

Road Management Consolidated PLC

Unaudited Interim Financial Statements

For the Period Ended 30 June 2021

Registered Number 03070488



Group Accounts

Road Management Consolidated PLC

Interim Management Report

The Company previously provided the bond loan for the financing of Road Management Group Limited on a back to back loan agreement that has the same terms as the 9.18% guaranteed secured bond. The bond was repaid in full on 10 June 2021 and the Company received interest and capital repayments in the period from its fellow group company and used this cash to settle the payments on the guaranteed secured bond.

With the bond now repaid the Company has no liabilities and as such does not envisage and risks or uncertainties.

Within the period the Company has needed to continue to consider the impact of the Coronavirus pandemic on its cashflows and this is addressed in the Accounting Policies below.


Statement of directors' responsibilities

The directors' confirm that these condensed interim financial statements have been prepared in accordance with Financial Reporting Standard 104, 'Interim Financial Reporting', and that the interim management report includes a fair review of the information required by DTR 4.2.7, namely:

- an indication of important events that have occurred during the first six months and their impact on the condensed set of financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial year; and

The directors of Road Management Consolidated PLC are listed in the Road Management Consolidated PLC Annual Report for 31 December 2020.

By Order of the Board


Lee Johnson (Aug 25, 2021 16:37 GMT+1)

Aug 25, 2021

Lee Johnson
Director

Road Management Consolidated PLC

Statement of Comprehensive Income

Six months ended 30 June 2021

	30 June 2021 Unaudited	30 June 2020 Audited
	£000	£000
Turnover	-	-
Management costs	-	-
Operating Profit	-	-
Interest receivable	353	1,663
Interest payable and similar expenses	(353)	(1,707)
(Loss) Before Taxation	-	(44)
Tax on loss	-	-
(Loss) for the Period	-	(44)
Fair value gain on investment for the period	-	44
Total comprehensive income for the period	-	-

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

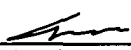
Road Management Consolidated PLC

Statement of Financial Position

As at 30 June 2021

	30 June 2021 Unaudited £000	31 December 2020 Audited £000
Current Assets		
Debtors due within one year	-	8,579
Investments	-	6,224
Cash at bank and in hand	6	6
	<u>6</u>	<u>14,809</u>
Creditors: Amounts falling due within one year	(79)	(14,882)
Net Current Assets	(73)	(73)
Total Assets Less Current Liabilities	(73)	(73)
Creditors: Amounts falling due after more than one year	-	-
Net Assets/(liabilities)	(73)	(73)
Capital and Reserves		
Share capital	50	50
Fair value reserve	2,181	2,181
Retained earnings	(2,304)	(2,304)
Total Shareholders' deficit	(73)	(73)

These financial statements were approved by the board of directors and authorised for issue on ^{Aug 25, 2021}, and are signed on behalf of the board by:


Lee Johnson (Aug 25, 2021 16:37 GMT+1)

Lee Johnson
Director

Company registration number: 03070488

Road Management Consolidated PLC

Statement of Changes in Equity

Six months ended 30 June 2021

	Called up share capital £000	Fair value reserve £000	Retained earnings £000	Total £000
At 1 January 2020	50	2,129	(2,252)	(73)
Profit/(Loss) for the period	-	44	(44)	-
Total comprehensive income for the period	-	67	(67)	-
At 30 June 2020	50	2,173	(2,296)	(73)
As at 1 January 2021	50	2,181	(2,304)	(73)
Profit for the period	-	-	-	-
Total comprehensive income for the period	-	-	-	-
At 30 June 2021	50	2,18	(2,304)	(73)

Road Management Consolidated PLC

Notes to the Financial Statements

Period ended 30 June 2021

1. Statement of Compliance

The individual financial statements of Road Management Consolidated PLC have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"), Financial Reporting Standard 104, "Interim Financial Reporting" ("FRS 104"), and the Companies Act 2006.

