

COMPANY REGISTRATION NUMBER: 03564570



**Defence Management (Holdings) Limited**  
**Unaudited Annual Report and Financial Statements**  
**31 December 2021**



# **Defence Management (Holdings) Limited**

## **Annual Report and Financial Statements**

**Year Ended 31 December 2021**

<b>Contents</b>	<b>Page</b>
Officers and Professional Advisers	<b>1</b>
Directors' Report	<b>2</b>
Statement of Comprehensive Income	<b>4</b>
Statement of Financial Position	<b>5</b>
Statement of Changes in Equity	<b>6</b>
Notes to the Annual Report and Financial Statements	<b>7</b>

# **Defence Management (Holdings) Limited**

## **Officers and Professional Advisers**

### **The Board of Directors**

John Cavill  
Peter Sheldrake

### **Company Secretary**

Infrastructure Managers Limited

### **Registered Office**

Cannon Place  
78 Cannon Street  
London  
EC4N 6AF

# **Defence Management (Holdings) Limited**

## **Directors' Report**

### **Year Ended 31 December 2021**

The directors present their report and the unaudited Annual Report and Financial Statements of Defence Management (Holdings) Limited ("the Company") for the year ended 31 December 2021.

#### **Principal Activities**

The Company's principal activity is to act as the holding company for Defence Management (Watchfield) Limited.

#### **Performance Review**

The profit for the financial year, after taxation, amounted to £645,041 (2020: £3,698,106).

The profit for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

#### **Key Performance Indicators**

In its role as a holding company there are no key performance indicators for the directors to monitor. However, from a group point of view the performance of the investment is assessed every six months by testing the cash resources against the bank lending covenants. The key indicator being the debt service cover ratio. The investment has been compliant with the covenants laid out in the Group loan agreement.

#### **Going Concern**

Cash flow forecasts are prepared for the underlying investment looking over the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Company's cash flows are dependent on the performance of its investment. After reviewing the performance of the investment, which is done on a regular basis, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

#### **Directors**

The directors who served the Company during the year and up to the date of this report were as follows:

John Cavill  
Peter Sheldrake

#### **Dividends**

Particulars of dividends paid are detailed in note 7 to the financial statements.

#### **Qualifying Third Party Indemnity Provisions**

During the year, and at the date of this report, the Company has in place qualifying third party indemnity provisions for the benefit of its directors.

# **Defence Management (Holdings) Limited**

## **Directors' Report** *(continued)*

**Year Ended 31 December 2021**

### **Small Company Provisions**

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

This report was approved by the board of directors on 26 September 2022 and signed by order of the board by:

A handwritten signature in black ink, appearing to read 'Mike Forrest', is positioned above the printed name and title.

Mike Forrest on behalf of Infrastructure Managers Limited  
Company Secretary

# **Defence Management (Holdings) Limited**

## **Statement of Comprehensive Income**

**Year Ended 31 December 2021**

	Note	2021 £	2020 £
Income from shares in Group undertakings	5	<u>645,041</u>	<u>3,698,106</u>
<b>Profit before taxation</b>		<b>645,041</b>	<b>3,698,106</b>
Tax on profit	6	<u>—</u>	<u>—</u>
<b>Profit for the financial year and total comprehensive income</b>		<b><u>645,041</u></b>	<b><u>3,698,106</u></b>

All the activities of the Company are from continuing operations.

The notes on pages.7 to 11 form part of these Financial Statements.

# Defence Management (Holdings) Limited

## Statement of Financial Position

As at 31 December 2021

	Note	2021 £	2020 £
<b>Fixed assets</b>			
Investments	8	5,833,002	5,833,002
<b>Total assets less current liabilities</b>		<u>5,833,002</u>	<u>5,833,002</u>
<b>Capital and reserves</b>			
Called up share capital	9	5,833,002	5,833,002
Retained earnings	10	—	—
<b>Total shareholders' funds</b>		<u>5,833,002</u>	<u>5,833,002</u>

For the year ending 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its Annual Report and Financial Statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of the Annual Report and Financial Statements.

The Financial Statements were approved by the board of directors and authorised for issue on 26 September 2022, and are signed on behalf of the board by:



Peter Sheldrake  
Director

Company registration number: 03564570

The notes on pages 7 to 11 form part of these Financial Statements.

# Defence Management (Holdings) Limited

## Statement of Changes in Equity

Year Ended 31 December 2021

	Called up share capital £	Retained earnings £	Total £
<b>At 1 January 2020</b>	5,833,002	–	5,833,002
Profit for the financial year		3,698,106	3,698,106
<b>Total comprehensive income for the year</b>	–	3,698,106	3,698,106
Dividends paid and payable	7 –	(3,698,106)	(3,698,106)
<b>Total investments by and distributions to owners</b>	–	(3,698,106)	(3,698,106)
<b>At 31 December 2020</b>	5,833,002	–	5,833,002
Profit for the financial year		645,041	645,041
<b>Total comprehensive income for the year</b>	–	645,041	645,041
Dividends paid and payable	7 –	(645,041)	(645,041)
<b>Total investments by and distributions to owners</b>	–	(645,041)	(645,041)
<b>At 31 December 2021</b>	<u>5,833,002</u>	<u>–</u>	<u>5,833,002</u>

The notes on pages 7 to 11 form part of these Financial Statements.



