# Lendlease Infrastructure Holdings (Europe) Limited

(Formerly Lend Lease Infrastructure Holdings (EMEA) Limited)
Registered number 5804271

Directors' report and financial statements

Year ended 30 June 2016

\*A5KUF6TC\* A27 30/11/2016 #273 COMPANIES HOUSE

# Directors' report and financial statements

## Contents

	Pages
Directors' report	1
Statement of directors' responsibilities in respect of the directors' report & the fistatements	nancial 2
Independent auditor's report to the members of Lendlease Infrastructure Holdin Limited	ngs (Europe) 3
Statement of profit and loss and other comprehensive income	4
Statement of financial position	5
Statement of changes in equity	6
Cashflow statement	7
Notes to the financial statements	8-15

#### **Directors' report**

The directors present their annual report and the audited financial statements of Lendlease Infrastructure Holdings (Europe) Limited (the "Company") (formerly Lend Lease Infrastructure Holdings (EMEA) Limited) for the year ended 30 June 2016.

#### **Principal activities**

The principal activity of the Company is to act as a holding company for Lendlease's Infrastructure Development business in the UK, and to hold investments in the group's Public Private Partnership (PPP) activities.

The Company is a limited liability company incorporated and domiciled in the United Kingdom. The address of its registered office is 20 Triton Street, Regent's Place, London, NW1 3BF.

These financial statements were authorised for issue by the Board of directors on 10 November 2016.

#### Results and dividends

The results of the Company for the year are set out in the statement of profit and loss and other comprehensive income on page 4. The results and the position of the Company at the year end are in line with the expectations of the directors.

The directors do not recommend a final dividend for the year (2015: £nil) and an interim dividend of £nil was paid during the year (2015: £nil).

#### Directors and directors' interests

The directors who held office during the year were as follows:

N Johnson (resigned 12 November 2015)

B O'Rourke

S Fraser

None of the directors who held office at the end of the financial period had any disclosable interest in group undertakings as recorded in the register of directors' interests.

#### Political contributions

The Company made no political donations or incurred any political expenditure during the year.

#### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the 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 auditor is aware of that information.

#### **Auditor**

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

By order of the board.

S Fraser Director

10 November 2016

20 Triton Street Regent's Place London, NW1 3BF

# Statement Of directors' responsibilities In respect of the directors' report & the financial statements

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with IFRSs as adopted by the EU and applicable law.

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and then apply them consistently;
- · make judgments and estimates that are reasonable and prudent;
- · state whether they have been prepared in accordance with IFRSs as adopted by the EU; 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 responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

# Independent auditor's report to the members of Lendlease Infrastructure Holdings (Europe) Limited

We have audited the financial statements of Lendlease Infrastructure Holdings (Europe) Limited ("the Company") for the year ended 30 June 2016 set out on pages 4 to 15. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

#### Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2016 and of its profit for the vear then ended;
- have been properly prepared in accordance with IFRSs as adopted by the EU; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Stephen Wardell (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

(L\_ November 2016

15 Canada Square Canary Wharf London E14 5GL

# Statement of profit and loss and other comprehensive income for the year ended 30 June 2016

	Note	2016 £'000	2015 £'000
			•
Interest income from Loans to Group Companies and Associated Undertakings	15	·	57
Other Income	3	4,220	708
Provision for Loans and Investments in Group Companies and Associated Undertakings			(596)
Other Expenses	4, 6	. (5)	(5,037)
Operating Profit/(Loss)		4,215	(4,868)
Finance Income	7	284	993
Finance Expense	8	(50)	(207)
Net finance income		234	786
Profit / (Loss) on ordinary activities before taxation		4,449	(4,082)
Taxation 4	9	1,156	6,125
Profit / (Loss) and other comprehensive income for the year		5,605	2,043

The notes to and forming part of these financial statements are set out on pages 8 to 15.

### Statement of financial position

as at 30 June 2016

	Note	2016 £'000	2015 £'000
Non current assets		•	
Deferred tax assets	13	1,265	
Investments in group companies and associated undertal	kings 10	14	14
		1,279	14
Current assets			
Trade and other receivables	11	51,615	46,572
Cash and cash equivalents	•	301	931
		51,916	47,503
Total Assets		53,195	47,517
Current liabilities			
Trade and other payables	12	(21,269)	(21,196)
	· .	(21,269)	(21,196)
			·
Total Liabilities	•	(21,269)	(21,196)
Net Assets		31,926	26,321
Capital and Reserves			•
Ordinary shares	14	10,000	10,000
Retained earnings		21,926	16,321
Total Equity		31,926	26,321
•			

The notes to and forming part of these financial statements are set out on pages 8 to 15.

