Company Registration No. 03600964 (England and Wales)

# UK HIGHWAYS A55 LIMITED

# ANNUAL REPORT AND FINANCIAL STATEMENTS

# FOR THE YEAR ENDED 31 MARCH 2019

# UK HIGHWAYS A55 LIMITED

## COMPANY INFORMATION

| | | |
|---|---|---|
| **Directors** | T Cunningham<br>K Rahuf | (Appointed 30 April 2019)<br>(Appointed 30 April 2019) |
| **Secretary** | HCP Management Services Limited | |
| **Company number** | 03600964 | |
| **Registered office** | 8 White Oak Square<br>London Road<br>Swanley<br>Kent<br>BR8 7AG | |
| **Auditor** | KPMG LLP<br>Arlington Business Park<br>Theale, Reading<br>RG7 4SD | |
| **Bankers** | Mizuho Bank Ltd<br>Mizuho House<br>30 Old Bailey<br>London<br>EC4M 7AU | |
| **Solicitors** | CMS Cameron McKenna LLP<br>Mitre House<br>160 Aldersgate Street<br>London<br>EC1A 4DD | |

# UK HIGHWAYS A55 LIMITED

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# UK HIGHWAYS A55 LIMITED

## STRATEGIC REPORT

## *FOR THE YEAR ENDED 31 MARCH 2019*

The Directors present the strategic report for the year ended 31 March 2019.

**Business Review and Principal Activities**

The principal activity of the Company is to carry on the business of the design, financing, construction and operation of a new 31km dual two lane trunk road on a green field alignment in Anglesey, North Wales, and the operation and maintenance of 9km of existing trunk road for the Welsh Government. The A55 was completed and commenced operation on 16 March 2001. The concession for the maintenance and operation of the project road runs until December 2028.

*Business & Financial Performance*

Income and expenditure for the year have been in line with the Board's expectations. Turnover is linked to traffic volumes in a non-linear way; the charging mechanism is such that volume changes have to be significant to impact materially on reported turnover. Risks to turnover from normal traffic fluctuations are therefore seen as small. All operational costs are on fixed long-term contracts and again risks to these costs are perceived as being small.

The Company profit after taxation for the year is £5,880,000 (2018: £7,585,000 (restated)) and the net assets of the Company are £25,013,000 (2018: £22,881,000).

**Principal Risks**

The Company's activities expose it to a number of financial risks including liquidity risk, interest rate risk, credit risk and lifecycle risk. These risks are further explained in the Directors' Report.

**Development and Performance**

The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year.

**Key Performance Indicators**

The Company's operations are managed by a management services provider whose staff report to the directors. Operations are largely determined by the detailed terms of the DBFO contract which stipulates the monitoring of the key performance criteria on operational activities detailed in the following sections.

Penalty points are awarded by the client for poor or substandard performance, as stipulated in the contract, and these are monitored regularly by the Board. The project consistently produces acceptable results and few penalty points are accumulated at any one time.

*Traffic Volumes*

This year's traffic volumes on the A55 have increased by 0.3% for cars and 2.6% for HGVs over the same period last year. In the prior year, traffic volumes increased by 0.6% for cars and 4.7% for HGVs.

*Health & Safety Performance*

Health and safety reports are provided at every board meeting and are reviewed regularly by the Directors. The Board considers any events which would indicate a pattern for further review and action if required. The health and safety of the project is considered to be satisfactory.

**Key Performance Indicators (continued)**

*Forecasts*
The Board regularly reviews costs and traffic levels against forecasts and accident statistics are compared against benchmarks. Traffic is monitored against forecasts which are based on independent data and revised every three years. Costs are measured against both the Company's own budgets and benchmarked against similar sub-contracts on other projects. Accidents are monitored against the Company's database of historic data for the road and also against the equivalent for the whole of Wales, as provided by the Welsh Government. Road safety performance has consistently exceeded the performance of the whole of Wales and this has resulted in a positive Safety Payment adjustment for every year of operation to date.

