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BIIF Holdco Limited

**Annual Report and Consolidated Financial Statements
For the year ended 31 December 2022**

Registered number 06704550



BIIF Holdco Limited

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BIIF Holdco Limited

Company Information

Directors: John Cavill
James Dawes

Company Secretary: Infrastructure Managers Limited

Registered Office: Cannon Place
78 Cannon Street
London
EC4N 6AF

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

BIIF Holdco Limited

Strategic Report (continued)

Year Ended 31 December 2022

The directors present their Annual Report and the audited Consolidated Financial Statements of BIIF Holdco Limited ("the Company") and its consolidated subsidiaries ("the Group") for the year ended 31 December 2022.

Purpose, Principal Objectives and Strategies

The Company's purpose is to invest in operational projects that deliver an income yield to investors. The principal activity of the Company was that of a holding company. The principal activity of the Group was the provision, operation and maintenance of various assets under the Private Finance Initiative ('PFI') and within regulated renewable energy markets.

Review of the Business

The results for the year are in line with management's current expectations with each of the Group's investments performing materially in line with the relevant financial model.

During the year, four projects reached maturity with their assets being either sold or handed back to the authorities in line with the terms of the individual project agreements. The projects were Bannockburn Homes Limited, which was previously held as an Investment Property, SD Marine Services Limited which was held as a Finance Debtor, Catchment Limited which was held as a Fixed Asset and Adams Campus Limited which was terminated earlier than modelled and was previously held as a Finance Debtor.

Current market trends in both energy prices and interest rates are having a material effect on the results of this reporting period. The turnover in the year shows a more than average increase and is in respect of the Group's assets held within the renewable energy markets. This sector has seen a substantial increase in prices during the year to December 2022, and in the first half of 2023 there has been a reversal of this trend. The effect on the Group of the rising interest rates has resulted in a significant decrease in the year end fair value of the financial derivative liabilities, with a gain for the current year of £51,892K (2021: 25,035K) recognised in the Statement of Comprehensive Income.

The results for the current year include an exceptional costs of £14,804K which represents an onerous contract provision, for one of the subsidiaries. The provision represents the total liability to the end of the concession period in 2028, however based on the current forecasts, which assume the error is not rectified, the subsidiary is not expected to trade beyond 2025. More details are included in note 1.

A prior period adjustment has been recognised in the current year. It was identified that the period used to calculate the fair value amortisation did not match the project maturity dates of the assets and has resulted in the annual amortisation being understated since acquisition in January 2009. The total adjustment is £15,070K. This also allowed a review of the accounting for the fair value on acquisition and on reflection it has been decided to disclose this as goodwill. The reclassification of fair value has no effect on the trading results and is a reallocation of amounts within the Statement of Financial Position for the year ended 31 December 2021. More details are included in note 26.

Future Developments

The directors intend for the business to continue to run the assets and hold its interests in the investments.

Key Performance Indicators

Group performance is measured on the basis of cash flows, both for shareholders and lenders. As with all companies in this sector, detailed cash flow projections are prepared to demonstrate the ability of the business to service its debt. Current projections demonstrate that the business can continue to maintain its debt service cover ratios at the base case levels agreed with the Group's lenders and will continue to pay returns to shareholders. As such the directors are satisfied that the Group's performance is in line with forecast and, therefore, consider the going concern basis of preparation to be appropriate.

Going Concern

The Group has received loans from external banks, which are secured against the cash flows from the Group's investments together with issued Eurobonds. The financial statements have been prepared on a going concern basis following an assessment of the financial viability of each of the Group's principal investments, and also the sources of cash flow projected to be available to service the portfolio debt obligations and meet the covenant ratios within the Group. This assessment indicates that although the Group currently has net liabilities, sufficient funds will be generated to allow ongoing obligations to be met as they fall due.

BIIF Holdco Limited

Strategic Report (continued)

Distributions from the PFI Senior Funding senior debt facility, covering 18 of the projects in the portfolio, have been adversely affected by the increase in corporation tax rates from 19% to 25% in 2023 as opposed to any underlying project performance. This has resulted in the project life cover ratios falling below the lock up level however, in March 2023 the directors accelerated the repayment of the senior debt in lieu of paying distributions, reducing overall risk. In due course this will return the facility to above lock up levels and normal distributions will be able to recommence. Cashflow projections for this facility indicate that there are sufficient funds available to continue servicing the debt, and the impact of this restriction is not significant to the results of the group. Again, directors have performed a reverse stress test analysis on the facility and have analysed the scenarios which would need to occur for the portfolio to be unable to service its debt in the next 12 months and be in breach of its covenant levels. Based on this analysis, the directors have no concerns and consider these scenarios to be highly unlikely, such that the risk to the group of breaching the default ratios is considered remote.

After making the assessment on going concern, the directors considered it appropriate to prepare the financial statements of the Company on a going concern basis. The Company has sufficient financial resources and liquidity in the current economic environment to continue operations for a period of at least 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Financial Risk Management

The Group is exposed to a variety of financial risks that include retail price indices, interest rate risk and liquidity risk. The Group has in place measures to limit the adverse effects of changes in these risks. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash deposits and proceeds from investment sums. The Group also invests in cash deposits at floating rates.

Objectives and policies

The Group's exposure to and management of interest rate risk, credit risk and liquidity risk are detailed below:

Interest rate risk

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

Inflation risk

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

Credit risk

Credit risk is the risk of financial loss to the Group if a customer, counterparty to a financial instrument or counterparty for facility management services, fails to meet their contractual obligations.

Credit risk is overseen by management, and arises mainly from:

- cash and cash equivalents.
- derivative financial instruments.
- credit exposures to amounts due from outstanding receivables; and
- other committed transactions with counterparties.

The Group's objective is to minimise credit risk to an acceptable level whilst not overly restricting the Group's ability to generate revenue and profit. It is the Group's policy to invest assets safely and profitably. Management monitors credit risk closely and considers that its current policies in managing the exposure to credit risk are appropriate.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of its key customers or counterparties. The Group's largest credit exposures are to public sector bodies and financial institutions. The amounts owed by the public sector bodies in the United Kingdom are considered to be a low credit risk by the Group. The counterparties for facility management are with well-established companies that operate several facility management contracts, and the Group considers these companies unlikely to default on their respective liabilities to the Group.

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Strategic Report (continued)

In determining whether a financial asset is impaired due to credit or counterparty risks, the Group takes account of:

- The fair value of the asset at the date of the Statement of Financial Position and, where applicable, the historic fair value of the asset.
- In the case of receivables, the counterparty's typical payment patterns; and
- In the case of other counterparty's, the current contract performance and the latest available information on the counterparty's credit worthiness.

Liquidity risk

The Group's liquidity risk is principally managed through financing the Group by means of long term borrowing.

Principal Risks and Uncertainties

The Group's activities are based on long-term contracts with public sector counterparties. There is a risk, arising from any future changes in political priorities, that the public sector may wish to terminate these contracts early. In most cases, the contracts have robust provisions which set out the basis on which investors will be compensated in the event of early termination at the request of the public sector. Where such provisions do not exist, termination and associated compensation is subject to mutual agreement. Overall, the directors consider the risk of material loss arising from widespread early termination of the projects to be low.

Another risk faced by the Group is the future cost of lifecycle expenditure. Each project has a lifecycle profile which is regularly reviewed and managed, to highlight and mitigate any potential adverse effects.

S172 Statement

The directors of the Group consider that they have adhered to the requirements of section 172 of the Companies Act 2006 (the 'Act') and have, in good faith, acted in a way that they consider would be most likely to promote the success of the Group for the benefit of its shareholder and have had regard to and recognised the importance of considering all stakeholders and other matters (as set out in s.172(1) (a-f) of the Act) in its decision making.

Taking into account the relative size of the Group, it is considered reasonable that the day to day decision making of the subsidiary assets is delegated to project directors, regularly reporting to the Group Board. This promotes full and effective interaction across all levels of the Group and supports the delivery of strategic and business objectives within a framework of best corporate governance practice.

The following paragraphs summarise how the Directors fulfil their duties:

Business conduct

The Group relies on maintaining a strong reputation. We ensure our values and ethics are aligned with our purpose and ways of working.

Our People

The Group is committed to being a responsible business with its behaviour aligned with expectations of society as a whole. Given the nature of the group there are very few employees, however, for the Group to succeed we need to manage their performance, develop and bring through talent while ensuring we operate as efficiently as possible. We must also ensure we share common values that inform and guide our behaviour, so we achieve the goals of the Group in the right way.

Business Relationships

The Board has an important relationship with Infrastructure Managers Limited ("IML"), the Company Secretary and a key stakeholder. IML, which is also a Group company, provides financial and operational management services to the Group. The project directors meet with the Board on a quarterly basis and information is provided at the meeting by the operational and financial management teams. This information will have regard to health and safety matters, the operational and financial performance of the project, planned major maintenance works and relationships with the client and the main subcontractors. The operational and financial management team make recommendations to the Board. These Board meetings are minuted and actions arising are monitored.

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Strategic Report (continued)

Community and Environment

The Group's approach is to create positive change for the people and communities with which we interact. The Board recognises that the Group is a key partner in the delivery of public infrastructure and encourages its partners in considering and delivering Environmental, Social and Governance ("ESG") values.

Shareholders

The Board is committed to openly engaging with their shareholders, as they recognise the importance of a continuing effective dialogue to ensure full understanding of Group strategy and objectives. The ultimate parent and controlling entity of the Group is BIIF LP. BIIF LP is owned by a number of professional investors and the directors of the company meet regularly with these investors to update them on the performance of the Group.

Principal decisions

The Board is focused on long-term predictable returns and risks across the business are carefully assessed and managed. The Group's principal risks and uncertainties are detailed earlier in the Strategic Report.

Examples of principal decisions made by the Board during the year ended 31 December 2022 were as follows:

Decision	Undertake detailed analysis on the impact of the early termination of a project.
Context	The commissioning authority served notice of termination on one of the projects in the Group.
Outcome	Agreement was reached on terms for early termination of the project during the year. A compensation payment was received and there was a capital disposal of a building.

Decision	Undertake detailed analysis on the impact of reaching the end of the concession period for relevant projects.
Context	A number of projects are nearing the end of their concession period. The implications need to be assessed in relation to the financial model for each project.
Outcome	The review identified areas where the financial models required updating or where clarification is required over the tax position.

Climate change

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

Approved by the board on 26 September 2023 and signed on its behalf by:

James Dawes
James Dawes (Sep 26, 2023 19:58 GMT+1)

James Dawes
Director

BIIF Holdco Limited

Directors' Report

The directors present their report and the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2022.

Results and Dividends

The consolidated profit after tax and minority interests in the financial year was £43,362K (2021: £6,284K). The result for the year will be transferred to reserves. The Company made a profit of £653K (2021: a loss of £1,989K) for the financial year.

No dividends (2021: £nil) were paid by the Company during the year.

Emissions and Energy Use

The Group and Company have a very limited direct impact on the environment and are not significant producers of greenhouse gas emissions. The Group consumed less than 40,000 kilowatt hours of energy in the financial year and are therefore exempt from the streamlined energy and carbon reporting disclosure requirements.

Financial Risk Management

See information provided in the Strategic Report.

Going Concern

See information provided in the Strategic Report.

Future Developments

See information provided in the Strategic Report.

Directors and their Interests

The directors in office during the year and up to the date of this report, shown on page 1, had no beneficial interest in the Company or its subsidiaries.

Disclosure of Information to Auditors

Each of the persons who is a director at the date of the 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.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General meeting.

