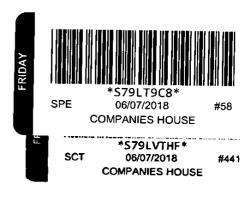
COMPANY REGISTRATION NUMBER: 05799677

Matrix PFI GP Limited Annual Report and Financial Statements 31 December 2017

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Annual Report and Financial Statements

Year Ended 31 December 2017

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Officers and Professional Advisers

The Board of Directors John Ivor Cavil

Philip Peter Asbrook

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

Solicitors CMS Cameron McKenna LLP

Mitre House

160 Aldersgate Street

London EC1A 4DD

Directors' Report

Year Ended 31 December 2017

The directors present their report and the audited Annual Report and Financial Statements of Matrix PFI GP Limited ("the Company") for the year ended 31 December 2017.

Principal activities

The principal activity of the company is to act as General Partner to Matrix PFI LP.

Performance Review

The result for the year, after taxation, amounted to £nil (2016: £nil).

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

Key performance indicators

The directors believe that the analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the performance or position of the company.

Directors

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

John Ivor Cavil Philip Peter Asbrook

Dividends

The directors do not recommend the payment of a dividend.

Qualifying third party indemnity provisions

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

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.

The auditors are deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

Directors' Report (continued)

Year Ended 31 December 2017

This report was approved by the board of directors on 2.7. June. 2018.. and signed by order of the board by:

Infrastructure Managers Limited Company Secretary

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Directors' Responsibilities Statement

Year Ended 31 December 2017

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

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

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

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Annual Report and 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.

Independent Auditors' Report to the Members of Matrix PFI GP Limited

Year Ended 31 December 2017

Report on the audit of the financial statements

Opinion

In our opinion, Matrix PFI GP Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its result 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 2017 and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

Independent Auditors' Report to the Members of Matrix PFI GP Limited (continued)

Year Ended 31 December 2017

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 directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

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

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

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

Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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.

Independent Auditors' Report to the Members of Matrix PFI GP Limited (continued)

Year Ended 31 December 2017

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

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

Paul Cheshire (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors

Edinburgh

27 June 2018

Statement of Financial Position

As at 31 December 2017

	Note	∙ 2017 £	2016 £
Current assets Debtors: due within one year	6	_1	_1
Net current assets		1	_1
Total assets less current liabilities		_1	
Capital and reserves			
Called up share capital	7	1	1
Retained earnings	8	_	_
Members funds		_1	

The Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 27... June. 2019 and are signed on behalf of the board by:

Philip Ashbrook

Director

Company registration number: 05799677

Statement of Changes in Equity

Year Ended 31 December 2017

At 1 January 2016	Called up share capital £ 1	Retained earnings £	Total £ 1
Profit for the financial year		_	-
At 31 December 2016	1	_	1
Profit for the financial year		-	-
At 31 December 2017	1		

Notes to the Annual Report and Financial Statements

Year Ended 31 December 2017

1. General information

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

The principal activity of the company is to act as General Partner to Matrix PFI LP.

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

2. Statement of Compliance

These Annual Report and Financial Statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

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 judgement 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) Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of BIIF Holdco Limited which can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, Edinburgh, EC4N 6AF. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

(a) No cash flow statement has been presented for the company.

4. Profit and Loss Account

The company did not trade during the year and has made neither a profit nor a loss. No profit and loss account has therefore been prepared.

5. Auditors' Remuneration

The audit fee of £2,010 (2016: £1,951) was borne by BIIF Bidco Limited.

Notes to the Annual Report and Financial Statements (continued)

Year Ended 31 December 2017

6. Debtors

Debtors amounts falling due within one year are as follows:

	2017	2016
	£	£
Called up share capital not paid	_1	1

7. Called Up Share Capital

Issued, called up and fully paid

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	1	1	1	1
•				

8. Reserves

Retained earnings - This reserve records retained earnings and accumulated losses.

9. Controlling Party

The immediate parent undertaking is I2 Holdco 2 Limited, a company incorporated in Great Britain and registered in England and Wales.

The intermediate parent undertaking is BIIF Holdco Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of BIIF Holdco Limited consolidated financial statements can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The ultimate parent and controlling party is BIIF L.P. BIIF L.P. is owned by a number of investors with no one investor having individual control.

THESE PARTNERSHIP
ACCOUNTS FORM
PART OF THE ACCOUNTS
OF COMPANY
No. 57 99677

Matrix PFI Limited Partnership

Annual Report and Financial Statements For the year ended 31 December 2017

Registered number: LP11668

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Financial Statements

For the year ended 31 December 2017

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Partners and Advisors

Partners

Matrix PFI GP Limited Matrix PFI Holdings Limited (General partner) (Limited partner)

Independent Auditors

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

Manager

BIIF Corporate Services Limited Cannon Place 78 Cannon Street London EC4N 6AF

Registered Office

Cannon Place 78 Cannon Street London EC4N 6AF

General Partner's Report

For the year ended 31 December 2017

The General Partners presents the report and financial statements for the Partnership for the year ended 31 December 2017. The Limited Partnership meets the definition of a qualifying partnership under The Companies and Partnerships (Accounts and Audit) regulations 2013.