*Lifecycle*
The Company is responsible for all lifecycle costs on the project. The Directors manage this through close involvement in the project and regular monitoring of its performance. Regular surveys are done on the condition of the road and a full review of lifecycle forecasts is done every three years. Remedial repairs required as a result of the defects in the pavement identified in earlier surveys are carried out as required. The cost for this additional work charged to the Profit and loss account in the current year was £3,905,000 (2018: £nil)

On behalf of the board

K Rahuf
**Director**
12 August 2019

# UK HIGHWAYS A55 LIMITED

## DIRECTORS' REPORT

## *FOR THE YEAR ENDED 31 MARCH 2019*

The Directors present their annual report and audited financial statements for the year ended 31 March 2019.

**Principal activities**

The principal activity of the Company continued to be that of operating the property and undertaking known as the A55 trunk road across Anglesey, North Wales under the Design, Build, Finance, Operate contract with the Welsh Government.

There have not been any significant changes in the Company's activities in the year under review.

The Company is wholly owned by UK Highways A55 (Holdings) Limited whose ultimate parent company was John Laing Infrastructure Fund Limited. John Laing Infrastructure Fund Limited was taken over on 28 September 2018 by Jura Acquisition Limited, a newly formed Guernsey registered company, and a subsidiary of Jura Holdings Limited owned by a consortium jointly-led by a funds managed by Dalmore Capital Limited and Equitix Investment Management Limited. The Directors now regard Jura Holdings Limited as the ultimate parent of the Company. On 12 October 2018, John Laing Infrastructure Fund Limited was renamed Jura Infrastructure Limited.

**Directors**

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

| | |
|---|---|
| D Bradbury | (Resigned 30 April 2019) |
| J Heemelaar | (Resigned 30 April 2019) |
| T Cunningham | (Appointed 30 April 2019) |
| K Rahuf | (Appointed 30 April 2019) |

**Going concern**

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements. Further details regarding the adoption of the going concern basis can be found in the accounting policies in the notes to the financial statements.

**Prior year restatement**

During the year it was discovered that one of the interest rate swaps did not meet the criteria to apply hedge accounting. It was determined that there was no economic relationship between the hedged item and hedging instrument and therefore had been accounted for incorrectly on transition from old UK GAAP to FRS102. As a result the prior year figures have been restated to remove the posting relating to hedge accounting for this instrument. The impact on the financial statements is summarised in note 19.

**Results**

The results for the year are set out on page 8.

Ordinary dividends were paid amounting to £4,360,000 (2018: £nil). The Directors do not recommend payment of a final dividend.

**Qualifying third party indemnity provisions**

The Company has made qualifying third party indemnity provisions for the benefit of its Directors during the year. These provisions remain in force at the reporting date.

### Financial risk management objectives and policies

***Liquidity risk***

The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the business. At the start of the PFI project, the Company negotiated debt facilities with an external party to ensure that the Company has sufficient funds over the life of the PFI concession.

***Interest rate risk***

The Company's borrowings expose it to cash flow risk primarily due to the financial risks of changes in interest rates. The Company uses interest rate derivatives to manage the risk and reduce its exposure to changes in interest rates.

***Credit risk***

The Company's principal financial assets are cash, financial assets and trade and other receivables. The Company's credit risk is primarily attributable to its trade receivables which are with one counterparty, although in the opinion of the board of directors this risk is limited as the receivables are with a government authority.

***Lifecycle risk***

Lifecycle expenditure is the main risk to the business. The risk being that the allowance for lifecycle costs factored into the financial model is insufficient to cover future lifecycle expenditure, thus resulting in lower profitability and reduced distributions. This is mitigated by regular lifecycle reviews undertaken by the management services provider and a detailed lifecycle review performed every three years.

### Future developments

The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year.

### Auditor

The auditor, KPMG LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

***Statement of disclosure to auditor***

Each of the Directors in office at the date of approval of this annual report confirms 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 he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board

K Rahuf
**Director**
12 August 2019

**Statement of directors' responsibilities in respect of the Annual Report and the financial statements**

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

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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland.*

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 its profit or loss 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;
- state whether applicable UK accounting standards have been followed, 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 its 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.

# INDEPENDENT AUDITOR'S REPORT

# TO THE MEMBERS OF UK HIGHWAYS A55 LIMITED

**Report on the audit of the financial statements**

**Opinion**

We have audited the financial statements of UK Highways A55 Limited ("the Company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including the accounting policies note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

**Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditors report is not a guarantee that the Company will continue in operation.

**Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

**Matters on which we are required to report by exception**
Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

**Directors' responsibilities**
As explained more fully in their statement set out on page 5, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities**
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 opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at: http://www.frc.org.uk/ auditorsresponsibilities.

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

R Fitzpatrick

**Robert Fitzpatrick (Senior Statutory Auditor)**
*for and on behalf of KPMG LLP, Statutory Auditor*
Chartered Accountants
Arlington Business Park
Theale, Reading
RG7 4SD

13 August 2019

# UK HIGHWAYS A55 LIMITED

## STATEMENT OF COMPREHENSIVE INCOME

### *FOR THE YEAR ENDED 31 MARCH 2019*

| | Notes | 2019<br>£'000 | 2018<br>Restated*<br>£'000 |
|---|---|---|---|
| **Turnover** | **3** | 21,124 | 18,394 |
| Operating Costs | | (11,955) | (7,426) |
| **Operating profit** | **4** | 9,169 | 10,968 |
| Net interest payable | **7,8** | (1,999) | (1,732) |
| **Profit before taxation** | | 7,170 | 9,236 |
| Tax on profit | **9** | (1,290) | (1,651) |
| **Profit for the financial year** | | 5,880 | 7,585 |
| **Other comprehensive income** | | | |
| Cash flow hedges gain arising in the year | **14** | 737 | 1,514 |
| Tax relating to other comprehensive income | **16** | (125) | (257) |
| **Total comprehensive income for the year** | | 6,492 | 8,842 |

The notes on pages 11 to 27 form part of the financial statements.

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

*Refer to note 19

# UK HIGHWAYS A55 LIMITED

## BALANCE SHEET

*AS AT 31 MARCH 2019*

| | Notes | 2019 £'000 | 2019 £'000 | 2018 Restated* £'000 | 2018 Restated* £'000 |
|---|---|---|---|---|---|
| **Fixed assets** | | | | | |
| Tangible assets | 11 | | 60,040 | | 64,986 |
| **Current assets** | | | | | |
| Debtors falling due after more than one year | 12 | 787 | | 1,538 | |
| Debtors falling due within one year | 12 | 1,768 | | 5,312 | |
| Cash at bank and in hand | | 18,851 | | 20,331 | |
| | | 21,406 | | 27,181 | |
| **Creditors: amounts falling due within one year** | 13 | (12,889) | | (13,750) | |
| **Net current assets being total assets less current liabilities** | | | 8,517 | | 13,431 |
| **Total assets less current liabilities** | | | 68,557 | | 78,417 |
| **Creditors: amounts falling due after more than one year** | 14 | | (43,544) | | (55,536) |
| **Net assets** | | | 25,013 | | 22,881 |
| **Capital and reserves** | | | | | |
| Called up share capital | 17 | | 500 | | 500 |
| Hedging reserve | 17 | | (1,814) | | (2,426) |
| Profit and loss reserves | 17 | | 26,327 | | 24,807 |
| **Total equity** | | | 25,013 | | 22,881 |

*Refer to note 19

The notes on pages 11 to 27 form part of the financial statements.

The financial statements were approved by the board of directors and authorised for issue on 12 August 2019 and are signed on its behalf by:

K Rahuf
**Director**

**Company Registration No. 03600964**

# UK HIGHWAYS A55 LIMITED

## STATEMENT OF CHANGES IN EQUITY

***FOR THE YEAR ENDED 31 MARCH 2019***

| | Notes | Called up share *capital* £'000 | Hedging reserve £'000 | Profit and loss reserves £'000 | Total £'000 |
|---|---|---|---|---|---|
| **Balance at 1 April 2017 (restated)** | | 500 | (3,683) | 17,222 | 14,039 |
| **Year ended 31 March 2018 :** | | | | | |
| Profit for the year (restated) | | - | - | 7,585 | 7,585 |
| Other comprehensive income: | | | | | |
| Cash flow hedges gains arising in the year | | - | 1,514 | - | 1,514 |
| Tax relating to other comprehensive income | | - | (257) | - | (257) |
| Total comprehensive income for the year | | - | 1,257 | 7,585 | 8,842 |
| **Balance at 31 March 2018 (restated)** | | 500 | (2,426) | 24,807 | 22,881 |
| **Year ended 31 March 2019:** | | | | | |
| Profit for the year | | - | - | 5,880 | 5,880 |
| Other comprehensive income: | | | | | |
| Cash flow hedges gains arising in the year | | - | 737 | - | 737 |
| Tax relating to other comprehensive income | | - | (125) | - | (125) |
| Total comprehensive income for the year | | - | 612 | 5,880 | 6,492 |
| Dividends | **10** | - | - | (4,360) | (4,360) |
| **Balance at 31 March 2019** | | 500 | (1,814) | 26,327 | 25,013 |

The notes on pages 11 to 27 form part of the financial statements.

## 1 Accounting policies

**Company information**
UK Highways A55 Limited is a private company limited by shares, domiciled and incorporated in the United Kingdom and registered in England and Wales. The registered office is 8 White Oak Square, London Road, Swanley, Kent, BR8 7AG.

### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in pounds sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value, and in accordance with FRS 102. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of UK Highways A55 (Holdings) Limited. Copies of the consolidated financial statements are available from Companies House.

### 1.2 Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

### 1.3 Turnover

Turnover is derived entirely in the United Kingdom and is net of VAT and other sales related taxes, to the extent that the Company obtains the right to consideration in exchange for its performance. Revenue is earned based on the number of vehicles using the road during the year on the contractually agreed rates, and is recognised as earned.

Variation income relates to the recharge of costs incurred for the alteration of the facilities or the services provided, requested by the Authority.

**1 Accounting policies** **(Continued)**

### 1.4 Tangible fixed assets

Tangible fixed assets comprise:

(i) freehold properties and improvements, being the depot covered by the Concession Agreement.

(ii) *infrastructure assets, being that section of the A55 road covered by the Concession Agreement* (the "Project Road") together with its associated landscaping and over/under bridges.

(iii) other assets, including fixed electrical and mechanical equipment, plant and machinery and fixtures and fittings.

Infrastructure assets

The Company is a special purpose entity that has been established to provide services under certain private finance agreements with the Welsh Government. Under the terms of these Agreements, the Welsh Government (as grantor) controls the services to be provided by the Company over the contract term. Based on the contractual arrangements the Company has classified the project as a service concession arrangement, and has accounted for the principal assets of, and income streams from, the project in accordance with FRS 102, Section 34.12 Service Concession Arrangements. The Company has chosen to adopt the transitional arrangements available within FRS 102, Section 35.10 (i) and as such the service concession arrangement has continued to be accounted for using the same accounting policies being applied at the date of transition to FRS 102 (1 April 2014). The nature of the asset has therefore not changed and will continue to be recognised as a tangible fixed asset.

The Project Road consists of part new road and part existing road, which includes the Menai Bridge ("the Bridge"). The existing part of the Project Road was handed over to the company at nil value. All expenditure on the Project Road specified in the Concession Agreement as related to the new road is treated as additions, and is included at cost less depreciation.

Depreciation is charged on the infrastructure assets over the life of the concession pro rata to usage. Annual depreciation on the main project road is a function of the proportion of traffic for the year over the total estimated traffic for the period of the concession.

Other assets

Depreciation is calculated on a straight line basis in order to write down the costs of assets to their estimated residual value over their expected useful lives as follows:

| | |
|---|---|
| Freehold properties and improvements | 25 years |
| Mechanical and electrical equipment | 10 years |
| Plant, machinery and other equipment | 3 - 10 years |
| Fixtures and fittings | 3 - 5 years |

### 1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**1 Accounting policies** **(Continued)**

**1.6 Financial instruments**

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the balance sheet, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

***Basic financial assets***

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

***Other financial assets***

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

***Loans and receivables***

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

***Impairment of financial assets***

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

**1 Accounting policies** **(Continued)**

***Derecognition of financial assets***
Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

***Classification of financial liabilities***
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

***Basic financial liabilities***
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

***Other financial liabilities***
Derivatives, including interest rate swaps, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

***Derecognition of financial liabilities***
Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

**1.7 Equity instruments**
Equity instruments issued by the Company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

**1 Accounting policies** **(Continued)**

**1.8 Derivatives**

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

The Company does not hold or issue derivative financial instruments for speculative purposes.