The financial statements of Lendlease Infrastructure Holdings (Europe) Limited, registered number 5804271, were authorised for issue by the board of Directors on 10 November 2016 and were signed on its behalf by:

S Fraser

Director

# Statement of changes in equity

for the year ended 30 June 2016

•	•		
	Ordinary Share Capital	Retained earnings	Total equity
	£,000	£'000	£,000
Balance at 30 June 2014	10,000	14,278	24,278
Total comprehensive income for the year		2,043	2,043
Balance at 30 June 2015	10,000	16,321	26,321
Total comprehensive income for the year	· ·	5,605	5,605
Balance at 30 June 2016	10,000	21,926	31,926

The notes to and forming part of these financial statements are set out on pages 8 to 15.

## **Cashflow Statement**

for the year ended 30 June 2016

	2016	2015
	£'000	5,000
Cash flows from operating activities		•
Net profit for the year	5,605	2,043
Adjustments for:	:	
- Tax charge	(1,156)	(6,125)
- Interest received	(234)	(843)
- Other non-cash transactions	<u> </u>	313
Operating profit/(loss) (before changes in working capital)	4,215	(4,612)
Changes in working capital:		
(Increase) / Decrease in amounts due from related parties	(4,934)	2,156 ^
Decrease / (Increase) in amounts due to related parties	4,457	(16,107 <u>)</u>
Decrease in prepayments and accrued income	16	596
(Decrease) in other payables	(4,384)	(3,843)
Net cash used in operating activities	(630)	(21,810)
Cash flows from investing activities		•
Loan stock repayments received from associates		. 17
Loans granted from related parties	· .	20,759
Net cash from investing activities	- ,	20,776
Cash flows from financing activities		<u> </u>
Cash nows from infancing activities	<del>-</del> .	
Net decrease in cash and cash equivalents	(630)	(1,034)
Cash and cash equivalents at beginning of year	931	1,965
Cash and cash equivalents at end of year	301	931

The notes to and forming part of these financial statements are set out on pages 8 to 15.

#### Notes to the financial statements

#### 1. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 1.1 Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

The financial statements have been prepared with International Financial Reporting Standards (IFRS) and IFRIC interpretations as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies under IFRS.

The Company is not required to prepare consolidated financial statements under section 400 of the Companies Act 2006 and IAS 27 – "Presentation of Consolidated Financial Statements" as it is a subsidiary of another entity that prepares consolidated financial statements. As such, the results presented here are for the Company as an individual undertaking and not of its Group.

The financial statements have been prepared under the historical cost convention and on a going concern basis.

#### 1.2 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable in the ordinary course of business.

- a) Interest income
  Interest income is recognised on a time proportionate basis using the effective interest method.
- b) Other Income
  Other income is recognised when the right to receive payment is established.

#### 1.3 Investment in group companies and associated undertakings

Equity investments in subsidiaries, joint ventures and associated undertakings are stated at cost less impairment. Adjustments are made to the carrying value to reflect the net realisable value of the investment where these are lower than cost. Management conduct impairment reviews annually.

#### 1.4 Financial Assets

#### Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

#### Recognition and measurement

Loan stock investments are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment.

#### 1.5 Trade payables

Trade payables are recognised at fair value and comprise amounts payable to group undertakings.

#### 1.6 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank.

#### 1. Summary of significant accounting policies (continued)

#### 1.7 Current and deferred income tax

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

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

Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date. Temporary differences are differences between the tax base assets and liabilities and their carrying amounts in the financial statements. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the temporary differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are not recognised to the extent that the transfer of economic benefits in future is uncertain. Deferred tax assets and liabilities recognised have not been discounted.

#### 1.8 Finance Costs

Finance expenses comprise interest expense on borrowings. Interest expense is calculated based on the terms of the loan agreements and recognised as incurred.

#### 1.9 Impact of new/revised accounting standards

A number of new accounting standards and interpretations have been issued that are not mandatory for the financial year ended 30 June 2016 and have not been applied in preparing this report. None of these are expected to have a significant effect on the financial statements and its policies other than the following standard where the potential effect is yet to be determined:

• IFRS 9 'Financial Instruments' (effective for annual periods beginning on or after 1 January 2018) – IFRS 9 is the new standard on accounting for financial instruments which will replace IAS 39. The standard will address the classification, measurement and derecognition of financial assets and liabilities.

#### 2. Critical accounting estimates and judgements

The preparation of financial statements under IFRS requires management to make estimates and assumptions that affect amounts recognised for assets and liabilities at the balance sheet date and the amounts of revenue and expenses incurred during the reporting period. Actual outcomes may therefore differ from these estimates and assumptions.

#### 3. Other income

Other income of £4,219,770 in 2016 includes a management recharge of £4,000,000 (note 14) and reversals of accruals of £219,402.

Other income of £707,692 in 2015 relates to an arrangement fee earned on acquiring loan receivable.

