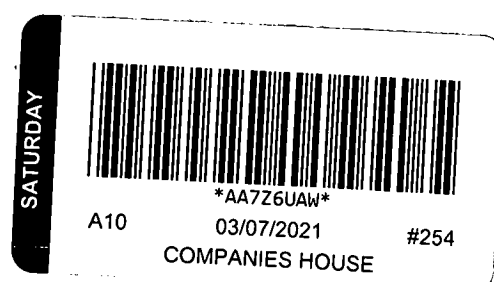


Company Registration No. 05358417 (England and Wales)

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020



TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

COMPANY INFORMATION

Directors	Mr D J Brooking Miss K O'Brien Mr C James Mr G Pearce
Secretary	Vercity Social Infrastructure (UK) Limited
Company number	05358417
Registered office	8 White Oak Square London Road Swanley Kent BR8 7AG
Auditor	BDO LLP 55 Baker Street London W1U 7EU

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

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TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the strategic report for the year ended 31 December 2020.

Fair review of the business

On 24 May 2005, the Company entered into a PFI concession contract with North Lanarkshire Council (the "Council") to design, build, finance and provide services within twenty-four primary and secondary schools. The concession contract finishes on 31 March 2037.

On 8 June 2005, Transform Schools (North Lanarkshire) Funding Plc, a fellow subsidiary undertaking of Transform Schools (North Lanarkshire) Holdings Limited authorised the creation of £87,796,000 index-linked bonds and took out an index-linked loan of £70,000,000 and a subordinated loan of £17,084,000. The proceeds from both the bond issue, bank loan and subordinated debt were onward loaned to the company with identical terms for payment of interest and principal.

No change in the Company's principal activities is anticipated.

Principal risks and uncertainties

The company has exposures to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The directors have policies for managing each of these risks and they are summarised below:

Availability

During the operational phase the principal source of funds available to meet its liabilities under the bonds will be the unitary charge received from the Council under the Project Agreement. Failure to achieve the forecast levels of availability would result in lower than forecast revenues and this may adversely affect the company's ability to make payments to bondholders. Deductions of £11,000 (2019: £12,000) were incurred in the year and passed on to the service providers and other creditors.

Lifecycle

The principal risk borne by the company is that lifecycle costs exceed those forecast in the financial model agreed at financial close. This risk is mitigated by future estimates of lifecycle expenditure being prepared by maintenance experts on an asset by asset basis and by the periodic technical evaluations of the physical condition of the facilities. In addition actual expenditure is compared to the lifecycle forecast.

Service performance

Performance risk under the Project Agreement and related contracts are substantially passed on to the service providers. The obligations of these subcontractors are underwritten by parent company guarantees. Ultimately, poor performance may result in the Council having the right to terminate the Project Agreement. As noted in the discussion of the company's KPIs, the levels of deductions levied in the year were low and are not considered to pose a risk to the project.

Service provider failure

The likelihood of this risk is assessed through the review of service provider financial statements and through discussions with the service providers. The company currently considers the likelihood of this risk as being low. However, as continuity of service delivery is of paramount importance, the company has a Business Continuity Plan which details how the company would deal with a service provider failure. This includes directly employing staff and sub-contractors until a replacement sub-contractor is in place.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Development and performance

The reduction in turnover to £12,530,000 (2019: £15,612,000) and cost of sales to £10,394,000 (2019: £14,265,000) is due to lower other income, driven by a non-recurring recognition of damages in the prior year in relation to a drainage defect (see note 3). The increase in administrative expenses to £1,519,000 (2019: £672,000) is predominantly due to additional costs recognised in respect of defects rectification (see below). The increase in gross profit to £2,136,000 (2019: £1,347,000) is driven by increased lifecycle and overhead costs in the year, on which a mark-up is recognised.

Interest receivable and similar income has decreased to £10,006,000 (2019: £10,259,000) due to the reduction in interest receivable on the Finance Debtor as well as the repayment of capital on which interest is charged. The interest rate used has a variable element that is affected by the level of inflation, see note 7.

