COMPANY REGISTRATION NUMBER: 04261326

East Leake Schools Limited

Annual Report and Financial Statements

31 December 2022

East Leake Schools Limited

Annual Report and Financial Statements

Year Ended 31 December 2022

East Leake Schools Limited

Officers and Professional Advisers

Director	Paul Gill
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	HSBC Bank plc 60 Queen Victoria Street London EC4N 4TR
Solicitors	Fenwick Elliott LLP Aldwych House 71-91 Aldwych London WC2B 4HN

East Leake Schools Limited

Director's Report

Year Ended 31 December 2022

The director presents his report and the audited Annual Report and Financial Statements of East Leake Schools Limited ("the Company") for the year ended 31 December 2022.

Principal Activities

The principal activity of the Company is that of a special purpose vehicle to provide Nottinghamshire County Council with two serviced schools and community leisure facilities. The contract is in year 18 of its term expiring in 2027.

Performance Review

The profit for the financial year, after taxation, amounted to £143,555 (2021: a loss of £367,716).

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

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

Key Performance Indicators

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 Group loan agreement.

Climate Change

The director recognises that it is important to disclose their view of the impact of climate change on the company. The company's key operational contracts are long-term and with a small number of known counterparties. In most cases, the cashflows from these contracts can be predicted with reasonable certainty for at least the medium-term. Having considered the company's operations, its contracted rights and obligations and forecast cash flows, there is not expected to be a significant impact upon the company's operational or financial performance arising from climate change.

Going Concern

The financial statements are prepared on a going concern basis which the director believes to be appropriate for the following reasons.

The Company prepares cash flow forecasts covering the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the director has made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. Based on these forecasts the director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

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

Director

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

Paul Gill

Dividends

The director does not recommend the payment of a dividend.

Financial Instruments

Due to the nature of the Company's business, the financial risks the director considers relevant to this Company are credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is an 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.

Qualifying Third Party Indemnity Provisions

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

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 May 2023 and signed by order of the board by:

M Forrest

Mike Forrest on behalf of Infrastructure Managers Limited
Company Secretary

East Leake Schools Limited

Director's Responsibilities Statement

Year Ended 31 December 2022

The director is responsible for preparing the Director's Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the director to prepare the Annual Report and Financial Statements for each financial year. Under that law the director has 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 director must not approve the Annual Report and Financial Statements unless he is 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 director is 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 director is 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. He is 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.

The director's responsibilities were approved by the board on 25 May 2023 and signed on its behalf by:

PGill
Paul Gill (May 25, 2023 14:07 GMT+1)

Paul Gill
Director

East Leake Schools Limited

Independent Auditors' Report to the Members of East Leake Schools Limited

Year Ended 31 December 2022

Report on the Audit of the Financial Statements

Opinion

In our opinion, East Leake Schools Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 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 2022; 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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Reporting on Other Information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The director is 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 Director's Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Director's Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Director's Report for the year ended 31 December 2022 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 Director's Report.

Responsibilities for the Financial Statements and the Audit

Responsibilities of the Director for the Financial Statements

As explained more fully in the Director's Responsibilities Statement, the director is 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 director is also responsible for such internal control as they determines 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 director is 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 director either intends to liquidate the Company or to cease operations, or has 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and the risk of management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiries of management around known or suspected instances of non-compliance with laws and regulations, claims and litigation, and instances of fraud;

- Understanding of management's controls designed to prevent and detect irregularities;

- Review of board minutes;

- Challenging management on assumptions and judgements made in their significant accounting estimates, in particular in relation to the fair value of derivative financial instruments; and

- Identifying and testing journal entries to assess whether any of the journals appeared unusual, for example impacting revenue and distributable reserves.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 obtained 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 director's 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.

East Leake Schools Limited

Independent Auditors' Report to the Members of East Leake Schools Limited
(continued)

Year Ended 31 December 2022

Entitlement to Exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the director was not entitled to: take advantage of the small companies exemption in preparing the Director's 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 May 2023

East Leake Schools Limited

Statement of Comprehensive Income

Year Ended 31 December 2022

	Note	2022 £	2021 £
Turnover	4	**1,416,293**	1,324,314
Cost of sales		**1,105,419**	1,452,854
Gross profit/(loss)		**310,874**	(128,540)
Administrative expenses		**197,101**	225,237
Operating profit/(loss)	5	**113,773**	(353,777)
Interest receivable and similar income	7	**555,794**	615,888
Interest payable and similar expenses	8	**335,681**	394,102
Profit/(loss) before taxation		**333,886**	(131,991)
Tax on profit/(loss)	9	**190,331**	235,725
Profit/(loss) for the financial year		**143,555**	(367,716)
Fair value movements on cash flow hedging instruments, net of tax		**240,329**	285,368
Total comprehensive income/(expense) for the year		**383,884**	(82,348)

All the activities of the Company are from continuing operations.