# **Defence Management (Holdings) Limited**

## **Notes to the Annual Report and Financial Statements**

### **Year Ended 31 December 2021**

#### **1. General Information**

Defence Management (Holdings) Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The Company's principal activity during the year is that of a holding company to Defence Management (Watchfield) Limited, a subsidiary company established for the financing, design, construction and subsequent operation of the Joint Services Command and Staff College on behalf of the Ministry of Defence, under the Government's Private Finance Initiative Scheme. The contract is in year 20 of its term expiring in 2028.

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

#### **2. Statement of Compliance**

The individual financial statements of Defence Management (Holdings) Limited 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.

#### **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 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

##### **(b) Going concern**

Cash flow forecasts are prepared for the underlying investment looking over the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Company's cash flows are dependent on the performance of its investment. After reviewing the performance of the investment, which is done on a regular basis, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

# **Defence Management (Holdings) Limited**

## **Notes to the Annual Report and Financial Statements** *(continued)*

### **Year Ended 31 December 2021**

#### **3. Accounting Policies** *(continued)*

##### **(c) Disclosure exemptions**

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of BIIF Holdco Limited which can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF. As such, advantage has been taken of the following disclosure exemptions available under FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) Certain disclosures required by Sections 11 and 12 of FRS 102 (Basic Financial Instruments and Other Financial Instruments Issues respectively)

The Company is wholly owned by BIIF Holdco Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

##### **(d) Consolidation**

The Company is a wholly-owned subsidiary of BIIF Holdco Limited, a company incorporated in England. In accordance with Section 400 of the Companies Act 2006, the Company is not required to produce, and has not published, consolidated accounts.

##### **(e) Judgments and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### **Key sources of estimation uncertainty**

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

##### **i) Impairment of assets**

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compare that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

# Defence Management (Holdings) Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2021

#### 3. Accounting Policies *(continued)*

##### (f) Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

##### i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (g) Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

##### (h) Impairment of fixed assets

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

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

#### 4. Particulars of Employees and Directors

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).

#### 5. Income from Shares in Group Undertakings

	2021	2020
	£	£
Dividends from group undertakings	<u>645,041</u>	<u>3,698,106</u>

# Defence Management (Holdings) Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2021

#### 6. Tax on Profit

##### Reconciliation of tax income

The tax assessed on the profit for the year is lower than (2020: lower than) the standard rate of corporation tax in the UK of 19% (2020: 19%).

	2021 £	2020 £
Profit before taxation	<b>645,041</b>	3,698,106
Profit before taxation by rate of tax	<b>122,558</b>	702,640
Effect of revenue exempt from tax	<b>(122,558)</b>	(702,640)
Total tax credit	<u>—</u>	<u>—</u>

#### 7. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2021 £	2020 £
Interim dividend of £0.11 (2020: £0.63) per ordinary share	<b>645,041</b>	3,698,106

#### 8. Investments

	Shares in Group undertakings £
<b>Cost</b>	
At 1 January 2021 and 31 December 2021	<b>5,833,002</b>
<b>Impairment</b>	
At 1 January 2021 and 31 December 2021	<u>—</u>
<b>Carrying amount</b>	
At 31 December 2021	<b>5,833,002</b>
At 31 December 2020	<u>5,833,002</u>

The Company owns 100% of the issued share capital of Defence Management (Watchfield) Limited which is registered at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

	2021 £	2020 £
Aggregate capital and reserves	<b>26,267,131</b>	24,653,003
Profit/(Loss) for the year	<b>1,705,717</b>	2,619,394

The carrying value of the investment is supported by the net assets of the subsidiary.

# Defence Management (Holdings) Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2021

#### 9. Called Up Share Capital

Issued, called up and fully paid

	2021		2020	
	No.	£	No.	£
Ordinary shares of £1 each	<u>5,833,002</u>	<u>5,833,002</u>	<u>5,833,002</u>	<u>5,833,002</u>

There is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

#### 10. Reserves

Retained earnings records retained earnings and accumulated losses.

#### 11. Controlling Party

The immediate parent undertaking is Matrix Premier Holdings Limited.

The intermediate parent undertaking is BIIF Holdco Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of BIIF Holdco Limited consolidated financial statements can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The ultimate parent and controlling party is BIIF L.P. BIIF L.P. is owned by a number of investors with no one investor having individual control.