Interest payable and similar expenses has decreased to £9,517,000 (2019: £9,772,000) mainly due to lower indexation rates chargeable on loans resulting in interest of £9,050,000 (2019: £9,296,000) and repayment of capital.

Overall profit before tax has decreased to £1,106,000 (2019: £1,162,000), which has led to a lower corporation tax charge of £278,000 (2019: £221,000). Retained earnings have increased to £9,477,000 (2019: £8,649,000) following non payment of interim dividend payments in the year (2019: £Nil).

At 31 December 2020 the Company had net assets of £9,487,000 (2019: £8,659,000). The increase in cash held by the Company to £23,684,000 (2019: £18,166,000) is due to the receipt of damages relating to a drainage issue as well as the deferment of interest payments against the subordinated debt.

At 31 December 2020 the company had total borrowings of £164,385,000 (2019: £167,985,000). During the year the company has made loan repayments of £3,820,000 (2019: £7,893,000).

At 31 December 2020 the company had a provision for defects rectification of £4,200,000 (2019: £4,710,000). This relates to a drainage issue at one of the twenty-four schools. See note 14.

Financial covenants have been met during the year and having considered the anticipated future performance and position of the Company, the directors are of the opinion that the covenants will continue to be met in the future.

The Finance Debtor is being amortised over the life of the concession and the carrying value at the reporting date is £157,849,000 (2019: £160,841,000). The directors believe the Finance Debtor to be recoverable over the term of the Project Agreement.

Key performance indicators

Financial penalties are levied by North Lanarkshire Council in the event of performance standards not being achieved according to detailed criteria set out in the Project Agreement. The deductions are passed on to the service providers but the quantum is an indication of unsatisfactory performance. During the financial year deductions of £11,000 (2019: £12,000) were levied by North Lanarkshire Council and passed onto the service providers. The directors consider this low level of deduction to be satisfactory.

The directors have modelled the anticipated financial outcome of the project across the term of the contract up to the end of the concession. The directors monitor actual performance against this anticipated performance. As discussed above the Company's performance as at 31 December 2020 against this measure was considered satisfactory.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

COVID-19 Pandemic

The risks posed by the current COVID-19 pandemic include the Council not paying the Unitary Charge, a risk of the service provider falling behind on fulfilling their contractual requirements due to staff sickness, resulting in a high level of deductions and the risk of service provider failure.

The Scottish Government released a Scottish Procurement Policy Note (SPPN 5/2020) on 26 March 2020 that stated public bodies should pay suppliers as quickly as possible to maintain cash flow and protect jobs. On 2 April 2020 a further guidance note was issued relating to PFI projects. This note stated that PFI contractors should consider themselves part of the public sector response to the COVID-19 emergency and asked that contracting authorities maintain unitary charge payments and moderate payment and performance regimes as appropriate. In addition to this, the Council have expressed that they wish to work together in the current circumstances. There has been no increase in deduction at this stage. Any deductions would however be passed down to the service providers.

The service provider is continually updating its Business Continuity Plans to demonstrate how services will be covered in the event of certain levels of staff sickness. These have been reviewed by the Board.

The Board have assessed the financial stability of the service provider and continue to assess new information. As the service provider has a large number of public sector customers, in particular schools, they are supported by the Payment Policy Note for the public sector to ensure cashflow is maintained and therefore the board consider the risk of failure to be low.

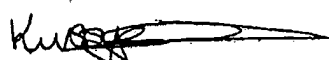
The board have considered the additional risks posed by the Covid-19 pandemic and have concluded that the company can mitigate these risks and continue to operate as a going concern for the foreseeable future.

Brexit

The risks from Brexit are a result of the risk it poses to the service providers, rather than the company itself. Therefore, this is linked to the service performance and service provider failure risks referred to above. The company is substantively insulated from these risks because non-performance will result in deductions being passed down to the service providers. However, there remains a risk that in extreme circumstances non-performance may result in the Council having the right to terminate the Project Agreement, however performance levers are significantly below threshold levels at which point the Council would be in that position.