The Directors' Report was approved by the board on 26 September 2023 and signed on its behalf by:


James Dawes (Sep 26, 2023 19:58 GMT+1)

James Dawes
Director

Registered number 06704550

BIIF Holdco Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and Group 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 prepared the Group and Company financial statements 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). 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 Group and Company and of the profit or loss of the Group and Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently.
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed for the Group and Company financial statements, subject to any material departures disclosed and explained in the financial statements.
- make judgments and accounting estimates that are reasonable and prudent; and
- 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 also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006 and as regards the Group financial statements, Article 4 of the IAS Regulation.

The Directors' Responsibilities were approved by the board on 26 September 2023 and signed on its behalf by:

James Dawes
James Dawes (Sep 26, 2023 19:58 GMT+1)

James Dawes
Director

BIIF Holdco Limited

Independent Auditors' Report to the members of BIIF Holdco Limited

Report on the audit of the financial statements

Opinion

In our opinion, BIIF Holdco Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the Group's and of the company's affairs as at 31 December 2022 and of the Group's profit and cash flows 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 Consolidated Financial Statements (the "Annual Report"), which comprise: the Consolidated and Company Statements of Financial Position as at 31 December 2022; the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Cash Flows, and the Consolidated and Company Statements 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 group 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.

Our audit approach

Overview

Audit scope

- The group comprises 164 components, being operating subsidiaries and intermediary holding companies, as well as joint ventures and associates.
- Our audit scope was tailored to provide appropriate coverage of the consolidated financial statements through audit procedures performed across the components by the group audit team.
- The components where we performed full scope audit work accounted for approximately 91% of the group's turnover, 79% of profit before tax and 80% of net assets
- All audit work was performed by the same engagement team in the UK.

Key audit matters

- Risk of incorrect recognition of turnover as a result of inappropriate calculation and allocation of the unitary charge (group)
- Carrying Value of Investments (parent)

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Independent Auditors' Report to the members of BIIF Holdco Limited

Materiality

- Overall group materiality: £8,962,450 (2021: 7,025,970) based on 5% of earnings before interest, tax, depreciation and amortisation ("EBITDA").
- Overall company materiality: £383,580 (2021: £387,050) based on 1% of total assets.
- Performance materiality: £6,721,837 (2021: £5,269,478) (group) and £287,685 (2021: £290,288) (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgment, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<i>Risk of incorrect recognition of turnover as a result of inappropriate calculation and allocation of the unitary charge (Group)</i> Through its subsidiaries, joint ventures and associates, the group has service concession arrangements with external parties for the design, construction, finance and maintenance of various public use assets including education facilities, railways, hospitals, roads, prisons and police stations. A significant proportion of the service concession arrangements are accounted for as finance debtors (as per note 12 and 13 of the financial statements), with amortisation and finance income recognised each year at a constant rate. The unitary charge payments received from customers for the service concession arrangements are allocated to turnover, finance income and the finance debtor amortisation. The allocation to turnover is calculated by applying a margin to the costs incurred in the operations and ongoing maintenance of the related asset. Due to the judgment required to estimate the margin over the life of the project and the significant impact that the allocation of the unitary charge has on key accounts: turnover, finance income, the finance debtor and any unitary charge control accounts ("UCCA"), including those most susceptible to fraudulent manipulation, we consider this risk to be a key area of audit focus.	Our audit addressed the risk as follows: In each project where such accounting is applied, we: - tested a sample of unitary charge payments received from the customer, agreeing to invoice and evidence of cash receipt and used this to determine an expectation for total value of payments received in the year; - compared the margin applied in the current year to the margin applied in the prior year. Where there was a material movement in the margin, we sought to understand and corroborate the factors that have driven this change. This included analysing the project financial models to establish any changes in trends for expected future costs which impact the lifetime margin of the project, and investigating unusual trends in key elements of the project forecasts; - recalculated the revenue recognised by applying the margin to qualifying costs incurred in the year ended 31 December 2022; - re-performed the allocation of the unitary payment between turnover, finance debtor amortisation, finance income and where applicable the UCCA and checked that the allocated amounts had been recognised appropriately. Our audit work did not identify any issues and we therefore concluded that there was no material misstatement in any of the impacted financial statement lines.

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Independent Auditors' Report to the members of BIIF Holdco Limited

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<i>Carrying Value of Investments (parent)</i> The company acts as a holding company for a portfolio of PFI investments. These investments are carried at cost. There is an inherent risk in such an entity that the carrying value of the investments could be impaired. As per note 10 of these financial statements, the Company's investment is in the share capital of two immediate subsidiaries, which each hold a portfolio of further holding companies and PFI project companies. As at 31 December 2022, the directors assessed the carrying value of the investments held by the Company. The directors designated a Valuations Committee to oversee the preparation of a discounted cash flow model, based upon forecast PFI project performance, to calculate the net present value ("NPV") of the investment portfolio. They compared this NPV to the carrying value of the investments in the financial statements. This assessment, by its nature, requires the use of judgements and estimates, and as a result was an area of focus for us in our audit.	We considered the process undertaken by the directors in concluding on the NPV of the portfolio, including the expertise of the members of the Valuation Committee and the approval process of the key assumptions and conclusions. We obtained the discounted cash flow model used by the directors to calculate the NPV of the investment portfolio. Our procedures over this model were as follows: - We compared the underlying forecast cash flows, for a sample of investments, to the individual project model. - We performed testing on a sample of the project models, including look-back tests to assess the models' historical forecasting accuracy. - For each of the key assumptions applied in the calculation of the discounted cash flows, including inflation rates and discount rates, we compared them to market expectations and independent sources. - We tested the mathematical and formulaic accuracy of the NPV calculation. - We used our knowledge of the underlying portfolio of investments to ensure that any specific issues or challenges on individual projects had been appropriately factored into the models for those projects. Our procedures did not identify any issues with the carrying value of the investments.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group comprises of 164 components, being operating subsidiaries and intermediary holding companies, as well as a number of joint ventures and associates. The principal activity of the majority of the operating subsidiaries is the provision, operation and maintenance of various assets under the Private Finance Initiative ('PFI'). The majority of the group's operations are within the UK, with two entities based in France. The group is partly funded by loan notes issued on the International Stock Exchange, issued by the Company and its subsidiary BIIF Issuerco.

None of the components are individually financially significant, however, we perform a full scope audit over 103 components.

All audit work was performed by the same engagement team within the UK.

The company BIIF Holdco Limited is a holding company for the two portfolio but is not itself a trading entity. We perform a full scope audit over the company.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the group's and company's financial statements.

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Independent Auditors' Report to the members of BIIF Holdco Limited

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	<i>Group financial statements</i>	<i>Company financial statements</i>
Overall materiality	£8,962,450 (2021: £7,025,970).	£383,580 (2021: £387,050).
How we determined it	5% of earnings before interest, tax, depreciation and amortisation ("EBITDA")	1% of total assets
Rationale for benchmark applied	EBITDA is a generally accepted performance benchmark which is commonly used by shareholders of groups with investment portfolios which are financed through debt. It is a benchmark that is closely correlated to the cash flows generated by the portfolio of investments. It is therefore considered the most appropriate benchmark for assessing materiality for the audit of the Group.	
	The principal operations of the Company are to operate as a holding company and to provide funding for its investments. We believe therefore that total assets is the primary measure used by the shareholders in assessing the performance and financial position of the entity, and is a generally accepted auditing benchmark.	

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £1,000 and £8,066,205. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2021: 75%) of overall materiality, amounting to £6,721,837 (2021: £5,269,478) for the group financial statements and £287,685 (2021: £290,288) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £448,123 (group audit) (2021: £351,299) and £19,179 (company audit) (2021: £20,300) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- assessing management's going concern models for reasonableness, including the review of the inputs and key assumptions used in those models;
- testing the underlying data generated to prepare the forecasted model and determined whether there was adequate support for the assumptions underlying the forecasts, including considering the accuracy of prior year forecasts;
- obtaining an understanding of the debt covenants associated with the loan facilities, and ensuring that the forecasts show that the group will remain in compliance with them;
- ensuring that there was sufficient cash available to repay the group debt liabilities in line with the terms of the debt in place; and
- reviewing managements going concern disclosures.

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 group's and the company's ability to continue as a going concern for

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Independent Auditors' Report to the members of BIIF Holdco Limited

a period of at least twelve months from when the financial statements are authorised for issue.

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

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

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

Reporting on other information

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

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

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, 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 group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

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Independent Auditors' Report to the members of BIIF Holdco Limited

Auditors' responsibilities for the audit of the financial statements

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

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

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

- Enquiries of management around known or suspected instances of non-compliance with laws and regulations, claims and litigation, and instances of fraud;
- Understanding of management's controls designated to prevent and detect irregularities;
- Review of board minutes;
- Challenging management on assumptions and judgements made in their significant accounting estimates, in particular in relation to the carrying value of investments; and
- Identifying and testing journal entries to assess whether any of the journals appeared unusual, impacting revenue and distributable reserves.

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

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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.

BIIF Holdco Limited

Independent Auditors' Report to the members of BIIF Holdco Limited

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 company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Paul Cheshire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh

Date 26 September 2023

BIIF Holdco Limited

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2022

		Year ended 31 Dec 2022		Restated Year ended 31 Dec 2021	
	Note	£000	£000	£000	£000
Turnover	2		371,628		351,735
Cost of sales			<u>(274,154)</u>		<u>(274,698)</u>
Gross profit			97,474		77,037
Operating expenses			(41,657)		(43,090)
Exceptional cost	17		(14,804)		-
Gain on sale of investment properties and assets			19,629		-
Gain on revaluation of investment properties			4,200		16,404
Operating profit			<u>64,842</u>		<u>50,351</u>
Net finance costs	3				
- Group interest receivable and payable		(69,816)		(61,817)	
- Fair value gain on derivatives		<u>51,892</u>		<u>25,035</u>	
			(17,924)		(36,782)
Share of results in joint ventures and associates	11		<u>17,055</u>		<u>10,555</u>
Profit before taxation	4		63,973		24,124
Tax on profit	7		(13,828)		(15,238)
Profit after taxation			<u>50,145</u>		<u>8,886</u>
Profit attributable to:					
Owners of the parent company			43,362		6,284
Non-controlling interests			6,783		2,603
Profit for the financial year			<u>50,145</u>		<u>8,887</u>
Other comprehensive income/(expense)					
Fair value movements on cash flow hedging instruments, net of tax					
- Group		29,786		18,054	
- Associates and joint ventures		<u>55,092</u>	84,878	<u>526</u>	18,580
Exchange differences on retranslation of subsidiary undertakings			850		(1,048)
Total comprehensive income for the year			<u>135,873</u>		<u>26,419</u>
Total comprehensive income for the year attributable to:					
Owners of the parent company			128,042		23,036
Non-controlling interests			<u>7,831</u>		<u>3,383</u>
			<u>135,873</u>		<u>26,419</u>

BIIF Holdco Limited

Consolidated and Company Statements of Financial Position

As at 31 December 2022

		Group	<i>Restated</i> Group	Company	Company
		31 Dec	31 Dec 2021	31 Dec 2022	31 Dec
	Note	2022			2021
		£000	£000	£000	£000
Fixed assets					
Tangible assets	8	182,543	213,531	-	-
Investment properties	8	73,000	68,800	-	-
Goodwill	9	138,752	159,559	-	-
Investments	10			34,547	34,547
Interests in joint ventures:	11				
Share of gross assets		1,498,199	1,569,107	-	-
Share of gross liabilities		(1,229,376)	(1,338,372)	-	-
Associates:	11				
Interest in associates		71,966	70,391	-	-
Total equity investments		340,789	301,126	-	-
		735,084	743,016	34,547	34,547
Current assets					
Investment properties	8	-	34,000	-	-
Debtors: due within one year	12	133,005	185,758	3,811	4,158
Debtors: due after more than one year	13	800,790	883,496	-	-
Cash in hand and at bank		284,657	252,799	-	-
		1,218,452	1,356,053	3,811	4,158
Creditors: amounts falling due within one year	14	(338,639)	(377,580)	-	-
Net current assets		879,813	978,473	3,811	4,158
Total assets less current liabilities		1,614,897	1,721,489	38,358	38,705
Creditors: amounts falling due after more than one year	15	(1,677,238)	(1,823,830)	(37,078)	(38,078)
Derivative financial instruments	16	(193,855)	(286,526)	-	-
Provision for liabilities and charges					
Onerous Contract	17	(14,804)	-	-	-
Deferred taxation	18	(62,040)	(73,780)	-	-
Net (liabilities)/assets		(333,040)	(462,647)	1,280	627