2. General Information

Road Management Consolidated PLC ('the Company') is incorporated and domiciled in the UK. The address of its registered office is Cannon Place, 78 Cannon Street, London, EC4N 6AF.

Road Management Consolidated PLC is a special purpose company established to be the financing vehicle for two design, build, finance and operate contracts for sections of the A1 (M) and the A419/A417, which were both entered into with the Secretary of State for Environment, Transport and the Regions on 8 February 1996.

The Company's functional and presentation currency is the pound sterling.

3. Accounting Policies

(a) Basis of Preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities. The preparation of financial statements in conformity with FRS 104 which require the same accounting policies as those in the most recent annual financial statements.

(b) Going concern

The Company has net liabilities of £73k (December 2020: £73k) and these retained losses arose due to tax charges in a prior period, relating to management charges received from subsidiaries. The settling of this balances will be managed in the coming year following the repayment of the Company's other liabilities and management work that may be undertaken on behalf of fellow group companies. At the time of signing these financial statements the directors believe that the Company will be able to settle its liabilities as they fall due and accordingly it is appropriate to prepare the financial statements on a going concern basis.

2. Segment Information

The information presented relate to the one principal activity and operating segment, therefore the Company has not presented any further segment information.

Road Management Consolidated PLC

Notes to the Financial Statements (continued)

Period ended 30 June 2021

3. Bond Loan

	£000
Balance as at 1 January 2021	8,579
Repayments in the period	(8,579)
Balance as at 30 June 2021	<u>-</u>

RMG_210630_RMC_Interim_report

Final Audit Report

2021-08-25

Created:	2021-08-25
By:	Joanne Baird (joanne.baird@iml-uk.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA9S_3vmnFS6wc3lsiw-zT_MqHg2dCUTlz

"RMG_210630_RMC_Interim_report" History

-  Document created by Joanne Baird (joanne.baird@iml-uk.com)
2021-08-25 - 3:27:22 PM GMT- IP address: 151.230.130.207
-  Document emailed to Lee Johnson (lee.johnson@iml-uk.com) for signature
2021-08-25 - 3:28:49 PM GMT
-  Email viewed by Lee Johnson (lee.johnson@iml-uk.com)
2021-08-25 - 3:36:48 PM GMT- IP address: 104.47.8.254
-  Document e-signed by Lee Johnson (lee.johnson@iml-uk.com)
Signature Date: 2021-08-25 - 3:37:32 PM GMT - Time Source: server- IP address: 62.232.168.14
-  Agreement completed.
2021-08-25 - 3:37:32 PM GMT

**Road Management Services (Finance)
Public Limited Company**
**Interim Management Report and Unaudited Interim
Financial Statements**
**As required under the Disclosure and Transparency
Regulations Section 4.2**

Six month period ending 30 June 2021
Registered number: 04608449

Contents

Company information	1
Interim management report	2
Responsibility statement	4
Condensed unaudited interim Profit and Loss Account	5
Condensed unaudited Balance Sheet	6
Condensed unaudited Statement of Changes in Equity	7
Notes to the condensed unaudited Interim Financial Statements	8

Company information

Directors

N Rae
PJ Meffan
N Sparrow
R Little
M Edwards

Secretary

Infrastructure Managers Limited

Registered office

Cannon Place
78 Cannon Street
London
EC4N 6AF

Auditors

PricewaterhouseCoopers LLP
Chartered Accountants & statutory auditor
Level 4
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Interim Management Report for the 6 month period ended 30 June 2021

Principal activities and review of business

Road Management Services (Finance) Public Limited Company is a special purpose company established to be the financing vehicle for the Design, Build, Finance and Operate contract which was entered into with the Secretary of State for Environment, Transport and the Regions on 13 February 2003 by its parent company Road Management Services (Darrington) Limited.