Statement of general partner's responsibilities in respect of the financial statements

The general partner is responsible for preparing the non-statutory qualifying partnership financial statements in accordance with United Kingdom Generally Accepted Accounting Practice for as required under the Limited Partnership Agreement.

The general partner must not approve the non-statutory financial statements unless they are satisfied that the non-statutory financial statements give a true and fair view of the state of affairs of the qualifying partnership and of the profit or loss of the qualifying partnership for that period. In preparing the non-statutory financial statements, the general partner are responsible for:

- selecting suitable accounting policies and then applying them consistently;
- stating whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- making judgements and accounting estimates that are reasonable and prudent; and
- preparing the non-statutory financial statements on the going concern basis unless it is inappropriate to presume that the qualifying partnership will continue in business.

The general partner is responsible for keeping adequate accounting records that are sufficient to show and explain the qualifying partnership's transactions and disclose with reasonable accuracy at any time the financial position of the qualifying partnership.

The general partner is also responsible for safeguarding the assets of the qualifying partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The Partnership's principal activity will be to invest in Public Private Partnership and Private Financial Initiative projects in the UK.

Review of the business and Results

The activity of the Partnership is to invest the amounts committed to the Partnership by its investors, to manage its existing investments, and to examine realisation and refinancing opportunities where these arise. During the year under review the Partnership did not trade. Accordingly, no Profit & Loss account is presented.

Future developments

The company will continue to invest in infrastructure assets to the extent of the commitment of its current investors. The Partnership will focus on the management of its portfolio to ensure that the projects are operated in accordance with the contractual obligations. It will also endeavour to improve the efficiency of the funding structures in order to enhance values.

Disclosure of information to auditors

So far as each of the Partners is aware, there is no relevant information that has not been disclosed to the Partnership's auditors and each of the Partners believes that all steps have been taken that ought to have been taken to make them aware of any relevant audit information and to establish that the Partnership's auditors have been made aware of that information.

General Partner's Report (continued)

Auditors

PricewaterhouseCoopers LLP have been appointed as auditors of the Partnership and have expressed their willingness to continue in office as auditors. A resolution to re-appoint them will be proposed at the next meeting of the Partnership.

The General Partner approved this report on .27. June 2018

For and on behalf of Matrix PFI GP Limited

General Partner

Independent Auditors' Report to the Partners of Matrix PFI Limited Partnership

Report on the Financial Statements

Opinion

In our opinion, Matrix PFI Limited Partnership's non-statutory financial statements:

- give a true and fair view of the state of the qualifying partnership's affairs as at 31 December 2017 and of its result for the year then ended; and
- 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).

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 2017; 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 qualifying partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

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

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

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 general partner 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 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.

Responsibilities for the financial statements and the audit

Responsibilities of the general partner for the financial statements

As explained more fully in the Statement of General Partner's Responsibilities set out on page 3, the general partner 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 general partner is also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the general partner is responsible for assessing the qualifying partnership'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 general partner either intends to liquidate the qualifying partnership 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.

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 opinion, has been prepared for and only for the members of the qualifying partnership as a body for as required under the Limited Partnership Agreement in accordance with our engagement letter dated 10 November 2017 and for no other purpose. We do not, in giving this opinion, 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, including without limitation under any contractual obligations of the qualifying partnership, save where expressly agreed by our prior consent in writing.

Other matter

We draw attention to the fact that these financial statements have not been prepared under section 394 of the Companies Act 2006 and are not the qualifying partnership's statutory financial statements.

PricewaterhouseCoopers LLP **Chartered Accountants**

Friend charge Coppers LLP

Edinburgh

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Balance Sheet

As at 31 December 2017

	2017 £	2016 £
Current assets		
Debtors - partner contributions due	1	1
Net assets	1	1
Financed by:		
Partners' Funds	1	1
Net assets	1	1

The financial statements on pages 6 to 7 were approved by the Partners on 27. June 2018... and were signed on their behalf by:

For and on behalf of Matrix PFI GP Limited

General Partner

Note to the Financial Statements

1. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, is set out below.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Partnership agreement and applicable Accounting Standards in the United Kingdom. The financial statements have been prepared on a going concern basis as the Limited Partnership's financial projections indicate that sufficient funds will be generated to allow ongoing obligations to be met as they fall due. The entity satisfies the criteria of being a qualifying partnership as defined in The Partnership (Accounts) Regulations 2008 and has taken the exemption in S.I 2008/569 part 2, section 7 which means it does not have to prepare statutory accounts.

2. Ultimate Parent Company

The immediate parent undertaking is Matrix PFI GP Limited, a company incorporated in Great Britain and registered in England & Wales.

The intermediate parent undertaking is BIIF Holdco Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of BIIF Holdco Limited consolidated financial statements can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The ultimate parent and controlling party is BIIF L.P. BIIF L.P. is owned by a number of investors having individual control.