BIIF Holdco Limited

Consolidated and Company Statements of Financial Position

As at 31 December 2022

	Note	Group 31 Dec 2022 £000	Restated Group 31 Dec 2021 £000	Company 31 Dec 2022 £000	Company 31 Dec 2021 £000
Capital and reserves					
Called up share capital	19	-	-	-	-
Hedging reserve		(239,927)	(323,757)	-	-
Other reserves		47,640	49,145	-	-
Profit and loss account		(178,105)	(219,702)	-	-
At beginning of year		-	-	627	2,616
Profit/ (loss) for the year		-	-	653	(1,989)
At end of year		-	-	1,280	627
Total shareholders' (deficit)/funds		(370,392)	(494,314)	1,280	627
Non-controlling interests		37,352	31,667	-	-
		(333,040)	(462,647)	1,280	627

These financial statements on pages 15 to 54 were approved by the directors and authorised for issue on 26 September 2023 and are signed on its behalf by:

James Dawes
James Dawes (Sep 26, 2023 19:58 GMT+1)

James Dawes
Director
Company registration number: 06704550

BIIF Holdco Limited

Consolidated Statement of Changes in Equity

For the year then ended 31 December 2022

Group	Called up share capital	Profit and loss account (restated)	Hedging reserve	Other reserves		Non-controlling interests	Total equity
				Revaluation reserve	Foreign exchange reserve		
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
As at 1 January 2021 (as previously reported)	-	(195,891)	(341,557)	31,107	2,805	33,798	(469,738)
Prior period adjustment	-	(13,814)	-	-	-	-	(13,814)
<i>As at 1 January 2021 (restated)</i>	-	(209,705)	(341,557)	31,107	2,805	33,798	(483,552)
<i>Profit for the year</i>	-	-	-	-	-	-	-
<i>Other comprehensive income</i>	-	6,284	-	-	-	2,603	8,887
Fair value movements on cash flow hedging instruments, net of tax	-	-	17,800	-	-	780	18,580
Exchange differences on retranslation of subsidiary undertakings	-	-	-	-	(1,048)	-	(1,048)
	-	6,284	17,800	-	(1,048)	3,383	26,419
Dividends	-	-	-	-	-	(5,513)	(5,513)
<i>Transfers</i>	-	-	-	-	-	-	-
Revaluation of investment property	-	(16,404)	-	16,404	-	-	-
Gain on disposal of investment property	-	123	-	(123)	-	-	-
<i>Total comprehensive expense for the year</i>	-	(9,997)	17,800	16,281	(1,048)	(2,130)	20,906
As at 31 December 2021	-	(219,702)	(323,757)	47,388	1,757	31,668	(462,646)
<i>Profit for the year</i>	-	43,362	-	-	-	6,783	50,145
<i>Other comprehensive income</i>	-	-	-	-	-	-	-
Fair value movements on cash flow hedging instruments, net of tax	-	-	83,830	-	-	1,048	84,878
Exchange differences on retranslation of subsidiary undertakings	-	-	-	-	850	-	850
	-	43,363	83,830	-	850	7,831	135,873
Dividends	-	-	-	-	-	(6,267)	(6,267)
<i>Transfers</i>	-	-	-	-	-	-	-
Transfer between reserves	-	(14,875)	-	10,755	-	4,120	-
Revaluation of investment property	-	(4,200)	-	4,200	-	-	-
Gain on disposal of investment property	-	17,310	-	(17,310)	-	-	-
<i>Total comprehensive income for the year</i>	-	41,598	83,830	(2,355)	850	5,684	129,607
As at 31 December 2022	-	(178,105)	(239,927)	45,033	2,607	37,352	(333,040)

BIIF Holdco Limited

Company Statement of Changes in Equity

For the year then ended 31 December 2022

Company	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
As at 1 January 2021	-	2,616	2,616
Loss for the year	-	(1,989)	(1,989)
Total comprehensive expense for the year	-	(1,989)	(1,989)
As at 31 December 2021	-	627	627
Profit for the year	-	653	653
Total comprehensive income for the year	-	653	653
As at 31 December 2022	-	1,280	1,280

BIIF Holdco Limited
Consolidated Statement of Cash Flows
For the year ended 31 December 2022

		Year ended 31 Dec 2022	<i>Restated</i> Year ended 31 Dec 2021
	Note	£000	£000
Net cash from operating activities	20	209,671	160,080
Taxation		(12,039)	(1,118)
Net cash generated from operating activities		197,632	158,962
Investing activities			
Interest received		47,181	50,139
Dividends received		29,156	38,257
Purchase of tangible fixed assets		(71)	(2,758)
Proceeds from disposal of tangible fixed assets		29,000	-
Proceeds from disposal of investment property		34,000	318
Net cash generated from investing activities		139,266	85,956
Financing activities			
Interest paid		(111,362)	(112,788)
Repayment of bank borrowings and other loans		(212,819)	(130,037)
Capital repayments of loan amounts issued to joint ventures and associates		5,707	4,742
Receipt from loan amounts due from project companies in the Group under sub participation agreement from the bank		13,324	12,368
Net cash used in financing activities		(305,150)	(233,845)
Increase in cash and cash equivalents		31,750	19,203
Effect of exchange rates on cash and cash equivalents		108	(249)
Cash and cash equivalents at the beginning of the year		252,799	233,845
Cash and cash equivalents at the end of the year		284,657	252,799

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

1. Accounting policies

A summary of the principal Group Accounting Policies, all of which have been applied consistently throughout the year, are set out below.

Statement of compliance

BIIF Holdco Limited is a private company limited by shares incorporated in England. The Registered Office is Cannon Place, 78 Cannon Street London EC4N 6AF.

The Group's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Group for the year ended 31 December 2022.

Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments and in accordance with Companies Act 2006 and applicable Accounting Standards in the United Kingdom. The financial statements are prepared in sterling which is the functional currency of the Group and rounded to the nearest £'000.

The directors have taken advantage of the exemption available under section 408 of the Companies Act 2006 and have not prepared a statement of comprehensive income for BIIF Holdco Limited.

Going concern

The Group has received loans from external banks, which are secured against the cash flows from the Group's investments together with issued Eurobonds. The financial statements have been prepared on a going concern basis following an assessment of the financial viability of each of the Group's principal investments, and also the sources of cash flow projected to be available to service the portfolio debt obligations and meet the covenant ratios within the Group. This assessment indicates that although the Group currently has net liabilities, sufficient funds will be generated to allow ongoing obligations to be met as they fall due.

Distributions from the PFI Senior Funding senior debt facility, covering 18 of the projects in the portfolio, have been adversely affected by the increase in corporation tax rates from 19% to 25% in 2023 as opposed to any underlying project performance. This has resulted in the project life cover ratios falling below the lock up level however, in March 2023 the directors accelerated the repayment of the senior debt in lieu of paying distributions, reducing overall risk. In due course this will return the facility to above lock up levels and normal distributions will be able to recommence. Cashflow projections for this facility indicate that there are sufficient funds available to continue servicing the debt, and the impact of this restriction is not significant to the results of the group. Again, directors have performed a reverse stress test analysis on the facility and have analysed the scenarios which would need to occur for the portfolio to be unable to service its debt in the next 12 months and be in breach of its covenant levels. Based on this analysis, the directors have no concerns and consider these scenarios to be highly unlikely, such that the risk to the group of breaching the default ratios is considered remote.

After making the assessment on going concern, the directors considered it appropriate to prepare the financial statements of the Company on a going concern basis. The Company has sufficient financial resources and liquidity in the current economic environment to continue operations for a period of at least 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

Accounting policies (continued)

Method of consolidation – subsidiaries

On acquisition of a business, all the business' assets and liabilities that exist at the date of acquisition are recorded at their fair values. Initially, provisional fair values are allocated and these are finalised within twelve months of the date of control. All changes to those assets and liabilities and resulting gains and losses that arise after the Group has gained control of the subsidiary are charged to the post acquisition statement of comprehensive income. The purchase consideration is measured as the fair value of the assets given up or liabilities undertaken plus costs directly attributable to the acquisition. Goodwill is the excess purchase consideration over the fair value of the identifiable assets and liabilities acquired.

Subsidiaries are enterprises that are controlled by the Group over which it typically has in excess of 50% of the voting rights. The Group consolidates the results of the company and its subsidiaries. Subsidiary acquisitions are accounted for using the acquisition method of accounting. All inter-group transactions, balances and unrealised gains on transactions between Group entities have been eliminated in full.

Fair value adjustments which are made at the date of acquisition are amortised on a straight line basis over the period of the life of the underlying asset.

Uniform accounting policies are applied across all subsidiaries within the Group.

Method of consolidation – associates and joint ventures

Investments in associates and joint ventures are consolidated using the equity method. In arriving at the amounts to be included by the equity method, the same accounting policies as those of BIIF Holdco Limited are applied. Where practicable, associates and joint ventures are included on the basis of financial statements prepared for a period not more than three months before the Group's year end. Where the associate's or joint venture's accounting reference date is greater than three months prior to 31 December, the associates are consolidated based on the latest statutory accounts adjusted for management accounts to 31 December.

Associates are enterprises, other than joint ventures, that are not controlled by the Group, over which the Group generally has between 20% and 50% of the voting rights, or over which the Group has significant influence.

All balances and effects of transactions between each associate and joint venture and the Group have been eliminated to the extent of the Group's interest in the associate and joint venture.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

Accounting policies (continued)

Judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

i) Impairment of assets

The carrying value of those assets recorded on the Group's Statement of Financial Position at amortised cost could be materially reduced if the value of those assets were assessed to have been impaired. Impairment reviews are performed in the event that circumstances change which might indicate that an asset has been impaired. In principle, such impairment reviews consider the fair value and or value in use of the potentially impaired asset or assets and compares that with the carrying value of the asset or assets on the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Income Statement. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

ii) Accounting for service concession agreements

Accounting for the service concession contracts and finance debtors requires estimation of service margins, finance debtor interest rates and associated amortisation profiles which are based on forecast results of the contracts.

iii) Revaluation of investment property

The Group carries its investment property at fair value, with changes in fair value being recognised in the Statement of Comprehensive Income. The aggregate surplus or deficit is transferred to or from a revaluation reserve except where a deficit is deemed to represent a permanent impairment in the value of the property, in which event it is charged to the Statement of Comprehensive Income. The Group engages an independent valuation specialist to determine the fair value of the property, and the valuation relates to the year ended 31 December 2022. The property was revalued using a market approach based on vacant possession. The key assumptions used to determine the fair value of the investment property is further explained in note 7.

iv) Fair values for derivative contracts

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

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

Accounting policies (continued)

Taxation

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

Current or deferred taxation assets and liabilities are not discounted.

i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The directors periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

ii) Deferred tax

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

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

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

Turnover

Turnover represents the services share of the management services income received by the Group for the provision of a PFI asset to the customer. This income is received over the life of the concession period. Management service income is allocated between revenue and reimbursement of finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

Interest income

Interest income is recognised as interest accrues using the effective interest method.

