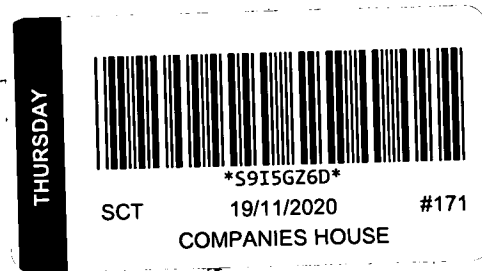


COMPANY REGISTRATION NUMBER: 04157357

Machrie Limited
Annual Report and Financial Statements
31 December 2019



Machrie Limited

Annual Report and Financial Statements

Year Ended 31 December 2019

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Machrie 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

Independent Auditors

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

Bankers

Royal Bank of Scotland Plc
PO Box 412
62/63 Threadneedle Street
London
EC2R 8LA

Solicitors

Stephenson Harwood
One, St. Paul's Churchyard
London
EC4M 8SH

Machrie Limited

Directors' Report

Year Ended 31 December 2019

The directors present their report and the audited Annual Report and Financial Statements of Machrie Limited ("the Company") for the year ended 31 December 2019.

Principal Activities

The Company was formed to provide Caerphilly County Borough Council with two serviced schools under an operating agreement signed 6 April 2001. The schools were completed and the Company commenced trading in September 2002. The contract is in year 16 of its term expiring in 2032.

Performance Review

The profit for the financial year, after taxation, amounted to £695,792 (2018: £976,119).

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.

The directors have considered the future financial impact to the Company of the Coronavirus, taking into account the sources of income and additional expenditure, if any. It is their view that, due to the income being availability based and being due from the Council and therefore the risk of non-payment is considered remote, the income to the project will not be impacted. Alongside this the expected expenditure should not see material variation from its current levels and key suppliers (primarily the facilities manager) are expected to continue to be able to service the project. Although the likely full impact is unknown, and at this stage is not possible to quantify, it is not expected to materially impact on the operations or financial position of the Company.

Key Performance Indicators

The performance of the Company from a cash perspective is assessed six monthly by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the credit agreement.

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 recommended dividends are detailed in note 11 to the Annual Report and Financial Statements.

Machrie Limited

Directors' Report *(continued)*

Year Ended 31 December 2019

Financial Instruments

Due to the nature of the Company's business, the financial risks the directors consider relevant to this Company are credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is a quasi governmental organisation.

Interest rate risk

The financial risk management objectives of the Company are to ensure that financial risks are mitigated by the use of financial instruments. The Company uses interest rate swaps to reduce its exposure to interest rate movements. Financial instruments are not used for speculative purposes.

Cash flow and liquidity risk

Many of the cash flow risks are addressed by means of contractual provisions. The Company's liquidity risk is principally managed through financing the Company by means of long-term borrowings.

Events after the End of the Reporting Period

Particulars of events after the reporting date are detailed in note 20 to the Annual Report and Financial Statements.

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.

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.

Disclosure of Information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report was approved by the board of directors on 25 June 2020 and signed by order of the board by:



Infrastructure Managers Limited
Company Secretary
Infrastructure Managers Limited

Machrie Limited

Directors' Responsibilities Statement

Year Ended 31 December 2019

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare the Annual Report and Financial Statements for each financial year. Under that law the directors have prepared the Annual Report and Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland ("FRS 102"), and applicable law).