The notes on pages 13 to 24 form part of these Financial Statements.

East Leake Schools Limited

Statement of Financial Position

As at 31 December 2022

	Note	2022 £	2021 £
Current assets			
Debtors: amounts falling due within one year	10	**1,494,207**	1,237,836
Debtors: amounts falling due after more than one year	10	**5,023,503**	6,164,291
Cash at bank and in hand		**1,968,036**	1,286,500
		8,485,746	8,688,627
Creditors: amounts falling due within one year	11	**(3,054,563)**	(2,307,708)
Net current assets		**5,431,183**	6,380,919
Total assets less current liabilities		**5,431,183**	6,380,919
Creditors: amounts falling due after more than one year	12	**(2,603,134)**	(3,866,383)
Provisions for liabilities			
Taxation including deferred taxation	13	**(647,688)**	(718,059)
Net assets		**2,180,361**	1,796,477
Capital and reserves			
Called up share capital	16	**10,000**	10,000
Hedging reserve	17	**(40,707)**	(281,036)
Retained earnings	17	**2,211,068**	2,067,513
Total shareholders' funds		**2,180,361**	1,796,477

These Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 25 May 2023, and are signed on behalf of the board by:

Paul Gill (May 25, 2023 14:07 GMT+1)

Paul Gill
Director

Company registration number: 04261326

The notes on pages 13 to 24 form part of these Financial Statements.

East Leake Schools Limited

Statement of Changes in Equity

Year Ended 31 December 2022

	Called up share capital £	Hedging reserve £	Retained earnings £	**Total £**
At 1 January 2021	10,000	(566,404)	2,435,229	1,878,825
Loss for the financial year			(367,716)	(367,716)
Other comprehensive income for the year:				
Fair value movements on cash flow hedging instruments, net of tax	–	285,368	–	285,368
Total comprehensive expense for the year	–	285,368	(367,716)	(82,348)
At 31 December 2021	10,000	(281,036)	2,067,513	**1,796,477**
Profit for the financial year			143,555	**143,555**
Other comprehensive income for the year:				
Fair value movements on cash flow hedging instruments, net of tax	–	240,329	–	**240,329**
Total comprehensive income for the year	–	240,329	143,555	**383,884**
At 31 December 2022	10,000	(40,707)	2,211,068	**2,180,361**

Included in the fair value movement on cash flow hedging instruments is £146,398 (2021: £227,622) that was recycled through Interest Payable in the Statement of Comprehensive Income.

East Leake Schools Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 December 2022

1. *General Information*

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

The principal activity of the Company is that of a special purpose vehicle to provide Nottinghamshire County Council with two serviced schools and community leisure facilities.

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

2. Statement of Compliance

The individual financial statements of East Leake Schools 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 judgement 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 financial statements are prepared on a going concern basis which the director believes to be appropriate for the following reasons.

The Company prepares cash flow forecasts covering the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the director has made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. Based on these forecasts the director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

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

3. Accounting Policies *(continued)*

(c) Disclosure exemptions

The entity satisfies the criteria of being a small company as defined in FRS 102. 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.

The Company is wholly owned by East Leake Schools (Holdings) 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

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.

ii) Fair values for derivative contracts

Fair values for derivative contracts are based on market-to-market valuations provided by the contract counterparty. Whilst these can be tested for reasonableness, the exact valuation methodology and forecast assumptions for future interest rates or inflation rates are specific to the counterparty.

(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 finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

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

(f) Income tax

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

Current or deferred taxation assets and liabilities are not discounted.

i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The director 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 the 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.

3. Accounting Policies *(continued)*

(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.

The Company is obligated to keep cash reserves as at the balance sheet date in respect of requirements in the company's funding agreements. This restricted cash balance, which is shown within the "cash at bank and in hand" balance amounts to £306,835 (2021: £442,725).

(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 the Statement of Comprehensive Income, 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 the Statement of Comprehensive Income immediately.

3. Accounting Policies *(continued)*

Financial instruments *(continued)*

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.

Any reversals of impairment are recognised in the Statement of Comprehensive Income 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.