Dividends

Dividends are recognised as income when the Group's right to receive payment is established.

Foreign currencies

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The assets and liabilities of overseas subsidiary undertakings are translated into the presentational currency at the rate of exchange ruling at the statement of financial position date. Income and expenses for each statement of comprehensive income are translated at exchange rates at the dates of transaction. All resulting exchange differences are recognised in other comprehensive income.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

Accounting policies (continued)

Accounting for PFI assets

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

i. Finance debtor

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

ii. Tangible fixed assets

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

iii. Investment properties

Investment properties are accounted for in accordance with FRS 102 Section 16 'Investment Property'. Investment properties are revalued every two to three years by an external qualified and registered property valuer and every other year the directors assess the carrying value in light of any changes in market conditions. The aggregate surplus or deficit is charged to the income statement; and no amortisation is provided in respect of long leasehold investment properties.

Goodwill

Goodwill arises on the business acquisitions and represents the excess of the cost of acquisition over the Group's interest in the net amount of the identifiable assets, liabilities and contingent liabilities of the acquired business.

Goodwill is measured at the cost less the accumulated amortisation and accumulated impairment losses. It is amortised on a straight-line basis over its useful life. Where reliable estimate of the useful life of goodwill or intangible assets cannot be made, the life is presumed not to exceed ten years.

Depreciation

On completion (date on which an availability certificate is issued), depreciation is charged on buildings on a straight line basis to the income statement over the useful economic life of each asset. The annual rates applied to each class of asset are:

Buildings	concession period 25 to 35 years – 2.9% to 4.0% straight line
Equipment	concession period 25 to 29 years straight line
	short life assets 3-4 years straight line and 12.5% – 33% reducing balance

Impairment

All assets, including financial assets, are reviewed for impairment annually at the reporting date. Where an indicator of impairment or objective evidence exists, an estimate of the asset's recoverable amount is made. An impairment loss is recognised in the income statement for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. This is at the individual project company level within the Group.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

Accounting policies (continued)

Government grants

Grants which relate to specific capital expenditure are accounted for using the accrual model. These are initially treated as deferred income and subsequently released to the income statement on a straight line basis over the asset's useful economic life. Other grants are recognised in the income statement when any associated performance conditions are met.

Deferred income

Deferred income also includes capital contributions towards the construction of fixed assets from the public sector counterparty on certain projects completed by the Group. These are accounted for using the accrual model and released to the income statement on a straight line basis over the life of the related asset.

Capital instruments

Shares are included in shareholder funds. Debt instruments, which contain an obligation to repay, are classified as liabilities. The finance costs recognised in the income statement in respect of capital instruments, other than shares, are allocated to periods over the operating life of the instrument to which they relate at a constant carrying amount in accordance with FRS 102 section 22.

Financial instruments

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

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

Debt instruments are subsequently measured at amortised cost.

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

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

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

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

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

Accounting policies (continued)

Hedge accounting

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

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

The companies within the group are at different stages in their negotiations with lenders to agree an amendment to both the loan and swap agreements to provide for the replacement of LIBOR, with an interest rate based on the Compounded Reference Rate. The Compounded Reference Rate will be SONIA (sterling overnight index average) plus a 5 day credit adjustment spread. The use of the same LIBOR replacement rate for both the loan and swap agreement means that the LIBOR Transition Amendments are materially net cash neutral for the companies and that the current hedge effectiveness continues.

Capital risk management

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

Company

Disclosure exemptions

The Company satisfies the criteria of being a qualifying entity as defined in FRS 102. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) The Company has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the Group and arise entirely from continuing operations. An analysis of revenue is given below:

	31 Dec 2022 £000	31 Dec 2021 £000
United Kingdom	363,089	341,564
European Union	8,539	10,171
Total revenue	<u>371,628</u>	<u>351,735</u>

3. Net finance costs

	31 Dec 2022 £000	31 Dec 2021 £000
Interest payable		
Interest payable on bank loans and overdrafts	(47,950)	(43,167)
Interest payable on Eurobond	(47,616)	(49,998)
Interest on long term bond	(10,999)	(6,736)
Other interest payable and similar items	(1,198)	(1,980)
Total interest payable and similar items	<u>(107,763)</u>	<u>(101,881)</u>
Interest receivable		
Bank interest receivable	847	38
Other interest receivable	5,598	4,679
Finance debtor interest receivable	31,502	35,347
Total interest receivable	<u>37,947</u>	<u>40,064</u>
Net interest payable and similar items	<u>(69,816)</u>	<u>(61,817)</u>

BIIF Holdco Limited
Notes to the financial statements
For the year ended 31 December 2022

4. **Profit before taxation**

	31 Dec 2022 £000	<i>Restated</i> 31 Dec 2021 £000
Profit before taxation is stated after charging:		
Depreciation of tangible fixed assets	19,373	17,378
Amortisation of fair value adjustments	29,523	31,467
Gain on disposal of tangible fixed assets	19,629	-
Gain on disposal of investment properties	-	43
Gain on revaluation of investment properties	4,200	16,404
Wages and salaries	8,649	8,371
Social security costs	1,047	912
Other pension costs	1,331	1,146
 Fees payable to the Company auditors for the audit of the parent company, subsidiary companies and consolidated financial statements (parent company: 2022: £4K 2021: £4K)	 1,128	 1,049
Fees payable to the company auditors for other services		
- Non-audit related services	75	-
- Tax compliance and advisory services	33	343

None of the directors of the Company received any remuneration from the Group during the year (2021: £nil). Attention is drawn to the payments made to certain directors of subsidiary undertakings disclosed in note 22.

5. **Employees and directors**

Group

The average monthly number of persons employed by the group during the year was:

	31 Dec 2022 No.	31 Dec 2021 No.
Operations	49	47
Finance management	42	44
Asset and advisory	13	13
Other	16	14
	<u>120</u>	<u>118</u>

Company

The company had no employees during 2022 or 2021.

6. **Results of holding company**

A Company profit of £653K (2021: loss of £1,989K)) is included in the group financial statements of BIIF Holdco Limited. The directors have taken advantage of the exemption available under section 408 of the Companies Act 2006 and have not presented a Statement of Comprehensive Income for the Company.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

7. Tax on profit

	31 Dec 2022 £000	Restated 31 Dec 2021 £000
Current tax		
UK corporation tax on profit for the year	9,297	8,669
Adjustments in respect of prior periods for subsidiary companies	(1,150)	(4,576)
Current tax on profit	8,147	4,093
Deferred tax		
Origination and reversal of timing differences	3,673	6,821
Adjustments in respect of prior periods for subsidiary companies	(602)	(88)
Impact of change in tax rate	2,610	4,412
Total deferred tax charge	5,681	11,145
Tax on profit on ordinary activities	13,828	15,238

The tax assessed for the year is higher than (2021: higher than) the standard rate applying in the UK (19.00%) (2021: 19.00%). The differences are explained below:

	31 Dec 2022 £000	Restated 31 Dec 2021 £000
Group profit before tax	63,973	24,124
Profit before tax at the UK tax rate 19.00% (2021: 19.00%)	12,155	4,584
Effects of:		
Income/(expenses) not deductible for tax purposes	(3,683)	6,367
Losses utilised	701	168
Adjustment in respect of prior year tax charge	(1,752)	(4,664)
Non-trading transfer pricing adjustment	3,797	4,371
Effect of rate change	2,610	4,412
Tax on profit on ordinary activities	13,828	15,238

BIIF Holdco Limited
Notes to the financial statements
For the year ended 31 December 2022

8. Tangible fixed assets - Group

	Buildings £000	Equipment £000	Total £000
Cost or valuation			
As at 1 January 2022	314,626	133,194	447,820
Additions	-	71	71
Disposals	(20,042)	(24,863)	(44,905)
Foreign exchange translation adjustment	-	2,632	2,632
As at 31 December 2022	294,584	111,034	405,618
Accumulated depreciation			
As at 1 January 2022	148,502	85,787	234,289
Charge for the period	11,529	7,844	19,373
Disposals	(8,499)	(23,442)	(31,941)
Foreign exchange translation adjustment	-	1,354	1,354
As at 31 December 2022	151,532	71,543	223,075
Net book value			
As at 31 December 2022	143,052	39,491	182,543
As at 31 December 2021	166,124	47,407	213,531

Included in the total net book value of tangible fixed assets is £18,399K (2021: £19,613K revised) in respect of interest capitalised. Depreciation for the year on these assets was £547K (2021: £710K).

Company

The Company had no tangible fixed assets at 31 December 2022 (2021: none).

Investment properties - Group	Land & Buildings £000
Cost or valuation	
As at 1 January 2022	102,800
Disposals	(34,000)
Revaluation	4,200
As at 31 December 2022	73,000

The Group holds a commercial investment property.

The property was revalued using a market approach on a vacant possession basis as at 31 December 2022 in January 2023 by David Ingham a member of the Royal Institution of Chartered Surveyors on behalf of CBRE. The valuation has been recognised in the financial statements to 31 December 2022. When carrying out the valuation the following assumptions have been made:

- A) An equivalent yield of 5.75%
- B) A reversionary yield of 6.52%
- C) Capital value of £5,655.40 per sq m (£525.40 per sq ft)

Company

The Company had no investment properties at 31 December 2022 (2021: none).

BIIF Holdco Limited
Notes to the financial statements
For the year ended 31 December 2022

9. **Goodwill**

Group

Cost

*Restated
Total
£000*

As at 1 January 2022 and 31 December 2022

463,534

Amortisation

As at 1 January 2022

303,975

Charge for year

20,807

As at 31 December 2022

324,782

Carrying amount

As at 31 December 2022

138,752

As at 31 December 2021

159,559

10. **Investments**

The Group had no fixed asset investments at 31 December 2022 (2021: none)

Company

Investments

**Total
£000**

Cost

As at 1 January 2022 and 31 December 2022

37,621

Impairment

As at 1 January 2022

3,074

Impairment losses

-

As at 31 December 2022

3,074

Carrying amount

As at 31 December 2022

34,547

As at 31 December 2021

34,547

Subsidiaries, associates and other investments

The Company owns 100% of the issued share capital of BIIF Holdco II Limited and BIIF Issuerco Limited. Both investments are held at cost with an impairment applied against the carrying value of the investment in BIIF Holdco II Limited.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

11. Investments – Group

Interests in joint ventures and associates

	Joint ventures £000	Associates £000	Loans to joint ventures £000	Loans to associates £000	Total £000
Cost or valuation					
As at 1 January 2022	84,659	52,769	146,076	17,622	301,126
Additions	-	-	943	828	1,771
Share of retained profits	15,818	1,237	-	-	17,055
Dividends receivable	(23,622)	(5,534)	-	-	(29,156)
Movement on hedge reserve	49,780	5,312	-	-	55,092
Foreign exchange movement	120	23	465	-	608
Repayment of loan	-	-	(5,416)	(291)	(5,707)
As at 31 December 2022	126,755	53,807	142,068	18,159	340,789

The following additional information is provided in respect of equity accounted investments:

	Share of Revenue £000	Share of non- current assets £000	Share of current assets £000	Share of non-current liabilities £000	Share of current liabilities £000	Share of net assets £000
31 December 2022						
Joint ventures	141,245	1,261,167	237,032	1,103,463	125,913	268,823
Associates	55,793	194,256	64,358	161,664	24,984	71,966
31 December 2021						
Joint ventures	131,256	1,343,394	225,713	1,253,506	84,866	230,735
Associates	51,355	213,276	62,376	180,260	25,001	70,391

Investments in Group undertakings are stated at amortised cost and are listed in note 27 and 28. The directors consider that to give full particulars of all subsidiaries would lead to a statement of excessive length.