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the Annual Report and Financial Statements; and
- prepare the Annual Report and Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Machrie Limited

Independent Auditors' Report to the Members of Machrie Limited

Year Ended 31 December 2019

Report on the Audit of the Financial Statements

Opinion

In our opinion, Machrie Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2019; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions Relating to Going Concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Machrie Limited

Independent Auditors' Report to the Members of Machrie Limited *(continued)*

Year Ended 31 December 2019

Reporting on Other Information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the Financial Statements and the Audit

Responsibilities of the Directors for the Financial Statements

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Machrie Limited

Independent Auditors' Report to the Members of Machrie Limited *(continued)*

Year Ended 31 December 2019

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of This Report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other Required Reporting

Companies Act 2006 Exception Reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Machrie Limited

Independent Auditors' Report to the Members of Machrie Limited *(continued)*

Year Ended 31 December 2019

Entitlement to Exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Matthew Kaye (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Edinburgh

25 June 2020

Machrie Limited

Statement of Comprehensive Income

Year Ended 31 December 2019

	Note	2019 £	2018 £
Turnover	4	2,002,939	3,169,402
Cost of sales		<u>(1,449,225)</u>	<u>(2,361,010)</u>
Gross profit		553,714	808,392
Administrative expenses		<u>(141,193)</u>	<u>(150,074)</u>
Other operating income	5	<u>188,000</u>	<u>188,000</u>
Operating profit	6	600,521	846,318
Interest receivable	8	1,602,829	1,615,538
Interest payable and similar expenses	9	<u>(1,299,947)</u>	<u>(1,377,602)</u>
Profit before taxation		903,403	1,084,254
Taxation on ordinary activities	10	<u>(207,611)</u>	<u>(108,135)</u>
Profit for the financial year		695,792	<u>976,119</u>
Fair value movements on cash flow hedging instruments, net of tax		<u>118,419</u>	<u>647,480</u>
Total comprehensive income for the year		814,211	<u>1,623,599</u>

All the activities of the Company are from continuing operations.

The notes on pages 12 to 22 form part of these Financial Statements.

Machrie Limited

Statement of Financial Position

As at 31 December 2019

	Note	2019 £	2018 £
Current assets			
Debtors: amounts falling due within one year	12	1,679,671	2,091,560
Debtors: amounts falling due after more than one year	12	20,571,656	21,433,944
Cash at bank and in hand		<u>3,951,515</u>	<u>3,347,764</u>
		26,202,842	26,873,268
Creditors: amounts falling due within one year	13	<u>(3,976,649)</u>	<u>(4,300,352)</u>
Net current assets		22,226,193	22,572,916
Total assets less current liabilities		22,226,193	22,572,916
Creditors: amounts falling due after more than one year	14	<u>(18,444,444)</u>	<u>(19,479,303)</u>
Provisions for liabilities			
Taxation including deferred taxation	15	<u>(1,238,465)</u>	<u>(1,149,966)</u>
Net assets		<u>2,543,284</u>	<u>1,943,647</u>
Capital and reserves			
Called up share capital	18	10,000	10,000
Hedging reserve	19	<u>(2,742,536)</u>	<u>(2,860,955)</u>
Retained earnings	19	<u>5,275,820</u>	<u>4,794,602</u>
Total shareholders' funds		<u>2,543,284</u>	<u>1,943,647</u>

The Financial Statements were approved by the board of directors and authorised for issue on 25 June 2020, and are signed on behalf of the board by:



Peter Sheldrake
Director

Company registration number: 04157357

The notes on pages 12 to 22 form part of these Financial Statements.

Machrie Limited

Statement of Changes in Equity

Year Ended 31 December 2019

		Called up share capital £	Hedging reserve £	Retained earnings £	Total £
At 1 January 2018		10,000	(3,508,435)	4,302,619	804,184
Profit for the financial year				976,119	976,119
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		—	647,480	—	647,480
Total comprehensive income for the year		—	647,480	976,119	1,623,599
Dividends paid and payable	11	—	—	(484,136)	(484,136)
Total investments by and distributions to owners		—	—	(484,136)	(484,136)
At 31 December 2018		10,000	(2,860,955)	4,794,602	1,943,647
Profit for the financial year				695,792	695,792
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		—	118,419	—	118,419
Total comprehensive income for the year		—	118,419	695,792	814,211
Dividends paid and payable	11	—	—	(214,574)	(214,574)
Total investments by and distributions to owners		—	—	(214,574)	(214,574)
At 31 December 2019		<u>10,000</u>	<u>(2,742,536)</u>	<u>5,275,820</u>	<u>2,543,284</u>

Included in the fair value movement on cash flow hedging instruments is £583,279 (2018: £721,437) that was recycled through Interest Payable in the Statement of Comprehensive Income.