***Hedge accounting***

The Company designates certain hedging instruments, including derivatives, embedded derivatives and non-derivatives, as either fair value hedges or cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item along with risk management objectives and strategy for undertaking various hedge transactions. At the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

***Cash flow hedges***

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income.

The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'other gains and losses' line.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in the profit or loss in the same line as the recognised hedged item. However when the forecast transaction that is hedged results in the recognition of a non-financial asset or liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability concerned.

**1.9 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

**1 Accounting policies** **(Continued)**

***Deferred tax***

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

**2 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

**Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

***Hedge accounting***

The Directors consider the Company to have met the criteria for hedge accounting; the Company has therefore recognised fair value movements on derivatives in effective hedging relationships through other comprehensive income as well as the deferred tax thereon.

**2 Critical accounting judgements and key sources of estimation uncertainty (Continued)**

**Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

***Valuation of derivative financial instruments***

The Directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the Company uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets. The fair value of derivative financial instruments at the balance sheet date was a liability of £4,677,000 (2018: £6,392,000 liability). The Directors do not consider the impact of own credit risk to be material.

***Depreciation***

Depreciation on infrastructure assets is charged over the concession pro rata to usage. As such, the Directors judgement of expected traffic levels over the remaining concession (as supported by third party projections) determines the value of this charge.

## 3 Turnover and other revenue

An analysis of the Company's turnover is as follows:

| | 2019 £'000 | 2018 £'000 |
|---|---|---|
| **Turnover analysed by class of business** | | |
| Shadow tolls | 18,035 | 18,350 |
| Deferred income | 2,742 | - |
| Other revenue | 347 | 44 |
| | 21,124 | 18,394 |

Turnover relates wholly to amounts paid under the Concession Agreement in the United Kingdom and is considered to be one class of business.

Deferred income relates to remedial works carried out on the Project road during the current year.

## 4 Operating profit

| Operating profit for the year is stated after charging: | 2019 £'000 | 2018 £'000 |
|---|---|---|
| Fees payable to the Company's auditor for the audit of the Company's financial statements | 20 | 17 |
| Fees payable to the Company's auditor and its associates for other services - Taxation | 5 | 5 |
| Major maintenance costs | 4,530 | 345 |
| Operational costs | 1,919 | 1,790 |
| Other operating charges | 535 | 539 |
| Depreciation of tangible fixed assets | 4,946 | 4,730 |

## 5 Employees

The Company had no employees during the current or prior year.

## 6 Directors' remuneration

No directors received any remuneration for services to the Company during the current or prior year.

## 7 Interest receivable and similar income

| | 2019 | 2018 Restated* |
|---|---|---|
| | £'000 | £'000 |
| **Interest income** | | |
| Interest on bank deposits | 134 | 69 |
| Fair value gain on financial derivatives | 977 | 1,776 |
| Total income | 1,111 | 1,845 |

*Refer to note 19

## 8 Interest payable and similar expenses

| | 2019 | 2018 |
|---|---|---|
| | £'000 | £'000 |
| **Interest on financial liabilities measured at amortised cost:** | | |
| Interest on bank overdrafts and loans | 2,891 | 3,164 |
| Interest payable to parent undertakings | 219 | 413 |
| Total interest expense | 3,110 | 3,577 |

## 9 Taxation

| | 2019 | 2018 Restated* |
|---|---|---|
| | £'000 | £'000 |
| **Current tax** | | |
| UK corporation tax on profits for the current period | 665 | 776 |
| **Deferred tax** | | |
| Origination and reversal of timing differences | 459 | 573 |
| Cashflow hedge adjustment | 166 | 302 |
| Total deferred tax | 625 | 875 |
| Total tax charge | 1,290 | 1,651 |

*Refer to note 19

For the year ended 31 March 2019, the UK corporation tax rate of 19% is applied.

