 September 2020	40,000,000	20,500,000	19,500,000	11,394,630
15 January 2021	-	(7,500,000)	7,500,000	4,841,925
19 July 2021	-	(16,000,000)	16,000,000	8,773,440
28 February 2022	-	(9,500,000)	9,500,000	3,610,285
6 April 2022	-	(16,000,000)	16,000,000	5,156,800
11 May 2022	-	(4,750,000)	4,750,000	1,181,658
	1,055,300,000	41,750,000	1,013,550,000	175,878,412

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

The net premium and cumulative amortisation at the beginning of the year was £147,952,738 and £27,925,674 (2023: £153,273,259 and £22,605,152) respectively. Premium on the issue of new bonds during the year was £Nil (2023: £Nil). Amortisation charged during the year was £5,500,340 (2023: £5,320,522).

The premiums/discount have been added to/deducted from the value of the secured bonds and are amortised through the statement of comprehensive income over the life of the secured bonds.

The net proceeds of the above issues were used to make loans to the borrower, THFC. The secured bonds are repayable in full between 11 October 2043 and 11 October 2045. Interest on the secured bonds is payable half yearly in arrears. All issue costs relating to the secured bonds are borne by the borrower, THFC.

2024	Due within one year £	Due within one to two years £	Due within two to five years £	Due in over five years £	Total £
Principal	-	-	-	1,013,550,000	1,013,550,000
Interest	52,704,600	52,704,600	158,113,800	737,864,400	1,001,387,400
Total	52,704,600	52,704,600	158,113,800	1,751,414,400	2,014,937,400
	Due within one year £	Due within one to two years £	Due within two to five years £	Due in over five years £	Total £
2023	-	-	-	1,013,550,000	1,013,550,000
Interest	52,704,600	52,704,600	158,113,800	790,569,000	1,054,092,000
Total	52,704,600	52,704,600	158,113,800	1,804,119,000	2,067,642,000

11. SHARE CAPITAL

The company's capital comprises only its share capital of 50,000 (2023: 50,000) ordinary shares which the Directors consider adequate for its ongoing working capital requirements in relation to its obligations under the bonds. The company is not subject to externally imposed capital requirements.

	2024 Number	2024 £	<i>2023 Number</i>	<i>2023 £</i>
Allotted and part paid				
Ordinary shares of £1 each of which 25p per share is paid	50,000	12,500	<i>50,000</i>	<i>12,500</i>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

12. FAIR VALUES OF FINANCIAL INSTRUMENTS

The Level 2 fair value of the 5.20% secured bonds due 2043/2045 and the Level 2 fair value of the associated loan as at 31 December 2024 are shown below. The fair value is derived from the market value of the secured bonds at that date. There is no difference between the fair value and carrying value of all other financial assets and liabilities.

	2024 £	2024 £	2023 £	2023 £
	Carrying Value	Fair Value	Carrying Value	Fair Value
Loan and secured bonds				
Loans to borrowers	1,156,002,398	940,878,743	1,161,502,738	1,026,848,054
Secured bonds	1,156,002,398	940,878,743	1,161,502,738	1,026,848,054
Other financial assets & liabilities				
Other financial assets:				
Interest receivable	11,696,089	11,696,089	11,696,089	11,696,089
Sundry receivables	67,443	67,443	113,487	113,487
<i>Total</i>	11,763,532	11,763,532	11,809,576	11,809,576
Other financial liabilities:				
Interest payable	11,696,089	11,696,089	11,696,089	11,696,089
Other payables	93,684	93,684	138,810	138,810
<i>Total</i>	11,789,773	11,789,773	11,834,899	11,834,899

13. CONTROL

The share capital is held by THFCS on a fiduciary basis on behalf of qualifying charities as defined in the Declaration of Trust and hence no group financial statements are prepared.

14. RELATED PARTY TRANSACTIONS

All administrative services are provided under a management agreement with THFCS. The directors are employees of THFCS. Management fees payable to THFCS during the year amounted to £Nil (2023: £Nil). THFCS reserves the right to charge such fees in the future.

During the year, the company recovered costs of £153,267 (2023: £53,311) from THFC. At the end of the year, THFC owed the company for costs of £nil (2023: £Nil).

During the year, the company entered into a transaction of £48,000 (2023: £96,000) for payment of the economic crime levy, which was recharged from THFC.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

15. TAXATION

Factors affecting tax charge for the year:

The tax assessed for the year is the same as the standard rate of corporation tax in the UK of 25% (2023 - 25%). The differences are explained below:

	2024	2023
	£	£
UK Corporation tax at 25% (2023: 25%)	12,000	24,000
	<u>12,000</u>	<u>24,000</u>
Result before taxation	<u>12,000</u>	<u>24,000</u>
Result before tax multiplied by the standard rate of corporation tax in the UK of 25% (2023: 25%)	3,000	6,000
Effects of:		
Permanently disallowable items and other timing differences	9,000	18,000
	<u>12,000</u>	<u>24,000</u>
Total tax expense for the year	<u>12,000</u>	<u>24,000</u>

Factors that may affect future tax charges:

There are no factors that may affect future tax changes.

16. SECURITY OFFERED TO INVESTORS

The company is a special purpose vehicle and the security offered to investors is limited only to the assets of the company being principally the secured loans and share capital. The shareholders of the company's parent, THFCS, cannot be held liable for the debts of the company in the event of insolvency.

17. EVENTS AFTER THE REPORTING DATE

On 3 June 2025 retained bonds with a nominal value of £3,400,000 were sold into the market.