3. Accounting Policies *(continued)*

(l) 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 (RPI swaps). 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 UK Financial regulator (the FCA) legislated that sterling LIBOR would cease to be published after 31 December 2021. As described at Note 13, the Company's borrowings and hedge agreements have historically been linked to LIBOR.

The company completed negotiations with lender, effective from 24 January 2022, to agree an amendment to both the loan and swap agreement to provide for the replacement of LIBOR, with an interest rate based on the Compounded Reference Rate. The Compounded Reference Rate will be SONIA (sterling overnight index average) plus a 5 day credit adjustment spread. The use of the same LIBOR replacement rate for both the loan and swap agreement means that the LIBOR Transition Amendments are materially net cash neutral for the company and that the current hedge effectiveness continues.

4. Turnover

Turnover arises from:

	2022	2021
	£	£
Sale of goods	**1,416,293**	1,324,314

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

5. Operating Profit/(Loss)

Operating profit or loss is stated after charging:

	2022	2021
	£	£
Fees payable for the audit of the annual report and financial statements	**12,250**	11,130

5. Operating Profit/(Loss) *(continued)*

Included in the fee above is £2,490 (2021: £2,260) for the audit of the immediate parent entity East Leake Schools (Holdings) Limited.

6. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year amounted to nil (2021: nil). The director is not employed by the Company and did not receive any remuneration from the Company during the year (2021: £nil).

7. Interest Receivable and Similar Income

	2022	2021
	£	£
Interest on cash and cash equivalents	**13,103**	–
Interest received on finance debtor	**542,654**	613,248
Other interest receivable and similar income	**37**	2,640
	555,794	615,888

8. Interest Payable and Similar Expenses

	2022	2021
	£	£
Interest on bank loans and overdrafts	**219,881**	264,397
Interest due to Group undertakings	**105,452**	117,702
Other interest payable and similar expenses	**10,348**	12,003
	335,681	394,102

9. Tax on Profit/(Loss)

Major components of tax expense

	2022	2021
	£	£
Current tax:		
UK current tax expense	**260,702**	152,552
Deferred tax:		
Origination and reversal of timing differences	**(70,371)**	(45,786)
Impact of change in tax rate	**–**	128,959
Total deferred tax	**(70,371)**	83,173
Tax on profit/(loss)	**190,331**	235,725

9. Tax on Profit/(Loss) *(continued)*

Reconciliation of tax expense

The tax assessed on the profit/(loss) for the year is higher than (2021: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%).

	2022	2021
	£	£
Profit/(loss) before taxation	**333,886**	(131,991)
Profit/(loss) before taxation by rate of tax	**63,438**	(25,078)
Effect of expenses not deductible for tax purposes	**122,890**	109,361
Impact of change in tax rate	**4,003**	151,442
Total tax charge	**190,331**	235,725

10. Debtors

Debtors amounts falling due within one year are as follows:

	2022	2021
	£	£
Trade debtors	**86,847**	5,993
Prepayments and accrued income	**41,606**	38,368
Corporation tax repayable	**150,811**	38,560
Finance debtor	**1,214,943**	1,102,021
Other debtors	**-**	52,894
	1,494,207	1,237,836

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

	2022	2021
	£	£
Deferred tax asset	**13,569**	93,678
Finance debtor	**5,009,934**	6,070,613
	5,023,503	6,164,291

Finance Debtor

The movement in the finance debtor is analysed as follows:

	2022	2021
	£	£
At beginning of year	**7,172,634**	8,057,390
Additions	**154,844**	116,351
Amortisation	**(1,102,602)**	(1,001,107)
At end of year	**6,224,876**	7,172,634

East Leake Schools Limited

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

Year Ended 31 December 2022

11. Creditors: amounts falling due within one year

	2022	2021
	£	£
Bank loans and overdrafts	**802,260**	780,249
Trade creditors	**113,403**	28,769
Amounts owed to Group undertakings	**311,801**	143,788
Accruals and deferred income	**1,730,483**	1,354,902
Taxation and social security	**96,616**	–
	3,054,563	2,307,708

Amounts owed to Group undertakings consists of subordinated loan notes £140,550 (2021: £125,089) and group tax relief £171,251 (2021: £18,699). The group tax relief is not interest bearing, unsecured and is repayable on demand. See note 12 for further details on subordinated loan notes.