On 26 February 2004, Road Management Services (Finance) Public Limited Company authorised the creation and issue of £113,240,000 in aggregate principal amount of 2.8332 per cent Secured Guaranteed Sterling Index Linked Bonds due 2035. It also entered into a loan agreement with the European Investment Bank under which it was granted a loan of £105,000,000 at 2.3774 per cent Index Linked. The bonds and bank loan have the benefit of an unconditional and irrecoverable financial guarantee as to all payments of interest and principal issued by the monoline insurer AMBAC. All funds were on loaned to Road Management Services (Darrington) Limited.

On 31 March 2005, the Road Management Services (Darrington) Limited cancelled variation bonds with a nominal value of £1,500,000 against a corresponding portion of on-loan from the Company, reducing the nominal value of the bond from £113,240,000 to £111,740,000.

Principal risks and uncertainties

The company has taken on the activity, as detailed above, and is risk averse in its trading relationships with its funders as determined by the terms of their detailed contracts.

The directors have considered the current performance and the future financial impact to the parent and the Company of this pandemic, taking into account the sources of income and expenditure and it is the directors' view that although the likely full impact is unknown, and at this stage it is not possible to quantify, it is not expected to materially impact on the operations or financial position of the parent or Company.

Key Performance Indicators ('KPIs')

The key performance indicators are loan covenant ratios, all of which have been satisfactorily met in the period.

Dividends

The directors do not recommend the payment of a dividend (2020: £nil).

Financial reporting, risk and internal controls

Road Management Services (Finance) Public Limited Company is part of a group headed by Road Management Services (Darrington) Holdings Limited. As the company's bond and loan have been on-loaned to its immediate parent undertaking, Road Management Services (Darrington) Limited, that company's performance is relevant to the financial management of Road Management Services (Finance) Public Limited Company. The Group has outsourced the financial and operational reporting functions to Infrastructure Managers Limited, while authorities remain vested in the Group's board members. Infrastructure Managers Limited report regularly to the Group's board members, providing quarterly reports which specifically summarise and address the operational, financial, and contractual risks that the Group is exposed to, and are pertinent to the industry in which it operates. Infrastructure Managers Limited also provides monthly management accounts with explanations of variances from annual budgets and forecasts, which are in turn compared to the Financial Model, which represents the long term business plan of the Group and outlines its ability to comply with its debt obligations and covenants. Material deviations from the business plan are investigated and reported on. This process ensures that the Group's operations remain robust and viable throughout the life of the contract.

Interim Management Report for the 6 month period ended 30 June 2021 (continued)

Directors

The directors who held office during the period were as follows:

N Rae
PJ Meffan
R Little
M Edwards
N Sparrow

Policy on payment of creditors

It is the Company's policy to comply with the payment terms agreed with suppliers. Where payment terms are not negotiated the Company endeavours to adhere with suppliers' standard terms.

By order of the board

neil rae
neil rae (Sep 29, 2021 10:55 GMT+1)

Director

Date: Sep 29, 2021

Responsibility Statement of Directors in respect of the Interim Management Report

We confirm that to the best of our knowledge:

- The Condensed Unaudited Interim Financial Statements included in this Interim Financial Report have been prepared in accordance with UK Generally Accepted Accounting Practice, including Financial Reporting Standard 104: Interim Financial Reporting, and give a true and fair view of the assets, liabilities, financial position and profit of the Company.
- Appropriate disclosure under DTR 4.2.7R of the Disclosure and Transparency Rules has been made in the Interim Management Report as to any significant events that have occurred during the first six months of the financial year that have had a material impact on the Condensed Unaudited Interim Financial Statements.
- Appropriate disclosure under DTR 4.2.7R of the Disclosure and Transparency Rules has been made in the Interim Management Report as to a description of the principal risks and uncertainties for the remaining six months of the financial year.

On behalf of the Board of Directors

neil rae

neil rae (Sep 29, 2021 10:55 GMT+1)

Director

Date: Sep 29, 2021

The Directors are responsible for preparing the Interim Management Report and the Condensed Unaudited Interim Financial Statements in accordance with the applicable Disclosure and Transparency Rules of the United Kingdom Financial Services Authority in relation to an Issuer of Debt Securities which are listed on the London Stock Exchange.