The Group accounts for an investment as an associate when it has significant influence but not control. This is typically demonstrated when the Group nominates one or more directors to the board of the investment. Where the shareholder agreements stipulate that all shareholders with board representation must consent to the approval of key matters the Group designates the investment to be a joint venture, even if the equity holding is not 50%.

BIIF Holdco Limited
Notes to the financial statements
For the year ended 31 December 2022

12. Debtors: amounts falling due within one year

	Group	Group	Company	Company
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
	£000	£000	£000	£000
Trade debtors	21,606	13,858	-	-
Finance debtor	36,980	92,011	-	-
Sub participation amounts due (note 13)	16,161	13,961	-	-
Prepayments and accrued income	41,845	47,804	-	-
Other debtors	16,413	18,124	3,811	4,158
	133,005	185,758	3,811	4,158

Refer to note 25 for further information in relation to credit risk exposure in the Group.

13. Debtors: amounts falling due after one year

	Group	<i>Restated</i> Group	Company	Company
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
	£000	£000	£000	£000
Sub participation amounts due	115,379	130,905	-	-
Finance debtor	612,210	650,715	-	-
Derivative financial instruments	31,616	43,432	-	-
Deferred tax asset (note 18)	41,585	58,444	-	-
	800,790	883,496	-	-

Sub participation amounts due represents debt due from project companies in the Group, which were the subject of a sub participation agreement from the bank to the Company. These loans are secured by a fixed and floating charge over all the assets, rights and undertakings of the individual project companies. They bear interest at a range of rates between a minimum of LIBOR plus 1.84% and a maximum of a fixed swap rate plus margin of 7.45%.

The companies within the group have agreed with the lenders to replace the LIBOR reference in the loan and swap agreements with SONIA from 9 February 2023, adjusted for a historic credit adjustment spread of 0.2766% per annum.

14. Creditors: amounts falling due within one year

	Group	<i>Restated</i> Group	Company	Company
	31 Dec 2022	31 Dec 2021	31 Dec 2022	31 Dec 2021
	£000	£000	£000	£000
Trade creditors	15,004	12,777	-	-
Accruals	179,660	150,612	-	-
Corporation tax	7,263	11,416	-	-
Other taxes and social security costs	8,705	6,159	-	-
Bank loans and overdrafts (note 15(a))	94,926	147,154	-	-
Eurobond (note 15(b))	12,500	20,000	-	-
Guaranteed secured bonds (note 15(c))	6,974	8,154	-	-
Zero coupon bond (note 15(d))	-	6,748	-	-
Other loans (note 15(e))	2,814	2,602	-	-
Other creditors (note 15(f))	10,046	10,476	-	-
Deferred income (note 15(g))	747	1,482	-	-
	338,639	377,580	-	-

BIIF Holdco Limited
Notes to the financial statements
For the year ended 31 December 2022

15. Creditors: amounts falling due after one year

	Group 31 Dec 2022 £000	Group 31 Dec 2021 £000	Company 31 Dec 2022 £000	Company 31 Dec 2021 £000
Bank loans and overdrafts (note 15(a))	966,902	1,074,205	-	-
Eurobond (note 15(b))	564,520	597,020	37,078	38,078
Guaranteed secured bonds (note 15(c))	104,777	107,965	-	-
Other loans (note 15(e))	1,316	2,367	-	-
Other creditors (note 15(f))	8,847	7,586	-	-
Deferred income (note 15(g))	30,876	34,687	-	-
	<u>1,677,238</u>	<u>1,823,830</u>	<u>37,078</u>	<u>38,078</u>

The repayment of bank and other loans is due as follows:

Group	31 Dec 2022 £000	31 Dec 2021 £000
Due within one year	97,740	149,755
Due in two to five years	669,904	719,717
Due in over five years	298,314	356,856
	<u>1,065,958</u>	<u>1,226,328</u>

Company

The Company did not have any bank or other loans at 31 December 2022 (2021: none).

Group

(a) Bank loans

The total amount drawn down under bank loans at the year end was £1,015,225K (2021: £1,162,791K). Costs of £20,131 (2021: £17,278K) have been set off against the total loan drawdowns, with a charge for the year of £2,853K (2021: £2,738K) included in the income statement, as part of interest payable on bank loans.

An amount of £706,343K (2021: £771,542K) relates to senior banking facilities. The first facility of £247,079K (2021: £255,271K) relates to the finance of 18 PFI projects which fully amortises on 30 September 2035. The Group has interest rate swap arrangements and under these arrangements the Group receives interest on a variable basis and pays interest at a fixed rate of 8.55%. The second facility £459,264K (2021: £516,271K) was refinanced in February 2020 and is split into 3 facilities which fully amortise in 2037. The Group has entered into interest rate swap arrangements and under these arrangements the group receives interest on a variable basis and pays interest at rates between 2.496% - 2.948%. The second facility includes a loan that is RPI linked and the principal balance on this loan is adjusted for the increase in the Retail Price Index every six months. The un-indexed principal balance outstanding at 31 December 2022 is £108,549K (2021: £125,556K). The senior banking facilities are secured against the cash flows from the Group's equity and loan investments and have principal payments due at six monthly intervals.

The remaining facilities relate to borrowings held by individual project subsidiary companies and they are secured by way of fixed and floating charges over the assets of the specific project company which holds the borrowings. Maturity of these facilities ranges from 2023 to 2035. Interest payable on the Group's bank loans ranges from rates of 5.11% to 7.99%.

As at 5 September 2023 all companies within the group had agreed with the lenders to replace the LIBOR reference in the loan and swap agreements with SONIA, adjusted for a historic credit adjustment spread.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

15. Creditors: amounts falling due after one year (continued)

(b) Eurobonds

A subsidiary in the Group has in issue a Eurobond, listed on the Channel Islands Securities Exchange, totalling £539,942K (2021: £578,942K) which was subscribed for in full by the ultimate parent entity, BIIF LP. This Eurobond bears interest at 8% per annum and falls due for repayment on 31 December 2045.

The Company has in issue a Eurobond, listed on the Channel Islands Securities Exchange totalling £37,078K (2021: £38,078K) which was subscribed for in full by the ultimate parent entity, BIIF LP. This Eurobond bears interest at 8% per annum and falls due for repayment on 31 December 2045.

(c) Guaranteed secured bonds

A subsidiary has issued, at par value, £75,823K (2021: £75,057K) 3.443% index-linked guaranteed secured bonds due 2004-2036. The bond is secured by way of a fixed and floating charge over the assets of the subsidiary and two immediate holding companies. Both the interest and principal balances are adjusted for the increase in the Retail Price Index at six monthly intervals, which cumulatively at 31 December 2022 amounted to 92.31% (2021: 75.91%).

A subsidiary has issued £35,928K (2021: £41,062K) 7.12% secured bonds which are due 2028. The bond is secured by way of a fixed and floating charge over the assets of the subsidiary.

(d) Zero coupon bond

A subsidiary company had in issue a zero coupon bond which was settled during the year (2021: £8,000K).

The maturity profile of all bonds is as follows:

	31 Dec 2022 £000	31 Dec 2021 £000
Amounts repayable in one year or less or on demand	19,547	34,978
Amounts falling due within one to five years	98,593	94,725
Amounts falling due after five years	571,162	610,790
	689,302	740,493
Unamortised finance costs associated with the bond issue	(531)	(606)
	688,771	739,887
Included within creditors: amounts falling due within one year	(19,474)	(34,902)
Amounts falling due after one year	<u>669,297</u>	<u>704,985</u>

(e) Other loans (all unsecured)

A subsidiary in the Group has issued loan notes totalling £1,664K (2021: £1,457K) which bear interest at 13.5%. Of this balance, £1,377K (2021: £1,170K) represents unpaid interest on the loan notes and is due for payment within twelve months. The loan balance falls due for payment on 31 March 2032.

A subsidiary in the Group has issued a £87K (2021: £77K) loan stock instrument. The loan bears a Coupon of 13.5% per annum and payment of capital falls due in the year 2035. The Coupon on the principal amount accrues daily and is payable on 30 September and 31 March each year. The amount is charged to the income statement as interest falls payable. The sum was advanced under a subordinated loan agreement and is, therefore, unsecured and would rank alongside ordinary creditors in the event of a winding up.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

15. Creditors: amounts falling due after one year (continued)

The same subsidiary also issued a £172K (2021: £166K) subordinated loan note issued at a price of 20 pence for each £1 in nominal value of loan stock held. The loan bears a Coupon of 13.5% per annum and payment of capital falls due in the year 2035. The Coupon on the principal amount accrues daily and is payable on 30 September and 31 March each year. The sums were advanced under a subordinated loan agreement and rank alongside ordinary creditors but above the loan stock detailed above in the event of a winding up.

The same subsidiary also issued a £267K (2021: £267K) subordinated loan note. The loan bears a Coupon of 13.5% per annum and payment of capital falls due in the year 2035. The Coupon on the principal amount accrues daily and is payable on 30 September and 31 March each year. The sums were advanced under a subordinated loan agreement and rank alongside ordinary creditors but above the loan stock detailed above in the event of a winding up.

A subsidiary in the Group has issued an unsecured loan with a value of £675K (2021: £678K) which is due for repayment in 2037 and bears interest at 13.04%.

A subsidiary in the Group has issued loan stock with a value of £699K (2021: £699K) bearing interest at 13% per annum. Of this balance, £23K (2021: £23K) represents unpaid interest on the loan notes and is due for payment within twelve months. The principal is repayable in full in February 2036.

A subsidiary in the Group has issued loan stock with a value of £566K (2021: £1,602K). The loan stock bears interest at the rate per annum determined by the lender which will be calculated according to the aggregate of margin, LIBOR, and mandatory costs. The debt is repayable in 41 consecutive six monthly instalments, the first of which was repaid in August 2002 with the final instalment due on 31 August 2023.

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

A subsidiary in the Group has issued loan stock with a value of £nil (2021: £24K). The loan stock bears interest at 8.5%.

(f) Other creditors

Included in other creditors is a decommissioning provision of £739K (2021: £672K) which provides for the future costs of decommissioning a wind farm. The provision has been discounted at an annual rate of 4% and this discount is charged to the Statement of Comprehensive Income until 2027, the estimated date of decommissioning.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

15. Creditors: amounts falling due after one year (continued)

(g) Deferred income

	31 Dec 2022 £000	31 Dec 2021 £000
Group		
As at 1 January	36,169	39,969
Arising during the year	-	51
Amortised during the period	(4,281)	(3,038)
Foreign exchange translation adjustment	(265)	(813)
As at 31 December	<u>31,623</u>	<u>36,169</u>

Deferred income is divided as follows:

- In 13 projects, on completion of construction of the facilities, the public sector client made payments to the respective project companies (Eastbrook Facilities Limited, GH Newham Limited, GH Bodmin Limited, Kintra Limited, Bannockburn Homes Limited, KE Project Limited, LH Project Limited, Machrie Limited, NewSchools (Penweddig) Limited, Connect A50 Limited, Infrastructure Investors Castlehill Limited and Blackshaw Healthcare Services Limited) as a contribution to the capital cost of the works. These contributions were deferred and will be amortised over the life of the project. The balance as at 31 December 2022 was £16,795K (2021: £19,229K).
- £5,680K (2021: £6,252K) in respect of funding grants which will be amortised over the lifetime of the PFI concession contract.
- £3,144K (2021: £3,484K) received following the arrangement of an RPI SWAP which will be amortised over the lifetime of the contract.
- £6,004K (2021: £7,204K) in respect of asset renewal underspend.

