

Company Registration No. 04317596 (England and Wales)

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022



PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

COMPANY INFORMATION

Directors	JS Gordon P K Johnstone MT Smith CT Solley
Secretary	Resolis Limited
Company number	04317596
Registered office	C/O Dalmore Capital Limited Watling House 5th Floor, 33 Cannon Street London EC4M 5SB
Auditor	Johnston Carmichael LLP 7 - 11 Melville Street Edinburgh EH3 7PE

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

CONTENTS

	Page
Directors' report	1
Directors' responsibilities statement	2
Independent auditor's report	3 - 6
Statement of comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 - 13

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2022

The directors present their annual report and financial statements for the year ended 31 March 2022.

Principal activities

The Company was formed to enter into a Private Finance Initiative ("PFI") concession with the Tameside Metropolitan Borough Council to design, build, finance and operate three schools. The contract was signed on 19 June 2002, construction commenced immediately and full services started 1 April 2003. The contract will run until 31 August 2032.

There have not been any changes in the Company's activities in the year under review and the directors are not aware, at the date of the report, of any likely changes in activity for the foreseeable future.

In the reporting year, the Company made a profit after tax of £114,884 (2021 £131,535)

Directors

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

JS Gordon
P K Johnstone
MT Smith
CT Solley
CR Field

(Resigned 1 June 2021)

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and Johnston Carmichael LLP will therefore continue in office.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



.....
MT Smith

Director

29-03-23

Date:

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2022

The directors are responsible for preparing the annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.
- 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.

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.

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

Opinion

We have audited the financial statements of Pyramid Schools (Tameside) Holdings Limited (the 'company') for the year ended 31 March 2022 which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022, and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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.

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.

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- 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
- 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.
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities 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, and for such internal control as the directors 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 company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Extent the audit was considered capable of detecting irregularities, including fraud.

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:

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations by considering their experience, past performance and support available.

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

Extent the audit was considered capable of detecting irregularities, including fraud (continued)

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and the sector in which it operates, focusing on those provisions that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- FRS 102
- Companies Act 2006
- Corporation Tax legislation
- VAT legislation

We gained an understanding of how the company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of relevant correspondence with regulatory bodies and board meeting minutes.

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. In areas of the financial statements where the risks were considered to be higher, we performed procedures to address each identified risk.

In addition to the above, the following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- Reviewing the level of and reasoning behind the company's procurement of legal and professional services;
- Performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias;
- Completion of appropriate checklists and use of our experience to assess the Company's compliance with the Companies Act 2006; and
- Agreement of the financial statement disclosures to supporting documentation.

Our audit procedures were designed to respond to the risk of material misstatements in the financial statements, recognising that 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 intentional concealment, forgery, collusion, omission or misrepresentation. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

Use of our report

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.



Grant Roger (Senior Statutory Auditor)
For and on behalf of Johnston Carmichael LLP

Date: 29 March 2023

Chartered Accountants
Statutory Auditor

7 - 11 Melville Street
Edinburgh
EH3 7PE

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £'000	2021 £'000
Income from shares in group undertakings	4	115	132
Interest receivable from group undertakings	4	278	316
Interest payable and similar expenses	5	(278)	(316)
Profit before taxation		115	132
Tax on profit		-	-
Profit for the financial year		115	132

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED**BALANCE SHEET****AS AT 31 MARCH 2022**

		2022		2021	
	Notes	£'000	£'000	£'000	£'000
Fixed assets					
Investments	7		2,088		2,088
Current assets					
Debtors	8	50		212	
Creditors: amounts falling due within one year	9	(50)		(212)	
Net current assets			-		-
Total assets less current liabilities			2,088		2,088
Creditors: amounts falling due after more than one year	10		(2,082)		(2,082)
Net assets			6		6
Capital and reserves					
Called up share capital	11		6		6

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 29-03-23 and are signed on its behalf by:



MT Smith
Director

Company Registration No. 04317596

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY **FOR THE YEAR ENDED 31 MARCH 2022**

		Share capital	Profit and loss reserves	Total
	Notes	£'000	£'000	£'000
Balance at 1 April 2020		6	-	6
Year ended 31 March 2021:				
Profit and total comprehensive income for the year		-	132	132
Dividends	6	-	(132)	(132)
		<u>6</u>	<u>-</u>	<u>6</u>
Balance at 31 March 2021		6	-	6
Year ended 31 March 2022:				
Profit and total comprehensive income for the year		-	115	115
Dividends	6	-	(115)	(115)
		<u>6</u>	<u>-</u>	<u>6</u>
Balance at 31 March 2022		<u>6</u>	<u>-</u>	<u>6</u>

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

Company information

Pyramid Schools (Tameside) Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is C/O Dalmore Capital Limited, Watling House, 5th Floor, 33 Cannon Street, London, EC4M 5SB.