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

	2022	2021
	£	£
Bank loans and overdrafts	**1,905,376**	2,707,636
Amounts owed to Group undertakings	**643,482**	784,033
Derivative financial liability	**54,276**	374,714
	2,603,134	3,866,383

Bank loan

There is one term loan facility drawn down at 31 December 2020. The tenure of the Term Loan from NIBC Bank NV is for 23.5 years maturing 1 February 2026 and repayable in 47 semi-annual instalments commencing 30 June 2003. Interest charged on amounts drawn under the facility is based on the floating SONIA rate. The term loan facility has been syndicated to a consortium of banks. The current loan balance of £2,724,732 (2021: £3,515,329) is shown within creditors net of issue costs of £17,097 (2021: £23,040).

All amounts drawn under the facilities are secured by a fixed charge over all leasehold interests, book debts, project accounts and intellectual property of the company and by a floating charge over the Company's undertakings and assets.

The company has agreed with the lenders to replace the LIBOR reference in the loan and swap agreements with SONIA, adjusted for a historic credit adjustment spread of 0.2766% per annum.

Amounts owed to Group undertakings

The subordinated loan notes are to mature in full on 30 June 2027 and are repayable in semi-annual instalments provided certain conditions are met and relevant consents are given. In addition the Company may redeem all or part of the loan notes at anytime subject to the same conditions and consents as for regular repayments. The loan notes are unsecured and bear interest at 12% and interest is payable semi-annually.

13. Provisions for Liabilities

	Deferred tax (note 14)
	£
At 1 January 2022	**718,059**
Deferred tax	**(70,371)**
At 31 December 2022	**647,688**

14. Deferred Tax

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

	2022	2021
	£	£
Included in debtors (note 10)	**13,569**	93,678
Included in provisions for liabilities (note 13)	**(647,688)**	(718,059)
	(634,119)	(624,381)

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

	2022	2021
	£	£
Accelerated capital allowances	**645,608**	715,187
Short term timing differences	**2,080**	2,872
Derivative financial instruments	**(13,569)**	(93,678)
	634,119	624,381

	2022
	£
Opening balance	624,381
Movement through the profit or loss	(70,371)
Movement through other comprehensive income	80,109
Closing balance	**634,119**

The net deferred tax liability expected to reverse in 2023 is £127,940 (2022: £87,053). This primarily relates to the reversal of timing differences on capital allowances offset by short term timing differences.

15. Financial Instruments

The carrying amount for each category of financial instrument is as follows:

	2022	2021
	£	£
Financial assets that are debt instruments measured at amortised cost		
Financial assets that are debt instruments measured at amortised cost	**6,224,876**	7,172,634
Financial liabilities measured at amortised cost		
Financial liabilities measured at amortised cost	**2,761,912**	3,862,599

15. Financial Instruments *(continued)*

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.

Hedge accounting

Derivatives are financial instruments that derive their value from the price of an underlying item, such as interest rates. The Company's use of derivative financial instruments is described below.

Interest rate swaps

The Company has entered into interest rate swaps with third parties for the same notional amount as all of the Company's variable rate borrowings with banks which has the commercial effect of swapping the variable rate interest coupon on those loans for a fixed rate coupon. The bank loans and related interest rate swaps amortise at the same rate over the life of the loan/swap arrangements. The interest rate swaps were entered into on 18 April 2002 and expire on 30 June 2026.

The director believes that the hedging relationship between the interest rate swaps and related variable rate bank loans meet the criteria set out in FRS 102 section 12.18 and as a consequence have concluded that these derivatives meet the definition of a cash flow hedge and have formally designated them as such.

Carrying value of all derivative financial instruments

All of the Company's derivative financial instruments are carried at fair value. The net carrying value of all derivative financial instruments at 31 December 2022 amounted to net liabilities of £54,276 (2021: £374,714) comprising solely of interest rate swaps. All of the movements during the year in the fair value of these derivative financial instruments have been recorded in the cash flow hedge reserve amounting to a credit of £320,438 (2021: £324,550).

16. Called Up Share Capital

Issued, called up and fully paid

	2022		2021	
	No.	**£**	No.	£
Ordinary shares of £1 each	**10,000**	**10,000**	10,000	10,000

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

17. Reserves

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

Retained earnings records retained earnings and accumulated losses.

18. *Controlling Party*

The immediate parent undertaking is East Leake Schools (Holdings) Limited.

The Company is a wholly owned subsidiary of East Leake Schools (Holdings) Limited, a company which is incorporated in England and Wales. East Leake Schools (Holdings) Limited is 100% owned by a group headed by Equitix Fund V LP, which is the ultimate controlling party.