The individual financial statements of Road Management Services (Finance) PLC have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102") and the Companies Act 2006. The financial information contained in the Condensed Unaudited Interim Financial Statements is pro-forma and does not constitute full statutory accounts within the meaning of section 435 of the Companies Act 2006. The information has been extracted from the records of the Company for the six month periods ended 30 June 2021 and 30 June 2020 and for the year ended 31 December 2020. The information has been prepared using the accounting policies and basis of preparation set out in Note 3 to the Annual Report and Accounts 2020.

Condensed unaudited interim profit and loss account *for the period ended 30 June 2021*

	<i>Note</i>	6 month period ended 30 June 2021 £'000	6 month period ended 30 June 2020 £'000
Interest receivable and similar income	3	4,545	6,119
Interest payable and similar charges	4	(4,545)	(6,119)
		<hr/>	<hr/>
Profit on ordinary activities before taxation		-	-
Taxation on profit on ordinary activities		-	-
		<hr/>	<hr/>
Profit for the financial period		-	-
		<hr/> <hr/>	<hr/> <hr/>

There were no other recognised gains and losses for the period other than the profit stated above. There is no difference between the historical cost profit and the profit stated above. All of the results relate to continuing activities.

The notes on pages 8 to 11 form part of these Condensed Unaudited Financial Statements.

Condensed unaudited interim Balance sheet *at 30 June 2021*

	<i>Note</i>	30 June 2021 £'000	31 December 2020 £'000
Current assets			
Debtors (£183,013,000 (December 2020: £179,659,000) due after more than one year)	5/6	188,768	195,326
Cash at bank and in hand		1	1
		<hr/> 188,769	<hr/> 195,327
Creditors: amounts falling due within one year	7	(10,832)	(15,618)
		<hr/> 177,937	<hr/> 179,709
Total assets less current liabilities			
Creditors: amounts falling due after more than one year	7	(177,887)	(179,659)
		<hr/> 50	<hr/> 50
Net assets		<hr/> 50	<hr/> 50
Capital and reserves			
Called up share capital	9	50	50
		<hr/> 50	<hr/> 50
Equity shareholders' funds		<hr/> 50	<hr/> 50

These Condensed Unaudited Interim Financial Statements were approved by the board of directors on Sep 29, 2021 and were signed on its behalf by:

neil rae
 neil rae (Sep 29, 2021 10:55 GMT+1)

Director

Company registration number: 04608449

The notes on pages 8 to 11 form part of these Condensed Unaudited Interim Financial Statements.

Condensed Statement of Changes in Equity *for the period ended 30 June 2021*

	Share capital	Total
	£'000	£'000
At 1 January 2021	50	50
Profit and total comprehensive income for the period	-	-
At 30 June 2021	50	50

	Share capital	Total
	£'000	£'000
At 1 January 2020	50	50
Profit and total comprehensive income for the period	-	-
At 30 June 2020	50	50

The notes on pages 8 to 11 form part of these Condensed Unaudited Interim Financial Statements.

Notes to the condensed unaudited interim financial statements for the 6 month period ended 30 June 2021

1 Accounting policies

The same accounting policies and methods of computation are followed in the interim financial statements as compared with the most recent annual financial statements. The following accounting policies have been applied consistently in dealing with items considered material in relation to the Company's Condensed Unaudited Interim Financial Statements.

(i) Basis of preparation of the accounts

The Condensed Unaudited Interim Financial Statements have been prepared in accordance with applicable accounting standards, including Financial Reporting Standard 104- 'Interim Financial Reporting', and with the Companies Act 2006. The Condensed Unaudited Interim Financial Statements have been prepared on the historical costs basis.

(ii) Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

All index-linked bonds and loans are recognised initially at an amount equal to the principal payable on maturity. After initial recognition, periodic re-estimation of cash flows to reflect movements of interest rates are applied using an effective interest rate.