The service providers have performed a review of their respective exposure to Brexit. The relevant concerns relate to availability of spare parts, materials and EU labour, with primary concerns revolving around delays in delivery and increased transportation costs of those supplies which come from the EU. While there will likely be some disruption, each service provider has a strategy in place to keep this to a minimum. This will result in higher costs to the service providers but not impact the company itself. The directors are comfortable that the increased costs and disruption will not threaten the services providers to such an extent as to put the project at risk.

On behalf of the board



Miss K O'Brien

Director

28 June 2021

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report and audited financial statements for the year ended 31 December 2020.

Principal activities

On 24 May 2005, the Company entered into a PFI concession contract with North Lanarkshire Council to design, build, finance and provide services within twenty-four primary and secondary schools. The concession contract finishes on 31 March 2037.

No change in the Company's principal activities is anticipated.

Results and dividends

The results for the year are set out on page 10.

No ordinary dividends were paid. (2019: nil). The directors do not recommend payment of a final dividend.

Directors

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

Mr D J Brooking

Miss K O'Brien

Mr R Gillespie

(Resigned 15 March 2021)

Mr C James

Mr G Pearce

(Appointed 15 March 2021)

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements. Further details regarding the adoption of the going concern basis can be found in the accounting policies in the notes to the financial statements (see note 1.2).

Qualifying third party indemnity provisions

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

Financial risk management objectives and policies

Liquidity risk

The Company's liquidity risk is principally managed through financing the Company by means of long-term borrowings with an amortising profile that matches the expected availability of funds from the Company's operating activities.

Interest rate risk / inflation risk

The majority of borrowings are at fixed rate other than index-linking, and therefore no interest rate risk arises on them. Interest rate risk arises on the Company's sub-ordinated debt which is linked to 6-month LIBOR, and its cash and short-term deposits.

The majority of the Company's borrowings comprise an index-linked secured bond and an index-linked secured loan. Repayment of these loans, and meeting operational expenditure commitments, will be made from income which is itself subject to indexation. The Company thereby mitigates substantially all exposure to movements in the retail price index.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Credit risk

The Company's credit risk is primarily attributable to its trade debtors, other debtors and the Finance Debtor, each of which arise from its sole client, North Lanarkshire Council. The credit and cash-flow risks are not considered significant since there are no indications that the Council will not be able to fulfil its obligations. In addition the obligations of North Lanarkshire Council are underwritten by the Secretary of State for Education.

For cash and short-term deposits, only independently rated counterparties with a minimum medium-term senior debt rating of at least AA from Standard & Poors and Aa2 from Moody's are accepted.

Should the ratings of existing counterparties fall below these levels, the Company and its senior lenders each have the right to require that an acceptable replacement counterparty be appointed.

Contractual relationships

The Company operates within a contractual relationship with its primary client, North Lanarkshire Council and its principal subcontractor Engie Services Limited. Failure to perform obligations under this contract could have a direct and detrimental effect on the Company's result and could result in termination of the concession. To manage this risk the Company has regular meetings with North Lanarkshire Council and Engie Services Limited including discussions on performance, project progress, future plans and customer requirements. In addition the performance of Engie Services Limited is supported contractually by a parent company guarantee.

Future developments

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

Auditor

BDO LLP were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

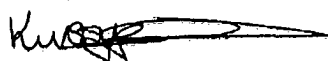
Energy and carbon report

As the company has not consumed or emitted more than 40,000 kWh of energy in the current or prior reporting period, the company qualifies as a low energy user and is not required to report on its emissions, energy consumption or energy efficiency activities.

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.

On behalf of the board



Miss K O'Brien

Director

28 June 2021

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2020

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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the 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.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 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.

We have audited the financial statements of Transform Schools (North Lanarkshire) Limited ("the Company") for the year ended 31 December 2020 which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of 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).

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 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 Directors' 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 directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. 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.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

Other Companies Act 2006 reporting

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

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

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, 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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities, 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 the 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.

Extent to which the audit was 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:

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

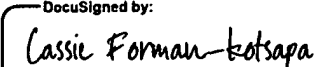
TO THE MEMBERS OF TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

Our audit procedures were designed to respond to risks of material misstatement 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 deliberate concealment by, for example, forgery, misrepresentations or through collusion. 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.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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.