The notes on pages 12 to 22 form part of these Financial Statements.

Machrie Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 December 2019

1. General Information

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

The Company was formed to provide Caerphilly County Borough Council with two serviced schools under an operating agreement signed 6 April 2001. The schools were completed and the Company commenced trading in September 2002. The contract is in year 16 of its term expiring in 2032.

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

2. Statement of Compliance

The individual financial statements of Machrie 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

The directors have considered the future financial impact to the Company of the Coronavirus as disclosed in the Directors' Report, and although the likely full impact is unknown, and at this stage is not possible to quantify, it is not expected to materially impact on the operations or financial position of the Company.

Machrie Limited

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

Year Ended 31 December 2019

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 paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) Disclosures in respect of financial instruments have not been presented.

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) 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.

(e) Revenue recognition

Turnover represents the services' share of the management services income received by the Company for the provision of a PFI (Private Finance Initiative) asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover, finance debtor interest and reimbursement of the finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

Machrie Limited

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

Year Ended 31 December 2019

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. Management periodically evaluates 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.

ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the statement of comprehensive income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

(g) Finance debtor

The Company has taken the transition exemption in FRS 102 Section 35.10(i) that allows the Company to continue the service concession arrangement accounting policies from previous UK GAAP.

The Company is accounting for the concession asset based on the ability to substantially transfer all the risks and rewards of ownership to the customer, with this arrangement the costs incurred by the Company on the design and construction of the assets have been treated as a finance debtor within these financial statements.

(h) Cash and cash equivalents

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

Machrie Limited

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

Year Ended 31 December 2019

3. Accounting Policies *(continued)*

(i) Borrowings

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

(j) Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense. Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

(k) Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Machrie Limited

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

Year Ended 31 December 2019

3. Accounting Policies *(continued)*

Financial instruments *(continued)*

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. 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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the statement of comprehensive income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

(I) Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash flows arising on variable rate interest loan arrangements, with the net effect of exchanging the cash flows arising under those arrangements for a stream of fixed interest cash flows ("interest rate swaps"). The Company has also entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its principal activity. The Company has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Company's net cash flows.

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement. Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in a hedging reserve in equity and any ineffective portion is recognised immediately in the Statement of Comprehensive Income. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Statement of Comprehensive Income in the same period in which the hedged item affects net profit or loss or the hedging relationship is terminated and the underlying position being hedged has been extinguished.

The Company has elected to early adopt the FRS 102 Interest Rate Benchmark Reform Amendment.

4. Turnover

Turnover arises from:

	2019	2018
	£	£
Rendering of Services	<u>2,002,939</u>	<u>3,169,402</u>

Machrie Limited

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

Year Ended 31 December 2019

4. Turnover *(continued)*

The whole of the turnover is attributable to the principal activity of the Company wholly undertaken in the United Kingdom.

5. Other Operating Income

Other Operating Income relates to the amortisation of deferred income.

6. Operating Profit

Operating profit or loss is stated after charging/crediting:

	2019	2018
	£	£
Impairment of trade debtors	(5,896)	–
Fees payable for the audit of the annual report and financial statements	<u>8,285</u>	<u>9,895</u>

Included in the fee above is £nil (2018: £2,010) for the audit of the immediate parent entity Machrie Burn Limited.

7. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year amounted to nil (2018: nil). The directors are not employed by the Company and did not receive any remuneration from the Company during the year (2018: £nil).