#### 4. Operating Profit/(Loss)

In 2015, costs relating to the exit of Lancashire Waste were recognised including £618,515 for consultancy and £253,489 for unrecoverable tax losses on behalf of Global Renewables: Lancashire Waste. The Company was also charged a management fee of £3,974,657 for costs attributable in the year (note 13).

Auditor's remuneration of £23,055 (2015: £20,000) has been borne directly by the Company.

#### 5. Remuneration of directors

The directors of the company are employees of the following entities:

N Johnson

Lendlease Europe Limited

B O'Rourke

Lendlease Development (Europe) Limited

S Fraser

Lendlease Europe Limited

Any qualifying services in respect of Lendlease Infrastructure Holdings (Europe) Limited are considered to be incidental and part of these directors' overall management responsibilities within the above companies. Their remuneration for the current year and prior year was paid by and included in the financial statements of these companies.

#### 6. Staff numbers and costs

	·			•		2016	20	115
						£'000	£'0	00
Salaries						÷ ,	. 30	68
Social security	costs				•	-		26
Pension costs				•		-		23
		•				<u> -</u>	4	17

Staff working for the company in 2015 were employed by Lendlease Construction (Europe) Limited and seconded to the company at full cost. The average number of employees working for the company during the year was 0 (2015: 2).

#### 7. Finance Income

		2016	2015
		£'000	£'000
	Interest receivable from group undertakings	284	957
`	Interest receivable from other corporations	<u>-</u>	36
		284	993
		•	
8.	Finance Expense	•	
		2016	2015
		£'000	€,000
	Interest payable to group undertakings	. (50)	(206)
	Other finance expenses	<u>-</u>	(1)
		(50)	(207)

1,265

1,156

#### Notes to the financial statements (continued)

#### 9. Taxation

a)	Analysis Of Charge In The Year		
•		2016	2015
	Current Tax Expense	£'000	£'000
	Current tax expense on profits for the year	(46)	-
	Adjustments in respect of prior years	(63)	6,125
		(109)	6,125
	Deferred tax	• •	
•	Adjustments in respect of prior years	1,265	-

# b) Factors Affecting Tax Charge For Period

**Total Income Tax Credit** 

The tax assessed differs from the application of the standard rate of corporation tax in the UK (rate of 20.00% effective during the year (2015: 20.75%)) to the Company's accounting profit/(loss) before taxation for the following reasons:

Profit/(loss) on ordinary activities before tax	2016 £'000 4,449	2015 £'000 (4,082)
Tax (expense)/credit on profit/loss at standard UK tax rate of 20.0% (2015:20.75%)	(890)	847
Tax effects of:		
- Non-assessable income	844	-
- Expenses not deductible	•	(242)
- Effects of group relief/other reliefs	-	1,549
- Allocation of profits from joint venture / associate	-	(2,154)
- Prior year unrelieved losses recognised in current year	1,265	7,146
- Adjustments in respect of prior years	(63)	(1,021)
Total tax credit for the period	1,156	6,125

#### c) Factors that may affect future tax charges

The effective rate of taxation will vary as a result of any dividends paid by shareholders, overseas tax rates and the utilisation of tax losses brought forward.

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. Accordingly, the company's profits for the accounting period are taxed at an effective rate of 20.00% (2015: 20.75%).

#### 10. Investment in group companies and associated undertakings

	Cash Investment £'000	Shares in joint ventures £′000	Total
Cost			
At beginning of year Additions	21,442	3,739	25,181
At end of the year	21,442	3,739	25,181
Provisions / amortisation			
At beginning of year Provision made during the year	(21,442)	(3,725)	(25,167)
At end of the year	(21,442)	(3,725)	(25,167)
Net book value			·
At 30 June 2016	_ '	14	14
At 30 June 2015		14	14

The Company has interests in the following companies and associated undertakings:

	Country of registration or incorporation	Principal activity	Percentage of ordinary shares held
Subsidiaries		`	
Lendlease Infrastructure (Europe) Limited	England and Wales	PFI holding company	100%
Birmingham Schools PSP LEP Limited	England and Wales	PFI holding company	100%
EP3 Holdings Limited	England and Wales	PFI holding company	100%
Joint ventures			
Global Renewables Lancashire Holdings Limited	England and Wales	PFI holding company	50%
Catalyst Healthcare (UK) Limited	England and Wales	Dormant	33%
Catalyst Healthcare Limited	England and Wales	Dormant	33%
Waste 2 Resources LLP	England and Wales	Construction joint venture	50%

In the opinion of the Directors the investments in and amounts due from the Company's subsidiaries and joint ventures are worth at least the amounts at which they are stated in the balance sheet.