Of the balance at the year end, it is expected that £747K (2021: £1,482K) will be realised within 12 months and £30,876K (2021: £34,687K) will be realised after 12 months.

16. Derivative financial instruments

	Group 31 Dec 2022 £000	Group 31 Dec 2021 £000	Company 31 Dec 2022 £000	Company 31 Dec 2021 £000
<i>Liabilities</i>				
Interest rate swaps	53,557	158,698	-	-
RPI swaps	140,298	127,828	-	-
	<u>193,855</u>	<u>286,526</u>	<u>-</u>	<u>-</u>

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17. Provisions for liabilities

Onerous contract provision

Group	31 Dec 2022 £000	31 Dec 2021 £000
As at 1 January	-	-
Provision provided for in year	14,804	-
As at 31 December	<u>14,804</u>	<u>-</u>

In one of the subsidiaries an onerous contract provision was recognised of £14,804K, of which £1,405K is expected in less than one year. This provision is in relation to an identified calculation error in the re-basing of the pricing which was incorporated in a prior contract variation and which results in the income to the subsidiary significantly reducing from the originally contracted position from September 2023. The provision represents the total liability to the end of the concession period in 2028, however based on the current forecasts, which assume the error is not rectified, the subsidiary is not expected to trade beyond 2025.

18. Deferred taxation

Group	31 Dec 2022 £000	31 Dec 2021 £000
As at 1 January	(15,336)	469
Adjustment in respect of prior year deferred tax charge	11,106	5,507
Revised balance as at 1 January	<u>(4,230)</u>	<u>5,976</u>
Movement through other comprehensive income	(9,964)	(10,166)
Deferred tax (charge)/ credit for the year	(6,261)	(11,146)
As at 31 December	<u>(20,455)</u>	<u>(15,336)</u>
Analysis of deferred tax balances:		
Accelerated capital allowances	(56,204)	(72,359)
Derivatives	24,301	36,389
Other timing differences	9,061	11,808
Losses	2,387	8,826
	<u>(20,455)</u>	<u>(15,336)</u>
Deferred tax asset	41,585	58,444
Deferred tax liability	(62,040)	(73,780)
	<u>(20,455)</u>	<u>(15,336)</u>

The Group has an un-provided deferred tax asset of £18,992K (2021: £23,386K). The deferred tax asset arises on unrelieved losses within certain Group companies. This asset would be recoverable if the Group companies made sufficient taxable profits in future periods against which the losses could be offset.

BIIF Holdco Limited
Notes to the financial statements
For the year ended 31 December 2022

19. **Called up share capital**

Group and Company	31 Dec 2022	31 Dec 2021
	£	£
Authorised		
100 Ordinary shares of £1 each	<u>100</u>	<u>00</u>
Issued, called up and fully paid		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

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

20. **Net cash flow from operating activities**

Reconciliation of profit to net cash (outflow)/inflow from operating activities	31 Dec 2022	<i>Restated</i> 31 Dec 2021
	£000	£000
Operating profit	64,842	50,352
Revaluation of investment property	(4,200)	(16,404)
Gain on sale of the investment property	-	(43)
Gain on the disposal of fixed assets	(19,629)	-
Depreciation charge	19,373	17,378
Amortisation of fair value adjustments	20,807	22,751
Amortisation of deferred income	(4,546)	(3,851)
Foreign exchange	(1,992)	2,418
Decrease in debtors	83,447	57,464
Increase in creditors	36,765	30,045
Increase in provisions – onerous contracts	14,804	-
Net cash inflow from operating activities	<u>209,671</u>	<u>160,080</u>

21. **Reconciliation of cash and cash equivalents**

Cash and cash equivalents comprise the following:

	1 Jan 2022	Cash flow	Non- cash	31 Dec 2022
	£000	£000	movements	£000
			£000	
Cash in hand and at bank	<u>252,799</u>	<u>31,858</u>	<u>-</u>	<u>284,657</u>
Debt payable: within one year	(157,910)	53,196	-	(104,714)
Debt payable: after one year	(1,815,891)	158,362	(1,333)	(1,658,862)
	<u>(1,973,801)</u>	<u>211,558</u>	<u>(1,333)</u>	<u>(1,763,576)</u>
Loan payments: receivable within one year	13,961	2,200	-	16,161
Loan payments: receivable after one year	130,905	(15,526)	-	115,379
	<u>144,866</u>	<u>(13,326)</u>	<u>-</u>	<u>131,540</u>
Total	<u>(1,576,136)</u>	<u>230,090</u>	<u>(1,333)</u>	<u>(1,347,379)</u>

The non-cash movements are in respect of effective interest rate charges and fair value amortisation.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

22. Related party transactions

The Group paid £50K (2021: £48K) to the Sodexo Group for the services of the Sodexo employees as directors to HpC King's College Hospital (Holdings) Limited, a subsidiary of the Group in which Sodexo hold a minority interest. At 31 December 2022, £nil (2021: £nil) remained outstanding.

Sodexo Group also manage the lifecycle and estate services for HpC Kings College Hospital (Holdings) Limited, a subsidiary of the Group in which the Sodexo Group hold a minority interest. The amount charged for these services was £1,640K (2021: £1,572K). At 31 December 2022, £60K (2021: £22K) remained outstanding.

A director of Innovate East Lothian Limited is also a director of FES Limited. FES Limited is the holder of loan notes issued by Innovate East Lothian Limited totalling £439K (2021: £433K) and loan notes issued by Innovate East Lothian (Holdings) Limited totalling £87K (2021: £77K).

The Group has subcontracted the design, build, operation and maintenance of Alert Communications Group Holdings Limited to Babcock Communications Limited, a company which, through an intermediary holding company, holds a minority interest in Alert Communications Group Holdings Limited. During the year Alert Communications Limited was invoiced £5,885K (2021: £5,462K) by Babcock Communications Limited in connection with operation and maintenance fees. At 31 December 2022, £879K (2021: £902K) remained outstanding.

Veolia manage the operational activities of Catchment Limited, Catchment Moray Limited and Catchment Tay Limited, subsidiaries of the Group in which Veolia Group hold a minority interest. The total invoices raised in the year in respect of these services amounted to £17,539K (2021: £18,539K). At 31 December 2022, £2,711K (2021: £3,284K) remained outstanding.

Balfour Beatty Investments Limited, a subsidiary of Balfour Beatty plc, is employed under a Secondment Arrangement with Connect A50 Limited for the provision of managerial staff. The value of the services provided in the year was £260K (2021: £236K). At 31 December 2022, £nil (2021: £nil) remained outstanding.

Balfour Beatty Infrastructure Services Limited, a subsidiary of Balfour Beatty plc, is employed under a contract with Connect A50 Limited for the provision of technical supervision and maintenance of a roadway. The value of the contract in the year was £6,115K (2021: £7,800K). At 31 December 2022, £nil (2021: £572K) remained outstanding.

The Group has subcontracted the design, build, operation and maintenance of Societe Des Bus Hybrids Dijonnais to Heuliez Bus, a company which holds a minority interest in Societe Des Bus Hybrids Dijonnais. During the year Societe Des Bus Hybrids Dijonnais was invoiced £598K (2021: £3,222K) by Heuliez Bus for these services. At 31 December 2022, £nil (2021: £nil) remained outstanding.

The Group has subcontracted the design, build, operation and maintenance of Helios B to Engie Group, a company which holds a minority interest in Helios B. Engie Group also receives a reimbursement of the costs of a corporate guarantee. During the year Helios B was invoiced £2,819K (2021: £2,504K) by Engie Group in connection with these services. At 31 December 2022 £300K (2021: £1,171K) remained outstanding.

23. Parent undertaking and ultimate controlling party

The ultimate parent and controlling entity is BIIF LP. BIIF LP is owned by a number of investors, with no one investor having individual control.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

24. Pension

A subsidiary of the Group operates a defined contribution pension scheme for its employees.
The amount recognised as an expense in the statement of comprehensive income was:

	31 Dec 2022 £000	31 Dec 2021 £000
Current year contributions	<u>1,331</u>	<u>1,146</u>

25. Financial instruments

(a) Carrying amount of financial instruments

	31 Dec 2022 £000	<i>Restated</i> 31 Dec 2021 £000
Assets measured at amortised cost	831,733	956,257
Assets measured at cost less impairment	340,789	301,126
Assets measured at fair value	31,616	43,432
Liabilities measured at fair value through profit and loss (note 16)	(193,855)	(286,526)
Liabilities measured as amortised cost	<u>(1,754,729)</u>	<u>(1,966,215)</u>

(b) Financial instruments measured at fair value

Derivative financial instruments

The fair value of interest rate swaps is based on valuations provided by the swap counterparties. Those valuations are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

The interest rates used to discount estimated cash flows, where applicable are based on market interest rates.

The fair value of RPI swaps is based on valuations provided by the swap counterparties. Those valuations are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market forecast inflation rates.

The amount of change in fair value attributable to own credit risk cannot be measured reliability.

The derivative contracts used by the Group are typical for PFI projects. Where projects are debt-funding, interest on the loan is calculated by reference to a floating rate. Interest rate swaps hedge SONIA fluctuations and mitigate the risk that debt interest costs will fluctuate as SONIA fluctuates. The full amount of the senior debt service payment is hedged in this way.

RPI swaps are used to hedge fluctuations in the inflation index which is relevant for the project. Low inflation would otherwise cause a shortfall in cash with which to make senior debt service payments. RPI swaps are structured in such a way to ensure that any volatility in cash flow for senior debt service that could arise due to inflation fluctuations is effectively neutralized.

Interest rate swaps and RPI swaps, where used, are conditions imposed on the PFI project company by the senior debt provider to ensure stability in cash flows.

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

25. Financial instruments (continued)

(c) Hedge accounting

The following table indicates the periods in which the cash flows associated with cash flow hedging instruments are expected to occur and affect profit and loss as required by FRS 102.29(a) for the cash flow hedge accounting models:

	Carrying amount £000	Expected cash flows £000	1 year or less £000	1 year or more £000
As at 31 December 2022				
Interest rate swaps:				
Assets	31,616	31,616	-	31,616
Liabilities	(53,557)	(53,557)	(4,911)	(48,646)
RPI swaps:				
Liabilities	(140,298)	(140,298)	(12,864)	(127,434)
<i>Restated</i>				
As at 31 December 2021				
Interest rate swaps:				
Assets	43,432	43,432	-	43,432
Liabilities	(158,698)	(158,698)	(19,380)	(139,318)
RPI swaps:				
Liabilities	(127,828)	(127,828)	(15,610)	(112,218)

The Group applies hedge accounting in accordance with FRS102.12.

Interest rate swaps are used as a hedging instrument against floating rate loans as the hedged item. RPI swaps are used as a hedging instrument against that portion of unitary payment receipts which are required to make periodic senior debt service payments.

Fair value of these hedging instruments are reported in note 24(d). The amount of the change in fair value of the hedging instruments recognised in other comprehensive income for the period and the amount that was recycled to profit or loss for the year are shown in the Statement of Consolidated Other Comprehensive Income.

(d) Fair values

The amounts for all financial assets and financial liabilities carried at fair value are as follows:

	Fair value 31 Dec 2022 £000	Fair value 31 Dec 2021 £000
Interest rate swap contracts	(21,941)	(115,266)
RPI swap contracts	(140,298)	(127,828)

During 2022, a hedging gain of £29,786 (2021: £18,054K) was recognised in other comprehensive income for changes in the fair value of the interest rate swap together with a profit of £51,892K (2021: £25,035K) recognised in the profit and loss for the financial year.