The Finance (No 2) Act 2015, which provides for reductions in the main rate of corporation tax from 20% to 19% effective 1 April 2017 and to 18% effective 1 April 2020, was substantively enacted on 26 October 2015. Subsequently, the Finance Act 2016, which provided a further reduction in the main rate of corporation tax to 17% effective 1 April 2020, was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

## 9 Taxation (Continued)

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

| | 2019 | 2018 Restated* |
|---|---|---|
| | £'000 | £'000 |
| Profit before taxation | 7,170 | 9,236 |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%) | 1,362 | 1,755 |
| Tax effect of expenses that are not deductible in determining taxable profit | 1 | - |
| Change in deferred tax | (73) | (104) |
| Taxation charge for the year | 1,290 | 1,651 |

In addition to the amount charged to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

| | 2019 | 2018 Restated* |
|---|---|---|
| | £'000 | £'000 |
| Deferred tax arising on: | | |
| *Revaluation of financial derivative instruments treated as cash flow hedges* | 125 | 257 |

*Refer to note 19

## 10 Dividends

| | 2019 | 2018 |
|---|---|---|
| | £'000 | £'000 |
| Interim paid | 4,360 | - |

## 11 Tangible fixed assets

| | Freehold properties | Infrastructure asset | Menai bridge | Vehicles, plant and equipment | Total |
|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 |
| **Cost** | | | | | |
| At 1 April 2018 and 31 March 2019 | 496 | 119,645 | 1,926 | 285 | 122,352 |
| **Depreciation and impairment** | | | | | |
| At 1 April 2018 | 307 | 55,736 | 1,038 | 285 | 57,366 |
| Depreciation charged in the year | 18 | 4,843 | 85 | - | 4,946 |
| At 31 March 2019 | 325 | 60,579 | 1,123 | 285 | 62,312 |
| **Carrying amount** | | | | | |
| At 31 March 2019 | 171 | 59,066 | 803 | - | 60,040 |
| At 31 March 2018 | 189 | 63,909 | 888 | - | 64,986 |

Included within infrastructure asset cost is £10,607,000 (2018: £10,607,000) of interest capitalised during the construction phase. The NBV of interest capitalised is £5,200,000 (2018: £5,633,000).

The Company has the right to the benefits derived from the operation of the Concession fixed assets throughout the term of the Concession, but in certain instances has no legal title to those assets. The Company has an obligation to maintain the Concession fixed assets throughout the Concession period and to hand them back to the Welsh Government at the end of the Concession in an agreed condition.

## 12 Debtors

| Amounts falling due within one year: | Notes | 2019 £'000 | 2018 £'000 |
|---|---|---|---|
| Trade debtors | | 27 | - |
| Other debtors | | - | 1,893 |
| Prepayments and accrued income | | 1,741 | 3,419 |
| | | 1,768 | 5,312 |

| Amounts falling due after more than one year: | Notes | 2019 £'000 | 2018 £'000 |
|---|---|---|---|
| Deferred tax asset | 16 | 787 | 1,538 |
| **Total debtors** | | 2,555 | 6,850 |

**13 Creditors: amounts falling due within one year**

| | Notes | 2019 £'000 | 2018 £'000 |
|---|---|---|---|
| Bank loans and overdrafts | 15 | 7,061 | 6,621 |
| Trade creditors | | 102 | 243 |
| Amounts owed to parent undertakings | | 45 | 72 |
| Unsecured loan notes | 15 | 444 | 1,850 |
| Corporation tax | | 227 | 776 |
| Other taxation | | 533 | 482 |
| Accruals and deferred income | | 4,477 | 3,706 |
| | | 12,889 | 13,750 |

**14 Creditors: amounts falling due after more than one year**

| | Notes | 2019 £'000 | 2018 £'000 |
|---|---|---|---|
| Bank loans and overdrafts | 15 | 31,207 | 38,260 |
| Unsecured loan notes | 15 | 2,205 | 2,649 |
| Derivative financial instruments | | 4,677 | 6,392 |
| Deferred income | | 5,455 | 8,235 |
| | | 43,544 | 55,536 |

**Deferred income**
Deferred income includes settlement funds received for the remedial repairs on the Project road over the next three years.