The Bond and EIB loan principal and interest payments are escalated by RPI, which constitutes an embedded derivative. These are the only such items held by the company and are closely related to the host contract. This close relationship means that there is no separate recognition of these items.

2 Profit on ordinary activities before taxation

Auditors' remuneration of the Company is borne by the parent company, Road Management Services (Darrington) Limited.

The average number of persons employed by the Company during the financial year amounted to nil (2020: nil). The directors are not employed by the Company and did not receive any remuneration from the Company during the year (2020: £nil).

3 Interest receivable and similar income

	6 month period ended 30 June 2021 £'000	6 month period ended 30 June 2020 £'000
Interest and related charges receivable from group undertakings	4,240	5,852
Other interest receivable	305	267
	<hr/>	<hr/>
	4,545	6,189
	<hr/>	<hr/>

Notes to the condensed unaudited interim financial statements for the 6 month period ended 30 June 2021 (continued)

4 Interest payable and similar charges

	6 month period ended 30 June 2021 £'000	6 month period ended 30 June 2020 £'000
Interest payable on senior debt	4,240	5,727
Other bank charges and similar fees	305	392
	<u>4,545</u>	<u>6,119</u>

5 Debtors: amounts falling due within one year

	30 June 2021 £'000	31 December 2020 £'000
Amounts owed by group undertakings	10,832	15,667
	<u>10,832</u>	<u>15,667</u>

6 Debtors: amounts falling due after more than one year

	30 June 2021 £'000	31 December 2020 £'000
Loans to group undertakings	177,936	179,659
	<u>177,936</u>	<u>179,659</u>

Notes to the condensed unaudited interim financial statements for the 6 month period ended 30 June 2021 *(continued)*

7 Creditors

	30 June 2021 £'000	31 December 2020 £'000
Due within one year		
Bank loans and overdrafts	9,397	14,124
Accruals and deferred income	1,435	1,494
	<u>10,832</u>	<u>15,618</u>
Due after one year		
Senior debt	<u>177,887</u>	<u>179,659</u>

8 Loans and borrowings

	30 June 2021 £'000	31 December 2020 £'000
Senior debt and bond debt		
Within a year	9,397	14,124
1-5 years	26,252	17,871
Over 5 years	151,635	161,788
	<u>187,284</u>	<u>193,783</u>

At the end of the period a Secured Guaranteed Sterling Index Linked Bond due 2035, listed on the London Stock Exchange, with a coupon rate of 2.8332% per annum index linked, repayable in six monthly instalments commencing 31 March 2007, held a liability of £105,025,000 (31 December 2020: £108,463,000).

At the end of the period the European Investment Bank Loan at an interest rate of 2.3774% per annum index linked, repayable in six monthly instalments commencing 31 March 2007, held a liability of £83,009,000 (31 December 2020: £86,122,000).

The bond and EIB loan are secured by charges and assignments in favour of the company and over all the assets of Road Management Services (Darrington) Limited.

The company's bond and bank loan have the benefit of an unconditional and irrecoverable financial guarantee, by the monoline insurer AMBAC, as to all payments of interest and principal issued.

The bond and loan are shown net of unamortised loan issue expenses of £750,000 (31 December 2020: £802,000).

Notes to the condensed unaudited interim financial statements for the 6 month period ended 30 June 2021 (continued)

9 Called up share capital

	30 June 2021 £'000	31 December 2020 £'000
<i>Allotted and fully paid</i>		
Ordinary shares of £1 each	50	50

10 Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Road Management Services (Darrington) Limited, registered in England and Wales.

The ultimate parent undertaking and controlling party is Road Management Services (Darrington) Holdings Limited which is registered in England and Wales. The smallest group and largest group in which the results of the Company are consolidated is that headed by Road Management Services (Darrington) Holdings Limited.

Road Management Services (Darrington) Holdings Limited is jointly owned and controlled by Semperian PPP Holdings Limited, AM Holdco Limited, Kellogg Brown & Root Limited and A1 PPP Infrastructure Holdings Limited.