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 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The presentational currency of the financial statements is 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 on the going concern basis under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Basis of consolidation

The group has taken advantage of the exemption under section 400 of the Companies Act 2006, from preparing consolidated financial statements on the basis it is a small group.

1.3 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Investments in subsidiary undertakings are held at the cost of the shares and the face value of the loan less any provisions for impairment in value.

1.4 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 financial statements, 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.

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

(Continued)

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, loans from fellow group companies, are measured at amortised cost using the effective interest method, less any impairment.

1.5 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.

2 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.

Impairment of fixed asset investments

The directors assess the fixed asset investments for impairment on an annual basis. In checking the investment for impairment they review the payments, dividends, subordinated debt interest and subordinated capital repayments, made from the subsidiary company and the results for the year of the subsidiary company. Judgement is required in assessing the value of any impairment where payments from the subsidiary are below the forecast amounts.

3 Employees

The Company had no employees during the year (2021: no employees).

4 Interest receivable and similar income

	2022 £'000	2021 £'000
Interest receivable and similar income includes the following:		
Income from shares in group undertakings	115	132
Interest receivable from group companies	278	316
	<u> </u>	<u> </u>

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

5 Interest payable and similar expenses

	2022	2021
	£'000	£'000
Interest payable and similar expenses includes the following:		
Interest payable to group undertakings	278	316
	<u>278</u>	<u>316</u>

6 Dividends

	2022	2021
	£'000	£'000
Dividend paid on ordinary shares	115	132
	<u>115</u>	<u>132</u>

Dividends of £114,884 (2021: £131,535) were paid during the year ended 31 March 2022. The directors do not propose any additional dividends prior to the date of approval of these financial statements.

7 Fixed asset investments

	2022	2021
	£'000	£'000
Shares in group undertakings and participating interests	6	6
Loans to group undertakings and participating interests	2,082	2,082
	<u>2,088</u>	<u>2,088</u>

The subsidiary undertaking, Pyramid Schools (Tameside) Limited is wholly owned and incorporated in Great Britain, the registered address is C/O Dalmore Capital Limited Watling House - 5th Floor, 33 Cannon Street, London, England, EC4M 5SB. Its activity is to provide design, build, finance and operate the services under a Private Finance Initiative concession contract.

8 Debtors

	2022	2021
	£'000	£'000
Amounts falling due within one year:		
Amounts owed by group undertakings	50	212
	<u>50</u>	<u>212</u>

9 Creditors: amounts falling due within one year

	2022	2021
	£'000	£'000
Amounts owed to group undertakings	50	212
	<u>50</u>	<u>212</u>

PYRAMID SCHOOLS (TAMESIDE) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2022

10 Creditors: amounts falling due after more than one year

	2022 £'000	2021 £'000
Other creditors	2,082	2,082

Other creditors is made up of £2,082,000 of subordinated loan. It bears interest at a fixed rate of 12.75% and is repayable upon expiry of the contract or earlier at the parent company's discretion.

11 Called up share capital

	2022 Number	2021 Number	2022 £'000	2021 £'000
Ordinary share capital Issued and fully paid				
Ordinary shares of £1 each	6,000	6,000	6	6

12 Events after the reporting date

A dividend of £167,000 was made in August 2022.

13 Related party transactions

At the balance sheet date, the Company was a jointly owned subsidiary of Browning PFI Holdings Limited and Aberdeen Infrastructure (No.3) Limited and has taken advantage of the exemption, under the terms of FRS 102, from disclosing related party transactions with entities that are part of either of these group entities.

There were no other related party transactions entered into by the Group during the year.

14 Parent company

The Company is incorporated and domiciled in Great Britain. At the balance sheet date the immediate parent companies are Browning PFI holdings Limited and Aberdeen Infrastructure (No.3) Limited which each holds 50% of the share capital of the Company.

The registered offices of these companies are 1 Park Row, Leeds LS1 5AB, and 250 Bishopgate, London, England, EC2M 4AG.

In the opinion of the directors no company is a controlling party. The ultimate parent companies who jointly control the company are PPP Equity PIP LP (acting by its General Partner, Dalmore Capital 6 GP Limited, and its manager Dalmore Capital Limited) and Aberdeen Infrastructure LP Inc, acting by its manager, abrdn Investments Limited.