**Hedge accounted derivative financial instruments**
In 1998, as part of its interest rate management and in accordance with the terms of its credit agreement, the Company entered into 30 year interest rate hedging agreements to be applied to the future borrowings of the Company under the loan facility until 15 December 2023. The swap agreements with MizuhoBank and Commerzbank fix the interest at 5.70%. The interest rate swaps settle on a quarterly basis with the floating rate being three months LIBOR. The Company will settle the difference between the fixed and floating interest rate on a net basis.

The interest rate swap contracts are designated as a hedge of variable interest rate risk of the Company's floating rate borrowings. The hedged cash flows are expected to occur and to affect profit or loss over the period to maturity of the interest rate swap.

The fair value of the derivative financial instruments above comprises the fair value of the interest rate swaps designated in an effective hedging arrangement. The change in fair value of the interest rate swaps that was recognised in other comprehensive income in the year was a gain of £737,000 (2018: gain £1,514,000 restated).

**Other derivative financial instruments**
There is a further swap agreement with Royal Bank of Scotland to fix the interest rate on the above loan facility at 3.17% plus RPI, with RPI adjusted on an annual basis. The change in fair value of the interest rate swap that was recognised in the profit and loss account in the year was a gain of £977,000 (2018: gain £1,776,000 restated).

**14 Creditors: amounts falling due after more than one year (Continued)**

Amounts included above which fall due after five years are as follows:

| | 2019 £'000 | 2018 £'000 |
|---|---|---|
| Payable by instalments | 434 | 8,051 |

**15 Loans and overdrafts**

| | 2019 £'000 | 2018 £'000 |
|---|---|---|
| Bank loans | 38,268 | 44,881 |
| Loans from parent undertakings | 2,649 | 4,499 |
| | 40,917 | 49,380 |
| Payable within one year | 7,505 | 8,470 |
| Payable after one year | 33,412 | 40,910 |
| | 40,917 | 49,380 |

**Bank loans**
Bank loans are made under a £132 million facility to fund the construction of the A55 provided by a syndicate of banks. Repayment is in instalments with the final payment falling due in December 2023. Interest is charged at rates linked to LIBOR. The facilities are secured, by way of first fixed charge, over the Company's Shares and any other stocks, shares, debentures, bonds or other securities and investments in the Company and all their related rights. They are also secured by way of a floating charge over the Company's undertakings and assets, present and future, not otherwise assigned.

**Unsecured loan notes**
During the year unsecured loan notes of £1,850,000 (2018: £4,085,000) were repurchased from UK Highways A55 (Holdings) Limited. The unsecured loan notes are repayable by 15 December 2024, or before if funds allow.

## 16 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the Company and movements thereon:

| Balances: | Assets 2019 £'000 | Assets 2018 Restated* £'000 |
|---|---|---|
| Other timing differences | (1,300) | (1,409) |
| Tax losses | 1,292 | 1,860 |
| *Tax related to fair value movement on financial derivatives through other comprehensive income* | 371 | 497 |
| Tax related to fair value movement on financial derivatives through profit and loss | 424 | 590 |
| | 787 | 1,538 |

| Movements in the year: | 2019 £'000 |
|---|---|
| Liability/(Asset) at 1 April 2018 Restated* | (1,538) |
| Charge to profit or loss | 626 |
| Charge to other comprehensive income | 125 |
| Liability/(Asset) at 31 March 2019 | (787) |

*Refer to note 19

The deferred tax liability in relation to other timing differences set out above is expected to reverse over the concession length and relates to a difference in accounting and taxation treatment of certain expenses and the losses brought forward.

The deferred tax asset in relation to the interest rate swap liability is expected to affect profit or loss over the period to maturity of the interest rate swap.

## 17 Called up share capital

| | 2019 £'000 | 2018 £'000 |
|---|---|---|
| **Ordinary share capital** | | |
| **Issued and fully paid** | | |
| *500,200 Ordinary shares of £1 each* | 500 | 500 |
| | 500 | 500 |

### 17 Called up share capital (Continued)

**Other reserves**
The Company's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses.

The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

### 18 Controlling party

The Company's immediate parent company is UK Highways A55 (Holdings) Limited, a company incorporated in Great Britain and registered in England and Wales. The smallest and largest group in which its results are consolidated is UK Highways A55 (Holdings) Limited. Copies of the consolidated accounts are available from Companies House.