DocuSigned by:

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Cassie Forman-Kotsapa (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London

29 June 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	2020 £'000	2019 £'000
Turnover	3	12,530	15,612
Cost of sales		(10,394)	(14,265)
Gross profit		<u>2,136</u>	<u>1,347</u>
Administrative expenses		(1,519)	(672)
Operating profit		<u>617</u>	<u>675</u>
Interest receivable and similar income	7	10,006	10,259
Interest payable and similar expenses	8	(9,517)	(9,772)
Profit before taxation		<u>1,106</u>	<u>1,162</u>
Tax on profit	9	(278)	(221)
Profit for the financial year		<u><u>828</u></u>	<u><u>941</u></u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

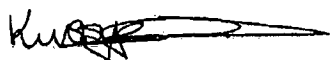
TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2020

	Notes	2020 £'000	2019 £'000
Current assets			
Debtors falling due after more than one year	10	153,359	158,600
Debtors falling due within one year	10	7,430	9,172
Cash at bank and in hand		23,684	18,166
		<u>184,473</u>	<u>185,938</u>
Creditors: amounts falling due within one year	11	<u>(14,610)</u>	<u>(12,519)</u>
Net current assets		169,863	173,419
Creditors: amounts falling due after more than one year	12	(156,176)	(160,050)
Provisions for liabilities			
Provisions	14	<u>4,200</u>	<u>4,710</u>
		(4,200)	(4,710)
Net assets		<u>9,487</u>	<u>8,659</u>
Capital and reserves			
Called up share capital	15	10	10
Profit and loss account	15	9,477	8,649
Total shareholders' funds		<u>9,487</u>	<u>8,659</u>

The financial statements were approved by the board of directors and authorised for issue on 28 June 2021 and are signed on its behalf by:



Miss K O'Brien
Director

Company Registration No. 05358417

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

	Share capital	Profit and loss account	Total
	£'000	£'000	£'000
Balance at 1 January 2019	10	7,708	7,718
Year ended 31 December 2019:			
Profit and total comprehensive income for the year	-	941	941
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2019	10	8,649	8,659
Year ended 31 December 2020:			
Profit and total comprehensive income for the year	-	828	828
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2020	10	9,477	9,487
	<hr/>	<hr/>	<hr/>

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Company information

Transform Schools (North Lanarkshire) Limited is a private company limited by shares incorporated in England and Wales. The registered office is 8 White Oak Square, London Road, Swanley, Kent, BR8 7AG.

1.1 Accounting convention

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

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

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

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

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

The financial statements of the company are consolidated in the financial statements of Transform Schools (North Lanarkshire) Holdings Limited. Copies of the consolidated accounts are available from Companies House.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

1.2 Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts covering a period of at least 18 months from year end of these financial statements which indicate that the company will have sufficient funds to meet its liabilities as they fall due for that period. Those forecasts are dependent on the underlying customer continuing to meet its obligations under the Project Agreement and the directors expect these amounts to be received even in severe but plausible downside scenarios. The company continues to provide the assets in accordance with the contract and are available to be used. As a result the company does not believe there is any likelihood of a material impact to the unitary payment. The directors have considered the potential impact of the emergence and spread of COVID-19, which includes the company's operating cash inflows which are largely dependent on the unitary charge payments. Throughout the pandemic and to date, all unitary charge payments have been received on time and in full and the directors expect this to continue.

The directors have assessed the viability of its main sub-contractors and reviewed the contingency plans of the sub-contractors and are satisfied in their ability to provide the services in line with the contract without significant additional costs to the company, even in downside scenarios, due to the underlying contractual terms. To date, there has been no adverse impact on the services provided by the company or its sub-contractors arising from COVID-19. However, in the unlikely event of a subcontractor failure, the company has its own business continuity plans to ensure that service provision will continue.

Consequently, the directors at the time of approving the financial statements have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

Income received in respect of the service concession is allocated between revenue and capital repayment of, and interest income on, the PFI financial asset using the effective interest rate method. Service revenue is recognised as a margin on non-pass-through operating and maintenance costs.

Pass through income represents the direct pass through of recoverable costs, as specified in the Project Agreement.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash and deposit balances held with a maturity of less than 3 months.