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Notes to the financial statements

For the year ended 31 December 2022

26. Prior period adjustment

In 2022 it was identified that the period used to calculate the amortisation on adjustments that arose as part of the acquisition in 2009 did not match the project maturity dates of the assets, which has resulted in the annual amortisation being understated since acquisition in January 2009. This also allowed a review of the original acquisition accounting for the acquisition. Since acquisition, the difference between the total consideration and the fair value of assets and liabilities acquired has been subsequently measured in accordance with accounting for goodwill with the amount amortised straight line over the estimated useful life of the relevant individual projects. Originally amounts were posted to fixed assets, finance debtor and bank loan. As a result the prior year balance sheet has been restated to reclassify adjustments from those assets and liabilities to goodwill. The goodwill is considered to represent the intangible benefits arising from the original acquisition including the underlying contracts to provide ongoing services under the service concession arrangements that exist in each of the companies that were originally acquired as part of the 2009 acquisition. The reclassification of fair value has no effect on the trading results and is a reallocation of amounts within the Statement of Financial Position for the year ended 31 December 2021. The amounts restated are as follows:

Tangible assets have been decreased by £31,919K

Finance debtor due in more than one year has decreased by £81,230K

Bank loans repayable within one year has decreased by £93,281K

Bank loans repayable within more than one year has increased by £176,256K

Creation of an opening goodwill balance of £181,054K

To reflect the change in amortisation, the opening position at 1 January 2020 shows a decrease in retained earnings of £13,814K, now reporting an accumulated retained loss of £209,705K.

In the comparative period to 31 December 2021, the operating expenses have been increased by £1,256K, decreasing the overall results for the year to a profit of £6,283K.

BIIF Holdco Limited

Notes to the financial statements

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27. Investments in Subsidiaries

The companies listed below are wholly owned subsidiaries of the Company and all investments are in ordinary shares:

Registered Office -Cannon Place, 78 Cannon Street, London, EC4N 6AF

A-Roads Investments Limited
Adams Campus Limited
AM Holdco Limited
Anavon Holdings Limited
Anavon Limited
BIIF Bidco Limited
Blackshaw Healthcare Services Holdings Limited
Blackshaw Healthcare Services Ltd
BIIF Holdco II Limited
BIIF Holdco III Limited
BIIF IssuerCo Limited
BIIF Parentco Limited
CH Bolton Limited
CH Holton (Holdings) Limited
Cricketdrift Limited
Defence Management Group (Holdings) Limited
Defence Management (Holdings) Limited
Defence Management (Watchfield) Limited
Duchesspark Holdings Limited
Duchesspark Limited
Durham Investments Holdco Limited
Eastbrook Facilities Holdings 2 Limited
Eastbrook Facilities Holdings Limited
Eastbrook Facilities Limited
Elbon Holdings (1) Limited
Elbon Holdings (2) Limited
Elbon Holdings (3) Limited
Elbon PFI Fund (Investments) Limited
ERI Holdings Limited
Grannag Limited
GH Bodmin Holdings Limited
GH Bodmin Limited
GH Bury Holdings Limited
GH Bury Limited
GH Newham Holdings Limited
GH Newham Limited
HSC Investments Limited
I2 Bidco Limited
I2 Holdco 2 Limited
I2 Holdco Limited
Infrastructure Investors Castlehill Holdings Limited
Infrastructure Investors Castlehill Limited
International Water (Highland) Limited

BIIF Holdco Limited

Notes to the financial statements

For the year ended 31 December 2022

27. Investments in Subsidiaries (*continued*)

International Water (Tay) Limited
 Investment Holdings (Genistics) Limited
 IWL Moray Montrose Limited
 IWUHH Limited
 Kilmarnock PFI Holdings Limited
 Kilmarnock Prison Services Limited
 Kinnoull House Holdings Limited
 Kintra Limited
 Lanterndew Limited
 Lowdham Grange Prison Services Limited
 Luton Health Facilities (Holdings) Limited
 Luton Health Facilities Limited
 M1-A1 Investments Limited
 M1-A1 Yorkshire Limited
 Machrie Burn Limited
 Machrie Limited
 Matrix FPMS Holdings Limited
 Matrix FPMS Limited
 Matrix PFI Developments Limited
 Matrix PFI GP Limited
 Matrix PFI Holdings Limited
 Matrix Premier Holdings Limited
 Moreton Prison Services Limited
 Newmount Holdings Limited
 Newmount Limited
 Newschools (Penweddig) Holdings Limited
 Newschools (Penweddig) Limited
 Normanby Healthcare Group Holdings Limited
 Normanby Healthcare (Holdings) Limited
 Normanby Healthcare (Projects) Limited
 Nuffield Albion Healthcare Limited
 NVSH TopCo Limited
 PFI Infrastructure Finance Limited
 PFI Senior Funding Limited
 PIF Vulcans Lane Limited
 PIF West Cumbria Limited
 Premier Custodial Finance Limited
 Premier Custodial Investments Limited
 Premier Custodial Sub-debt Limited
 Pucklechurch Custodial Services Limited
 Reno Water (Moray) Limited
 Reno Water (Tay) Limited
 Robertson Education (Aberdeenshire) Group Holdings Limited
 Robertson Education (Ingleby Barwick) Group Holdings Limited
 Robertson Education (Ingleby Barwick) Holdings Limited
 Robertson Education (Ingleby Barwick) Limited
 Robertson Health (Chester le Street) Group Holdings Limited
 Robertson Health (Chester le Street) Holdings Limited
 Robertson Health (Chester le Street) Limited
 SD Marine Services (Holdings) Limited
 SD Marine Services Limited
 Tiverton Healthcare Facilities Limited

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Notes to the financial statements

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27. Investments in Subsidiaries (*continued*)

VLE Holdings Limited
Vulcans Lane Estates Limited
Wansbeck Healthcare Facilities (Holdings) Limited
Wansbeck Healthcare Facilities Limited
WCEM Holdings Limited
West Cumbria Estates Management Limited

Registered Office -2nd Floor, 11 Thistle Street, Edinburgh, EH2 1DF

ABC Schools (Holdings) Limited
ABC Schools Limited
Alpha Schools (West Lothian) Holdings Limited
Alpha Schools (West Lothian) Limited
Bannockburn Group Limited
Bannockburn Holdings Limited
Bannockburn Homes Limited
Catchment Highland Holdings Limited
Catchment Highland Limited
Catchment Limited
Dumfries Facilities (Holdings) Limited
Dumfries Facilities Ltd
Elgin Water Limited
Forfar Healthcare (Holdings) Limited
Forfar Healthcare Limited
Infrastructure Managers Limited
International Water UU (Highland) Limited
KE Project Limited
Kinnoull House Limited
LH Project Limited
Lochgilphead Healthcare Services (Holdings) Limited
Midlothian Schools (Debtco) Limited
Midlothian Schools (Holdings) Limited
Midlothian Schools Limited
Morris Eddie Limited
NVSH Holdco Limited
Robertson Education (Aberdeenshire) Holdings Limited
Robertson Education (Aberdeenshire) Limited
Salisbury Healthcare Facilities (Holdings) Limited
Salisbury Healthcare Facilities Limited
Tiverton Healthcare Facilities (Holdings) Limited
West Lothian Education Limited

Registered Office -4/7 Esplanade , St Helier, Jersey, JE1 0DE

BIIF Offshare Windkraft Holdings Limited

Registered Office – St James Chambers, Athol Street, Douglas, Isle of Man, IM1 1JE

PFI Infrastructure Company plc

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Notes to the financial statements

For the year ended 31 December 2022

27. Investments in Subsidiaries (continued)

Registered Office – Beaufort Court Egg Farm Lane, Off Station Road, Kings Langley, Hertfordshire, WD4 8LR

Black Hill Wind Farm Topco Limited
Black Hill Wind Farm Holdco Limited
Black Hill Wind Farm Limited

Registered Office – 6, Rue Eugene Ruppert L-2453, Luxembourg

Barclays Integrated Infrastructure Project sarl

The companies listed below are subsidiaries of the Company but are not wholly owned. All investments are in ordinary shares:

Registered Office -Cannon Place, 78 Cannon Street, London, EC4N 6AF

HpC King's College Hospital (Holdings) Limited (75%)
HpC King's College Hospital (Issuer) plc (75%)
HpC King's College Hospital Limited (75%)
Innovate East Lothian (Holdings) Limited (90%)
Innovate East Lothian Limited (90%)
Reno Water Highland Limited (70%)
Reno. Water (Tay) Limited (55%)

Registered Office -2nd Floor. 11 Thistle Street, Edinburgh, EH2 1DF

Catchment Moray Holdings Limited (85%)
Catchment Moray Limited (85%)
Catchment Tay Holdings Limited (51%)
Catchment Tay Limited (51%)
Covesea Limited (54%)
Lochgilthead Healthcare Services Limited (55%)

Registered Office – 6, Rue Eugene Ruppert L-2453, Luxembourg

Helios B (SJDA 11) (90%)
Societe des Bus Hybrides Dijonnais (90%)

Registered Office – Q14 Quorum Business Park, Brenton Lane, Newcastle Upon Tyne, NE12 8BU

Connect A50 Limited (75%)
Connect Roads Limited (75%)

Registered Office – 33 Wigmore Street, London, W1U 1QX

Alert Communications Group Holdings Limited (80%)
Alert Communications (2006) Limited
Alert Communications (Holdings) Limited
Alert Communications Limited

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Notes to the financial statements

For the year ended 31 December 2022

27. Investments in Subsidiaries (*continued*)

BIIF Holdco Limited has given a guarantee under section 479C of the Companies Act 2006 (the 'Act') in respect of the year ended 31 December 2022 to the following of its subsidiary companies and the following subsidiary companies are exempt from the requirements of the Act relating to the audit of individual statements by virtue of Section 479A of the Companies Act 2006:

Company Name	Registered Number
Adams Campus Limited	03351887
Alpha Schools (West Lothian) Holdings Limited	SC212847
Anavon Limited	03345300
Bannockburn Group Limited	SC237879
Bannockburn Holdings Limited	SC195478
Bannockburn Homes Limited	SC186243
BIIF Parentco Limited	06704777
Duchesspark Holdings Limited	06420368
Duchesspark Limited	04958263
I2 Holdco 2 Limited	06239026
Lanterndew Limited	05133562
M1-A1 Investments Limited	06003363
NVSH Topco Limited	06965694
Infrastructure Investors Castlehill Holdings Limited	03897418
Elbon Holdings (3) Limited	05572070
Infrastructure Investors Castlehill Limited	03897442
Eastbrook Facilities Holdings Limited	04309178
Blackshaw Healthcare Services Holdings Limited	03872309
Dumfries Facilities (Holdings) Limited	SC203849
GH Bodmin Holdings Limited	03748084
GH Bury Holdings Limited	03748018
GH Newham Holdings Limited	03748050
Kinnoull House Holdings Limited	05624927
Luton Health Facilities (Holdings) Limited	03997460
Machrie Burn Limited	03719548
Newmount Holdings Limited	04212599
Wansbeck Healthcare Facilities (Holdings) Limited	03933041
Elbon PFI Fund (Investments) Limited	04196287
Morris Eddie Limited	SC201468
Newschools (Penweddig) Holdings Limited	03773789
PIF West Cumbria Limited	05780663
Robertson Education (Aberdeenshire) Group Holdings Limited	05934601
Salisbury Healthcare Facilities (Holdings) Limited	SC255428
I2 Bidco Limited	06228634
I2 Holdco Limited	06228633
Kilmarnock PFI Holdings Limited	05971387
Matrix PFI Developments Limited	05855043
Matrix PFI GP Limited	05799677
Matrix PFI Holdings Limited	06435881
Matrix FPMS Limited	06378798
Defence Management Group Holdings Limited	06385476
Matrix FPMS Holdings Limited	06434638
Matrix Premier Holdings Limited	05855031
Defence Management (Holdings) Limited	03564570
Premier Custodial Finance Limited	03849244
Premier Custodial Investments Limited	03849142
Premier Custodial Sub-debt Limited	05964120
Normanby Healthcare (Holdings) Limited	04152700
WCEM (Holdings) Limited	03955220
Robertson Education (Ingleby Barwick) (Holdings) Limited	04375611
Robertson Health (Chester le Street) Holdings Limited	04236937
SD Marine Services (Holdings) Limited	06251300