8. Interest Receivable

	2019	2018
	£	£
Interest on cash and cash equivalents	19,140	17,763
Finance debtor interest	<u>1,583,689</u>	<u>1,597,775</u>
	<u>1,602,829</u>	<u>1,615,538</u>

9. Interest Payable and Similar Expenses

	2019	2018
	£	£
Interest on bank loans and overdrafts	855,847	915,080
Interest due to Group undertakings	432,126	447,793
Other interest payable and similar expenses	<u>11,974</u>	<u>14,729</u>
	<u>1,299,947</u>	<u>1,377,602</u>

Machrie Limited

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

Year Ended 31 December 2019

10. Taxation on Ordinary Activities

Major components of tax expense

	2019 £	2018 £
Current tax:		
UK current tax expense	119,112	12,901
Deferred tax:		
Origination and reversal of timing differences	88,499	95,234
Taxation on ordinary activities	207,611	108,135

Reconciliation of tax expense

The tax assessed on the profit for the year is higher than (2018: lower than) the standard rate of corporation tax in the UK of 19% (2018: 19%).

	2019 £	2018 £
Profit before taxation	903,403	1,084,254
Profit by rate of tax	171,647	206,008
Effect of change in tax rates	(47,453)	(11,203)
Effect of non-taxable accounting credits	83,417	(86,670)
Total tax charge	207,611	108,135

Factors that may affect future tax expense

A change to the future UK corporation tax rate was announced in the March 2020 Budget. The rate will no longer drop to 17% with effect from 1 April 2020 but will remain at the previous rate of 19%. This change had not been substantively enacted at the balance sheet date and therefore is not recognised in these financial statements. The effect of this change, if it applied to the deferred tax balance at 31 December 2019, would be to increase the deferred tax liability by £79,617.

11. Dividends

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

	2019 £	2018 £
Dividend of £21.45 per ordinary share (2018: £48.41)	214,575	484,136

Machrie Limited

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

Year Ended 31 December 2019

12. Debtors

Debtors amounts falling due within one year are as follows:

	2019	2018
	£	£
Trade debtors	22,622	444,395
Amounts owed by Group undertakings	355,098	355,098
Prepayments and accrued income	36,390	44,160
Corporation tax repayable	—	15,970
Finance debtor	949,059	920,841
Other debtors	316,502	311,096
	<u>1,679,671</u>	<u>2,091,560</u>

Debtors amounts falling due after more than one year are as follows:

	2019	2018
	£	£
Deferred tax asset	561,724	585,979
Finance debtor	20,009,932	20,847,965
	<u>20,571,656</u>	<u>21,433,944</u>

The amounts owed by Group undertakings consists of Group tax relief and trading balances. These are not interest bearing unsecured and are repayable on demand.

Finance Debtor

The movement in the finance debtor is analysed as follows:

	2019	2018
	£	£
At beginning of year	21,768,806	21,287,033
Movement for the year	(809,815)	481,773
At end of year	<u>20,958,991</u>	<u>21,768,806</u>

13. Creditors: amounts falling due within one year

	2019	2018
	£	£
Bank loans and overdrafts	642,875	756,492
Trade creditors	171,533	208,962
Amounts owed to Group undertakings	1,155,606	1,157,913
Accruals and deferred income	1,750,752	2,066,615
Corporation tax	119,112	—
Taxation and social security	136,771	110,370
	<u>3,976,649</u>	<u>4,300,352</u>

Amounts owed to Group undertakings consists of interest accrued on the loan to the immediate parent company (2019: £1,094,290 and 2018: £1,104,557) and the repayment of the loan due to the immediate parent company (2019: £61,316 and 2018: £53,356) (per note 14).