The Company's ultimate parent and controlling entity John Laing Infrastructure Fund Limited was taken over on 28 September 2018 by Jura Acquisition Limited, a subsidiary of Jura Holdings Limited owned by a consortium jointly-led by a fund managed by Dalmore Capital Limited and Equitix Investment Management Limited. The Directors now regard Jura Holdings Limited as the ultimate parent of the Company. On 12 October 2018 John Laing Infrastructure Fund Limited was renamed Jura Infrastructure Fund Limited.

### 19 Prior period restatement

During the year management discovered that one of the interest rate swaps did not meet the criteria to apply hedge accounting. It was determined that because the swap fixed leg was linked to RPI, there could be no expectation that the values of the loan and derivative would move in opposite directions in respect of interest rate risk. As a result it was concluded that there was no economic relationship between the hedged item and hedging instrument. This means that it has been incorrectly accounted for on, and since, transition from old UK GAAP to FRS102 on 1 April 2014. Therefore, the hedging reserve and retained earnings has been misstated for the years 31 March 2017 and 2018. In the absence of hedge accounting, gains and losses on the swap would have been taken to the income statement as they occurred.

To reflect the effect since transition date, there is an adjustment posted that reduces retained earnings and reduces the hedging reserve at 1 April 2017 by £4,353,000. To reflect that there is no economic relationship for this hedging instrument in the year 31 March 2018 a further adjustment has been made that restates the value of retained earnings and the movements other comprehensive income, and therefore, the hedging reserve by £1,474,000.

The cumulative tax impact on the opening reserves at 1 April 2017 has the effect of decreasing retained earnings by £892,000 with a corresponding decrease in the hedging reserve. The impact of deferred taxation arising from the above adjustment for the financial year ended 31 March 2018 results in a decrease in retained earnings of £302,000 with a corresponding decrease in the hedging reserve as at that date.

The impact on the prior year financial statements is as follows:

**19 Prior period restatement** **(Continued)**

| **Statement of Comprehensive Income** | **Year end 31 March 2018** |
|---|---|
| | **£'000** |
| Profit for the financial year, as previously reported | 6,111 |
| | |
| Adjustment to other interest receivable and similar income | 1,776 |
| Deferred taxation impact | (302) |
| | |
| Total Adjustment to profit/(loss) for the financial year | 1,474 |
| | |
| Restated profit for the financial year | 7,585 |
| | |
| Restated cash flow hedge gain for the year | 1,514 |
| Restated tax relating to other comprehensive income | (257) |
| | |
| Total comprehensive income for the year | 8,842 |

| **Total Retained earnings** | **Balance at 1 April 2017** |
|---|---|
| | **£'000** |
| As previously reported | 21,575 |
| Restatements: | |
| Reversal of incorrect hedge accounting | (5,245) |
| Deferred tax impact | 892 |
| | |
| Total retained earnings restated | 17,222 |

| **Total Retained earnings** | **Year end 31 March 2018** |
|---|---|
| | **£'000** |
| Restated balance per above | 17,222 |
| Profit for the year as previously reported | 6,111 |
| Restatements: | |
| Adjustment to other interest receivable and similar income in profit and loss | 1,776 |
| Deferred taxation impact | (302) |
| | |
| Total retained earnings restated | 24,807 |

| **Total Hedging reserve** | **Balance at 1 April 2017** |
|---|---|
| | **£'000** |
| As previously reported | (8,036) |
| Restatements: | |
| Reversal of incorrect hedge accounting | 5,245 |
| Deferred tax impact | (892) |
| | |
| Total hedging reserve restated | (3,683) |

**19 Prior period restatement** **(Continued)**

| **Total Hedging reserve** | **Year end 31 March 2018** |
|---|---|
| | **£'000** |
| Restated balance per above | (3,683) |
| Cash flow hedge gain for the year as previously reported | 3,290 |
| Tax relating to other comprehensive income as previously reported | (559) |
| Restatements: | |
| Adjustment to cash flow hedge gain in other comprehensive income | (1,776) |
| Deferred tax impact | 302 |
| Total hedging reserve restated | (2,426) |