Restricted cash

Cash at bank and current asset investments includes £12,431,000 (2019: £12,233,000) restricted from use in the business, being held in the Group's reserve accounts in accordance with the requirements of the project Collateral Deed.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

1.5 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.

Other financial assets

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

Loans and Receivables

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Trade and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument. Interest-bearing borrowings classified as basic financial instruments.

Amounts due to Transform Schools (North Lanarkshire) Funding plc are initially stated at the amount of the net proceeds after deduction of related issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in that period. The index-linked secured bonds and index-linked secured term loan are each carried at amortised cost, using the effective interest rate method, taking account of projected indexation across the term of the liability. This is mirrored in the Transform Schools (North Lanarkshire) Funding plc financial statement.

Subordinated loans are initially stated at the amount of the net proceeds after deduction of related issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in that period.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

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

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

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

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

Basic financial liabilities

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

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

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

Other financial liabilities

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

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

1.6 Taxation

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

Current tax

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

1.7 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.8 Service Concession Accounting

The Company is an operator of a Public Finance Initiative ("PFI") Contract. The Company entered into a project agreement (the "Contract") with North Lanarkshire Council (the "Council") to design, build, finance, operate and maintain 24 school sites. Under the Contract, the Company has contracted to provide hard and soft facilities management services to the Council. The company has passed these obligations down to Engie Services Limited via subcontracts. The obligation to provide major maintenance works (lifecycle) is retained by the Company. The timing and extent of the major maintenance works is a key assumption that will affect the cashflows of the Company, further information is shown in note 2. The Contract does not entitle the Council to any share of the profits of the Company. The Council is entitled to terminate the Contract at anytime by giving 3 months written notice. If the Council exercise this right it is liable to pay the Company compensation as set out in the Contract, which would include the senior debt, redundancy costs and other sub-contractor losses and the market value of the subordinated debt.

As the Company entered into the Contract prior to the date of transition to FRS102, the Company has taken advantage of the exemption in section 35.10 (i) of FRS102 which permits it to continue to account for the service concession arrangements under the accounting policies adopted under old UK GAAP. In particular, the underlying asset is not deemed to be an asset of the Company under old UK GAAP, because the risks and rewards of ownership as set out in that standard are deemed to lie principally with the Council.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase the Council pay Project Co. a fixed Unitary Charge payment, as determined in the Contract, that is inflated by RPI each year. Income is allocated between interest receivable and the finance debtor using a project specific interest rate. This interest rate is inflated in line with the inflation on the Bond. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS102 section 23. The company recognises revenue in respect of the services provided, including lifecycle services, the costs of which are recognised as incurred, as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

2 Judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. 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 if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

Accounting for the service concession contract and finance debtor requires an estimation of service margins, finance debtor interest rates and associated amortisation profile which is based on forecasted results of the service concession contract. Lifecycle costs are a significant proportion of future expenditure. Given the length of the group's service concession contract, the forecast of lifecycle costs is subject to significant estimation uncertainty and changes in the amount and timing of expenditure could have material impacts. As a result, there is a significant level of judgement applied in estimating future lifecycle costs. To reduce the risk of misstatement, future estimates of lifecycle expenditure are prepared by maintenance experts on an asset by asset basis and periodic technical evaluations of the physical condition of the facilities are undertaken. In addition, actual expenditure is compared to the lifecycle forecast. If lifecycle costs cumulatively over the remainder of concession increase by 5% the impact on profit in the year would be a decrease of £170,000.

Provisions for liabilities

The directors use their judgement when determining the appropriate level of the Company's liability to repair the defects. The value of the provision is based on an estimation of future costs prepared by building experts.

Due to the involvement of the relevant building experts the directors believe the level of estimation uncertainty is low. However, should actual costs exceed the provision, the directors believe that the Company has adequate resources to fund these costs, taking appropriate mitigating action where necessary

3 Turnover

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

	2020 £'000	2019 £'000
Turnover analysed by class of business		
Service Revenue	10,530	9,602
Pass-through Revenue	2,000	1,821
Other Income	-	4,189
	<u>12,530</u>	<u>15,612</u>
	2020 £'000	2019 £'000
Turnover analysed by geographical market		
United Kingdom	<u>12,530</u>	<u>15,612</u>

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

4 Auditor's remuneration

	2020 £'000	2019 £'000
Fees payable to the company's auditor:		
For audit services		
Audit of the financial statements of the company	31	33
For other services		
Audit-related assurance services	3	-

5 Employees

The company had no employees during the year (2019: nil).