Machrie Limited

Notes to the Annual Report and Financial Statements (continued)

Year Ended 31 December 2019

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

	2019	2018
	£	£
Bank loans and overdrafts	11,685,729	12,328,599
Amounts owed to Group undertakings	2,013,121	2,074,438
Accruals and deferred income	1,441,333	1,629,333
Derivative financial liability	3,304,261	3,446,933
	<u>18,444,444</u>	<u>19,479,303</u>

Included within creditors: amounts falling due after more than one year is an amount of £9,323,557 (2018: £10,628,469) in respect of liabilities payable or repayable by instalments which fall due for payment after more than five years from the reporting date.

a) The bank loan is secured by a fixed and floating charge over all the assets, rights and undertakings of the Company. The loan is repayable under an instalment scheme whereby small repayments are made in the first few years of the loan, the final repayment is due on 1 September 2029. The loan bears interest at LIBOR plus 0.90% however the Company has an interest rate swap arrangement receiving LIBOR and paying interest fixed at 5.75% for the full amount of the loan drawn, hence fixing the total interest payable on the bank loan to 6.65%. The full amount of loan drawdown at 31 December 2019 is £12,430,840 (2018: £13,199,301). Issue costs of £102,236 (2018: £114,210) have been set off against total loan drawdowns.

b) Amounts owed to Group undertakings - Between May and August 2002 the Company issued £2,390,000 of Subordinated Loan Notes to its immediate parent company, Machrie Burn Limited. The investment bears a Coupon of 14.4% per annum and payment of capital follows a variable repayment profile with the final repayment date being 31 August 2032. The Coupon on the principal amount accrues daily and is payable in cash on 28 February and 31 August each year. The investment sum was advanced under a subordinated loan agreement and is therefore unsecured, and would rank alongside ordinary creditors in the event of a winding up.

15. Provisions for Liabilities

	Deferred tax (note 16) £
At 1 January 2019	1,149,966
Deferred tax	88,499
At 31 December 2019	<u>1,238,465</u>

Machrie Limited

Notes to the Annual Report and Financial Statements (continued)

Year Ended 31 December 2019

16. Deferred Tax

The deferred tax included in the Statement of Financial Position is as follows:

	2019	2018
	£	£
Included in debtors (note 12)	561,724	585,979
Included in provisions for liabilities (note 15)	(1,238,465)	(1,149,966)
	<u>(676,741)</u>	<u>(563,987)</u>

The deferred tax account consists of the tax effect of timing differences in respect of:

	2019	2018
	£	£
Accelerated capital allowances	1,422,688	1,453,818
Unused tax losses	(13,346)	(119,920)
Derivative financial instruments	(561,724)	(585,979)
Short term timing differences	(170,877)	(183,932)
	<u>676,741</u>	<u>563,987</u>

The net deferred tax liability expected to reverse in 2020 is £112,754 (2019: £99,854). This primarily relates to the reversal of timing differences on capital allowances offset by expected utilisation of tax losses and short term timing differences.

	2019
	£
Opening balance	563,987
Movement through the profit or loss	88,499
Movement through other comprehensive income	24,255
Closing balance	<u>676,741</u>

17. Financial Instruments

The fair values of the interest rate swap have been calculated by discounting the fixed cash flows at forecasted forward interest rates over the term of the financial instrument. The bank borrowing and finance debtor are both held at amortised cost.

18. Called Up Share Capital

Issued, called up and fully paid

	2019		2018	
	No.	£	No.	£
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

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

Machrie Limited

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

Year Ended 31 December 2019

19. Reserves

The hedging reserve records fair value movements on cash flow and net investment hedging instruments.

Retained earnings records retained earnings and accumulated losses.

20. Events after the End of the Reporting Period

Coronavirus was declared a pandemic in March 2020 and since then there has been widespread disruption in the UK. As the pandemic accelerated after the year end this event has been classified as a non-adjusting post balance sheet event. As disclosed in the Directors' Report, the directors have considered the future financial impact to the Company of the Coronavirus. Although the likely full impact is unknown, it is expected to be minimal.

21. Controlling Party

The immediate parent undertaking is Machrie Burn 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.