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28. Investments in Associates and Joint Ventures

The companies listed below are investments in joint ventures and associates together with particulars of loans due:

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advanced £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2022 £000	Accounting period end date	Registered office
Key Health Services (Addenbrookes) Limited	50.00%	England & Wales	Healthcare	3,563	11.25%	2037	946	508	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Fasttrax Limited	50.00%	England & Wales	Military	907	11.25%	2025	169	36	31 December	Hill Park Court, Springfield Drive, Leatherhead, Surrey, KT22 7NL
Summit Healthcare (Wishaw) Ltd	60.00%	Scotland	Healthcare	8,819	18.00%	2028	1,270	400	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Modern Courts (Humberside) Ltd	50.00%	England & Wales	Justice	1,273	13.00%	2025	165	28	30 April	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Modern Courts (East Anglia) Ltd	50.00%	England & Wales	Justice	889	13.20%	2025	118	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
The Education Support Company (Leeds) Ltd	50.00%	England & Wales	Education	1,127	13.00%	2028	148	37	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Consort Healthcare (Durham) Limited	50.00%	England & Wales	Healthcare	2,913	LIBOR + 6%	2028	232	59	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Genistics Ltd	50.00%	England & Wales	Military	260	13.50%	2020	287	17	31 December	Rolls Royce Plc PO BOX 31, Moor Lane, Derby, Derbyshire, DE24 8BJ
Connect MI-AI Limited	50.00%	England & Wales	Transport	2,854	15.00%	2016	611	171	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
PPP Services (North Ayrshire) Limited	54.50%	Scotland	Education	4,279	14.00%	2037	586	124	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
FCC (East Ayrshire) Limited	44.50%	Scotland	Education	3,451	9.00%	2037	312	77	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Ltd	50.00%	Scotland	Education	5,237	LIBOR + 6.00%	2023	377	377	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Glasgow Healthcare Facilities Ltd	50.00%	Scotland	Healthcare	9,700	13.75%	2039	1,334	336	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Stobhill Healthcare Facilities Limited	60.00%	Scotland	Healthcare	1,206	13.25%	2031/2042	159	53	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Sewell Education (York) Limited	50.00%	England & Wales	Education	-	-	-	-	-	31 December	Geneva Way, Leads Road, Hull, North Humberside, HU7 0DG
Stirling Gateway Limited	50.00%	Scotland	Education	3,309	13.50%	2039	440	112	31 March	Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP
Sheppey Route Limited	50.00%	England & Wales	Transport	2,454	12.75%	2033	313	392	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF

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For the year ended 31 December 2022

28. **Investments in Associates and Joint Ventures (continued)**

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advanced £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2022 £000	Accounting period end date	Registered office
Blue Transmission Walney 1 Limited	50.00%	Jersey	Energy	7,016	7.88% + RPI	2031	714	138	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 2 Limited	50.00%	Jersey	Energy	8,729	7.88% + RPI	2031	877	218	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission London Array Limited	50.00%	England & Wales	Energy	37,532	8.21%	2033	3,082	777	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Sheringham Shoal Limited	50.00%	England & Wales	Energy	9,726	9.50%	2033	924	233	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
The Walsall Hospital Company Limited	50.00%	England & Wales	Healthcare	7,704	12.30%	2040	948	-	31 December	8 White Oak Square, London Road, Swanley, Kent, BR8 7AG
Hounslow Highways Services Limited	50.00%	England & Wales	Transport	10,313	9.25%	-	942	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Helios A SPV (SJDA 12)	56.35%	France	Justice	7,117	-	-	-	-	28 February	6, Rue Eugène Ruppert L-2453 Luxembourg
Ligeria (SJDA 13)	60.00%	France	Education	1,691	-	-	-	-	31 December	6, Rue Eugène Ruppert L-2453 Luxembourg
Canopee IML SAS	50.00%	France	Management	-	-	-	-	-	31 December	3, Rue de Vienne, 75008, Paris, France
Blue Transmission Investment Limited	50.00%	Jersey	Energy	-	-	-	5,605	-	31 March	47 Esplanade, St Helier, Jersey JE1 0BD
Schools Capital Limited	49.00%	England & Wales	Education	-	-	-	818	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Group Limited	41.67%	England & Wales	Transport	4,804	12.00%	2022	1,445	1,445	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Services (Darrington) Limited	25.00%	England & Wales	Transport	2,049	10.00%	2036	6,132	52	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Catalyst Healthcare (Calderdale) Ltd	20.00%	England & Wales	Healthcare	638	15.00%	2031	96	-	31 December	C/O Albany Spc Services Ltd 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Catalyst Healthcare (Worcester) Ltd	16.67%	England & Wales	Healthcare	526	8.40%	2031	79	-	31 December	C/O Albany Spc Services Ltd 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Albion Healthcare (Oxford) Limited	25.00%	England & Wales	Healthcare	846	12.26%	2036	104	71	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
City Greenwich Lewisham Rail Link plc	40.00%	England & Wales	Transport	-	-	-	-	-	31 December	73 Norman Road, Greenwich, London, SE10 9QF
Connect A30/35 Limited	15.00%	England & Wales	Transport	-	-	-	-	-	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
Connect M77 / GSO Limited	15.00%	England & Wales	Transport	5,370	12.10%	2035	183	45	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
Emblem Schools Limited	30.00%	Scotland	Education	1,681	13.75%	2032	231	58	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Manchester Schools Services Limited	24.50%	England & Wales	Education	378	12.85%	2031	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF

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28. **Investments in Associates and Joint Ventures (continued)**

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advanced £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2022 £000	Accounting period end date	Registered office
CSM PPP Services Limited	24.50%	Ireland	Education	775	-	-	-	-	31 December	First Floor Return, 25 Merrion Square, Dublin 2
Bangor and Nendrum Schools Services Limited	19.60%	Northern Ireland	Education	506	-	-	-	-	31 December	C/O Cleaver Fulton Rankin, 50 Bedford Street, Belfast, BT2 7FW
Salford Schools Solutions Limited	24.50%	England & Wales	Education	332	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
The Edinburgh Schools Partnership Limited	17.14%	Scotland	Education	206	13.07%	2033	47	595	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Lighting for Staffordshire Limited	40.00%	England & Wales	Transport	46	13.18%	2025	7	1	31 December	Westwood Way, Westwood Business Park, Coventry, CV4 8LG
Key Health Services Holdings (Addenbrookes) Limited	50%	England & Wales	Healthcare	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Fasttrax Holdings Limited	50%	England & Wales	Military	-	-	-	-	-	31 December	Hill Park Court, Springfield Drive, Leatherhead, Surrey, KT22 7NL
Summit Holdings (Wishaw) Limited	60%	Scotland	Healthcare	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Summit Finance (Wishaw) plc	60%	Scotland	Healthcare	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Modern Courts Holdings (Humberside) Limited	50%	England & Wales	Justice	-	-	-	-	-	30 April	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Modern Courts Holdings (East Anglia) Limited	50%	England & Wales	Justice	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
The Education Support Company Holdings (Leeds) Limited	50%	England & Wales	Education	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Consort Healthcare (Durham) Holdings Limited	50%	England & Wales	Healthcare	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Genistics Holdings Limited	50%	England & Wales	Military	-	-	-	-	-	31 December	Rolls Royce Plc PO BOX 31, Moor Lane, Derby, Derbyshire, DE24 8BJ
Connect M1-A1 Holdings Limited	50%	England & Wales	Transport	-	-	-	-	-	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
PPP Services (North Ayrshire) Holdings Limited	55%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
FCC (East Ayrshire) Holdings Limited	45%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Holdings Limited	50%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Investments Limited	50%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Finance Limited	50%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF

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28. **Investments in Associates and Joint Ventures (continued)**

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advance d £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2022 £000	Accounting period end date	Registered office
Glasgow Healthcare Facilities (Holdings) Limited	50%	Scotland	Healthcare	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Stobhill Healthcare Facilities (Holdings) Limited	60%	Scotland	Healthcare	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Sewell Education (York) Holdings Limited	50%	England & Wales	Education	-	-	-	-	-	31 December	Geneva Way, Leads Road, Hull, North Humberside, HU7 0DG
Stirling Gateway HC Limited	50%	Scotland	Education	-	-	-	-	-	31 March	Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP
Sheppey Route (Holdings) Limited	50%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 1 (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 2 (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 2 Investments Limited	50%	Jersey	Energy	-	-	-	-	-	31 March	47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands
Blue Transmission London Array (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Sheringham Shoal (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Sheringham Shoal Investments Limited	50%	Jersey	Energy	-	-	-	-	-	31 March	47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands
Blue Transmission Investments Limited	50%	Jersey	Energy	-	-	-	-	-	31 March	47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands
The Walsall Hospital Company (Holdings) Limited	50%	England & Wales	Healthcare	-	-	-	-	-	31 December	8 White Oak Square, London Road, Swanley, Kent, BR8 7AG
Hounslow Highways Investment Limited	50%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Hounslow Highways Investment 2 Limited	50%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Consolidated plc	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Limited	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Services (Gloucester) Limited	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Services (Peterborough) Limited	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF

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28. Investments in Associates and Joint Ventures (continued)

	% holding ordinary shares	Country of Incorporation	Sector	Sum advance d £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2022 £000	Accounting period end date	
Joint ventures and associates										Registered office
Road Management Services (Darrington) Holdings Limited	25%	England & Wales	Transport	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Road Management Services (Finance) plc	25%	England & Wales	Transport	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Calderdale Hospital SPC Holdings Limited	20%	England & Wales	Healthcare	-	-	-	-	-	31 December	C/O Albany Spc Services Ltd 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Worcestershire Hospital SPC Holdings Limited	17%	England & Wales	Healthcare	-	-	-	-	-	31 December	C/O Albany Spc Services Ltd 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Albion Healthcare (Oxford) Holdings Limited	25%	England & Wales	Healthcare	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Connect A30/A35 Holdings Limited	15%	England & Wales	Transport	-	-	-	-	-	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
Connect M77 / GSO Holdings Limited	15%	England & Wales	Transport	-	-	-	-	-	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
Emblem Schools (Holdings) Limited	30%	Scotland	Education	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Manchester Schools Services Holdings Limited	25%	England & Wales	Education	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
CSM PPP Services (Holdings) Limited	25%	Ireland	Education	-	-	-	-	-	31 December	First Floor Return, 25 Merrion Square, Dublin 2
Bangor and Nendrum Schools Services Holdings Limited	20%	Northern Ireland	Education	-	-	-	-	-	31 December	C/O Cleaver Fulton Rankin, 50 Bedford Street, Belfast, BT2 7FW
Salford Schools Solutions Holdco Limited	25%	England & Wales	Education	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Schools Capital Limited	49%	England & Wales	Education	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
ESP (Holdings) Limited	17%	Scotland	Education	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Lighting for Staffordshire Holdings Limited	40%	England & Wales	Transport	-	-	-	-	-	31 December	Westwood Way, Westwood Business Park, Coventry, CV4 8LG