6 Directors' remuneration

	2020 £'000	2019 £'000
Sums paid to related parties for directors' services	37	30

No Director received any remuneration from the Company during the year (2019: £nil).

7 Interest receivable and similar income

	2020 £'000	2019 £'000
Interest income		
Interest on bank deposits	46	61
Interest receivable on the finance debtor	9,960	10,198
	10,006	10,259

8 Interest payable and similar expenses

	2020 £'000	2019 £'000
Interest on financial liabilities measured at amortised cost:		
Interest on loans	9,050	9,296
Other finance charges	248	257
Amortisation of finance arrangement costs	219	219
Total interest payable and similar expenses	9,517	9,772

9 Taxation

	2020 £'000	2019 £'000
Current tax		
UK corporation tax on profits for the current period	278	221

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

9 Taxation

(Continued)

For the year ended 31 December 2020, the UK Corporation tax rate of 19% is applied.

The Finance Act 2016 reduced the corporation tax rate to 17% with effect from 1 April 2020 and so this rate was used in the December 2019 deferred tax calculations. In the Budget of 11 March 2020, the Chancellor of the Exchequer announced that the planned rate reduction to 17% would no longer be taking effect. The changes announced during the Budget of 11 March 2020 were substantively enacted as at the 2020 balance sheet date, therefore, all opening deferred taxation balances have been remeasured at 19% with an adjustment recognised in the 2020 total tax charge.

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

	2020 £'000	2019 £'000
Profit before taxation	1,106	1,162
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	210	221
Adjustments in respect of prior years	68	-
Taxation charge for the year	278	221

10 Debtors

	2020 £'000	2019 £'000
Amounts falling due within one year:		
Trade debtors	2,538	2,479
Corporation tax recoverable	76	-
Finance debtor	4,490	2,241
Prepayments and accrued income	326	4,452
	7,430	9,172
Amounts falling due after more than one year:		
Finance debtor	153,359	158,600
Total debtors	160,789	167,772

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

11 Creditors: amounts falling due within one year

	Notes	2020 £'000	2019 £'000
Bank Loans	13	8,209	7,935
Trade creditors		816	793
Corporation tax		-	59
Other Taxation		435	448
Accruals and deferred income		5,150	3,284
		<u>14,610</u>	<u>12,519</u>

12 Creditors: amounts falling due after more than one year

	Notes	2020 £'000	2019 £'000
Amounts due to Transform Schools (North Lanarkshire) Funding Plc	13	156,176	160,050
		<u>156,176</u>	<u>160,050</u>

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

Payable by instalments	117,555	110,236
	<u>117,555</u>	<u>110,236</u>

13 Loans and overdrafts

	2020 £'000	2019 £'000
Amount due to Transform Schools (North Lanarkshire) Funding Plc	164,385	167,985
	<u>164,385</u>	<u>167,985</u>
Payable within one year	8,209	7,935
Payable after one year	156,176	160,050
	<u>164,385</u>	<u>167,985</u>

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

13 Loans and overdrafts

(Continued)

Amounts owing to Transform Schools (North Lanarkshire) Funding plc ("FinCo") represents a loan from that company which is made up of the proceeds of £87,796,000 index-linked secured bonds, a £70,000,000 index-linked loan from the European Investment Bank and subordinated debt of £17,084,000 raised by FinCo and onward lent on identical terms. The balance is stated after the deduction of amortised issue costs.

The index-linked secured bonds due 2036 of £87,796,000 were created by FinCo on 8 June 2005, all of which were issued and sold. Interest on the bonds is payable semi-annually at a rate of 2.343% plus RPI indexation, commencing on 30 September 2005. Unless previously redeemed or purchased and cancelled, the bonds will mature on 31 March 2036. The principal amount outstanding of the bonds is adjusted semi-annually for RPI indexation. The indexation ratio is calculated as the RPI for the month, eight months prior to the payment date compared against the same month in the preceding year.

The index linked secured term loan is from the European Investment Bank with repayments commencing September 2008 and semi-annually thereafter until September 2034. The loan bears interest at a rate of 1.950% plus RPI indexation. The capital amount outstanding of the loan is adjusted semi-annually for RPI indexation. The indexation ratio is calculated as the RPI for the month, eight months prior to the payment date compared against the same month in the preceding year.

The term loan has attached certain covenants regarding performance of the company of financial and non-financial obligations under the PFI contracts. In the current and prior years, the company was fully compliant with all covenants.

The above borrowings are secured by a fixed and floating charge over the whole of the Company's undertaking and assets.

The secured subordinated loan stock bears interest at 7.550% above the six month LIBOR rate, and is repayable in instalments between 2009 and 2036. It is secured by second fixed and floating charges over the undertaking, property, assets and rights of the Company.

The liabilities are held at amortised cost using the effective interest rate method, taking account of projected indexation across the term of the liability.

All financial liabilities included above are held at amortised cost.

14 Provisions for liabilities

	2020 £'000	2019 £'000
Provision for defects rectification	4,200	4,710

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

14 Provisions for liabilities

(Continued)

In 2018 the company entered into a legal dispute with its building contractor, Balfour Beatty Construction Limited, in respect of the liability for drainage defects identified by surveys undertaken by experts at one of the primary schools within the estate. The provision as at 31 December 2020 represents management's best estimate in relation to the cost of the required drainage rectification works and has been compiled using a number of expert witnesses engaged via the Project Company's Legal Representatives.

Following successful court actions in September 2019 and February 2020, a sum of £4,188,000 was received from Balfour Beatty Construction Limited towards the cost of rectification.

The provision is expected to be utilised over the period to 31 March 2022.

15 Share capital

	2020 Number	2019 Number	2020 £'000	2019 £'000
Ordinary share capital Issued and fully paid				
Ordinary of £1 each	10,000	10,000	10	10

Holders of ordinary shares are entitled to received dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Other reserves

The Company's other reserves are as follows:

The profit and loss account represents cumulative profits or losses.

16 Related party transactions

Amounts payable by the Company to Equitix Education 2 Limited for the services of the directors of Group companies during the year totalled £15,350 (2019: £15,000), of which £7,800 (2019: £7,600) was outstanding at the year end.

Amounts payable by the Company to Innisfree Limited for the services of the directors of Group companies during the year totalled £21,100 (2019: £15,000), of which £Nil (2019: £Nil) was outstanding at the year end.

During the year, the Company paid management fees amounting to £155,000 (2019 £227,000) to Vercity Social Infrastructure (UK) Limited under a management services agreement. Vercity is beneficially owned by Innisfree M&G PPP LP and is therefore a related party to Innisfree Limited, which is a nominee shareholder of the Transform Schools (North Lanarkshire) group.

As a wholly-owned subsidiary of Transform Schools (North Lanarkshire) Holdings Limited, the company has taken advantage of the exemption in Section 33 of FRS102 'Related party disclosures' from disclosing related party transactions with other group companies within these financial statements.

TRANSFORM SCHOOLS (NORTH LANARKSHIRE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

17 Ultimate controlling party

The only company in which the result of Transform Schools (North Lanarkshire) Limited are consolidated is Transform Schools (North Lanarkshire) Holdings Limited. Copies of the financial statements are available from the registered office at 8 White Oak Square, London Road, Swanley, Kent, BR8 7AG.

The Company is a wholly-owned subsidiary of Transform Schools (North Lanarkshire) Holdings Limited, which is incorporated in Great Britain and registered in England and Wales. The ultimate parent undertakings of Transform Schools (North Lanarkshire) Holdings Ltd are Equitix Education 2 (50%) and two limited partnerships, Innisfree PFI Secondary Fund (16%) and Innisfree PFI Secondary Fund 2 LP (34%), managed by Innisfree Limited. The Company has no ultimate controlling party.