11.	Trade and other receivables		2016 £'000	2015 £'000
	Accrued interest income from related parties (note 13b)	•	- -	16
,	Amounts receivable from related parties (note 13b)	·	51,615 <b>51,615</b>	46,556 46,572

12.	Trade and other payables		2016 £'000	2015 £'000
,	Amounts payable to related parties (not Other creditors	te 13b) - -	(20,848) (421) (21,269)	(16,391) (4,805) (21,196)
13.	Deferred tax assets			
•	Deferred tax assets are attributable to t	he following:	2016 £'000	2015 £'000
	Unused tax losses	• •	1,265 1,265	<u>-</u>
	Movement in deferred tax during the year			
		30 June 2015	Recognised in income statement	30 June 2016
		5,000	£,000	5,000
	Unused tax losses		1,265 <b>1,265</b>	1,265 <b>1,265</b>
	Movement in deferred tax during the	prior year		
		30 June 2014	Recognised in income statement	30 June 2015
		€'000	£'000	£'000
	Unused tax losses	<u> </u>	<u> </u>	

Reductions in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) reduced the Company's previous tax charge for 2015 accordingly. The deferred tax asset at 30 June 2015 has been calculated based on the rate of 20.75% substantively enacted at the previous balance sheet date. The deferred tax asset at 30 June 2016 is 19% substantively enacted at the balance sheet date.

14.	Ordinary Share Capital	2016	2015
		£'000	£'000
	Allotted, called up and fully paid 10,000,000 (2015: 10,000,000) ordinary shares of £1 each	10,000	10,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

#### 15. Related Party Transactions

#### a) Transactions with related parties

The following represents the transactions that occurred during the financial year between the Company and its related parties

		2016 £'000	2015 £'000
	Other income/(expense) from Lendlease Europe Limited (notes 3 and 4)	4,000	(3,975)
	Interest income from Loans to Group Companies and Associated Undertakings	-	57
	Finance Income (note 7)	284	957
•	Finance Expense (note 8)	(50)	(206)
b)	Year-end balances with related parties		
	Accrued interest income from related parties (note 11)	-	16
,	Amounts receivable from related parties (note 11) Amounts payable to related parties (note 12)	51,615 (20,848)	46,556 (16,391)

Included in amounts receivable from and payable to related parties are:

- loan receivables of £41,372,099 (2015: £41,275,354) and loan payables of £nil (2015: £1,834,693) both which bear interest at LIBOR plus margin of 1.5% per annum; and
- loan payable of £20,759,887 (2015: £20,759,887) which is non-interest bearing.

The remaining amounts receivable balance relates to working capital owing from/to associated group companies.

#### c) Key management/directors compensation

Refer to note 5.

#### 16. Financial Risk Management

The Company's activities expose it to financial risks in the form of market risk including foreign exchange risk, price risk and credit risk. The Company's risk management programme seeks to minimise potential adverse effects on the Company's financial performance.

#### Foreign currency risk

Foreign currency risk is the risk that the value of a financial commitment, a recognised asset or liability will fluctuate due to changes in foreign currency rates. The Company operates within the UK such that its exposure to currency risk is considered to be minimal with only a small proportion of items both in terms of volume and value transacted in a foreign currency. As a result, there are no hedges in place with respect to any potential currency exposure.

#### Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations, and arises principally from the Company's trade receivables.

#### 16. Financial Risk Management (continued)

Credit risk is managed by limiting the aggregate exposure to any one individual counterparty, taking into account its credit rating. Such counterparty exposures are regularly reviewed and adjusted as necessary. Accordingly, the possibility of material loss arising in the event of non-performance by counterparties is considered to be unlikely.

#### Interest rate risk

Interest rate risk is the risk that the value of a financial instrument or cash flow associated with the instrument will fluctuate due to changes in the market interest rates. The Company's policy is to manage interest rate risk that impacts directly on the Company's assets and liabilities. The Company's exposure to interest rate risk is limited to movements in intra-group lending rates.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they fall due. Liquidity risk is reduced through prudent cash management which ensures sufficient levels of cash are maintained to meet working capital requirements. The Company has a loan facility with Lendlease Europe Finance plc to meet short term financing needs.

#### 17. Ultimate parent undertaking and parent undertaking of larger group of which the Company is a

The Company is a subsidiary undertaking of Lendlease Construction (Europe) Limited (previously Lend Lease Construction Holdings (EMEA) Limited), which is registered in England and Wales. Its ultimate parent undertaking is Lendlease Corporation Limited, which is incorporated in Australia.

The largest group in which the results of the Company are consolidated is that headed by Lendlease Corporation Limited. The consolidated financial statements of this group may be obtained from its website at www.lendlease.com.

The smallest group in which the financial statements of the Company are consolidated is that headed by Lendlease Europe Holdings Limited, which is registered in England and Wales. The consolidated financial statements of this group may be obtained from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff.