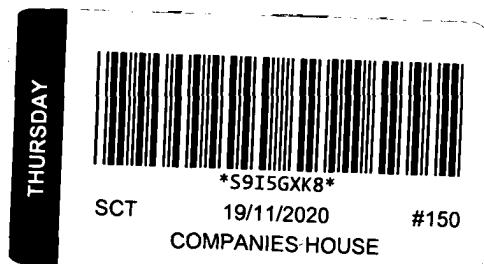


COMPANY REGISTRATION NUMBER: 05826005

Justice Support Services (North Kent) Holdings Limited
Annual Report and Financial Statements
31 March 2020

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Justice Support Services (North Kent) Holdings Limited

Annual Report and Financial Statements

Year Ended 31 March 2020

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Justice Support Services (North Kent) Holdings Limited

Officers and Professional Advisers

The Board of Directors

K M Hill
M Donn
A R J Thakrar
P E Gill

Company Secretary

Infrastructure Managers Limited

Registered Office

Cannon Place
78 Cannon Street
London
EC4N 6AF

Independent Auditors

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

Justice Support Services (North Kent) Holdings Limited

Directors' Report

Year Ended 31 March 2020

The directors present their report and the audited Annual Report and Financial Statements of Justice Support Services (North Kent) Holdings Limited ("the Company") for the year ended 31 March 2020.

Principal activities

The Company is an investment holding company whose sole business is the holding of an investment in its wholly owned subsidiary, Justice Support Services (North Kent) Limited. The principal activities of the subsidiary company are the supply of certain services and maintenance of a police station with a custodial unit in accordance with the terms of an agreement with Kent Police Authority. This agreement together with a loan facilities agreement, a construction contract, a facilities management contract and other related contracts were signed on 21 July 2006. The concession period runs for a period of 30 years from this date.

Performance Review

The result for the financial year, after taxation, amounted to £0 (2019: £0).

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

Coronavirus was declared a pandemic in March 2020 and since then there has been widespread disruption in the UK. The directors have considered the current and future financial impact to the Company of this pandemic, taking into account the sources of income and potential additional expenditure. It is their view that, the distributions from the underlying investments are expected to continue in line with modelled expectations and it is anticipated that the income of the company will not be materially impacted. In addition, the expected expenditure has not, and in future should not, see material variation from its current level and key suppliers are able to, and to the date of this report have continued to, service the company. Although the likely full impact is unknown, and at this stage is not fully possible to quantify, it is not expected to materially impact on the operations or the financial position of the Company.

Key Performance Indicators

In its role as a holding company there are no key performance indicators for the directors to monitor. However, from a group point of view the performance of the investment is assessed every six months by testing the cash resources against the bank lending covenants. The key indicator being the debt service cover ratio. The investment has been compliant with the covenants laid out in the Group loan agreement.

Directors

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

K M Hill	
M Donn	
A R J Thakrar	(Appointed 4 February 2020)
P E Gill	(Appointed 4 February 2020)
A Waddington	(Resigned 4 February 2020)
L J Falero	(Resigned 4 February 2020)

Dividends

The directors do not recommend the payment of a dividend.

Justice Support Services (North Kent) Holdings Limited

Directors' Report *(continued)*

Year Ended 31 March 2020

Qualifying third party indemnity provisions

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

Small company provisions

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

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is 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 auditor is aware of that information.

This report was approved by the board of directors on 29 September 2020 and signed by order of the board by:



Infrastructure Managers Limited
Company Secretary

Justice Support Services (North Kent) Holdings Limited

Directors' Responsibilities Statement

Year Ended 31 March 2020

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

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

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

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Justice Support Services (North Kent) Holdings Limited

Independent Auditors' Report to the Members of Justice Support Services (North Kent) Holdings Limited

Year Ended 31 March 2020

Report on the audit of the financial statements

Opinion

In our opinion, Justice Support Services (North Kent) Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 March 2020; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

Justice Support Services (North Kent) Holdings Limited

Independent Auditors' Report to the Members of Justice Support Services (North Kent) Holdings Limited *(continued)*

Year Ended 31 March 2020

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

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

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

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

Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 March 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Justice Support Services (North Kent) Holdings Limited

Independent Auditors' Report to the Members of Justice Support Services (North Kent) Holdings Limited *(continued)*

Year Ended 31 March 2020

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

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Justice Support Services (North Kent) Holdings Limited

Independent Auditors' Report to the Members of Justice Support Services (North Kent) Holdings Limited *(continued)*

Year Ended 31 March 2020

Entitlement to exemptions

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



Matthew Kaye (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Edinburgh

29 September 2020

Justice Support Services (North Kent) Holdings Limited

Statement of Comprehensive Income

Year Ended 31 March 2020

	Note	2020 £	2019 £
Other interest receivable and similar income	6	508,703	464,593
Interest payable and similar expenses	7	(508,703)	(464,593)
Profit before taxation		<u>-</u>	<u>-</u>
Tax on profit from ordinary activities		-	-
Result for the financial year and total comprehensive income		<u>-</u>	<u>-</u>

All the activities of the company are from continuing operations.

The notes on pages 12 to 17 form part of these Financial Statements.

Justice Support Services (North Kent) Holdings Limited

Statement of Financial Position

As at 31 March 2020

	Note	2020 £	2019 £
Fixed assets			
Investments	8	10,000	10,000
Current assets			
Debtors: amounts falling due within one year	9	740,363	231,660
Debtors: amounts falling due after more than one year	9	3,861,950	3,861,950
		<u>4,602,313</u>	<u>4,093,610</u>
Creditors: amounts falling due within one year	10	(740,363)	(231,660)
Net current assets		<u>3,861,950</u>	<u>3,861,950</u>
Total assets less current liabilities		<u>3,871,950</u>	<u>3,871,950</u>
Creditors: amounts falling due after more than one year	11	(3,861,950)	(3,861,950)
Net assets		<u>10,000</u>	<u>10,000</u>
Capital and reserves			
Called up share capital	12	10,000	10,000
Retained earnings	13	–	–
Total shareholders' funds		<u>10,000</u>	<u>10,000</u>

The Financial Statements were approved by the board of directors and authorised for issue on 29 September 2020, and are signed on behalf of the board by:


Michael Donn (Dep 29, 2020 13:19 GMT+1)

M Donn

Director

Company registration number: 05826005

The notes on pages 12 to 17 form part of these Financial Statements.

Justice Support Services (North Kent) Holdings Limited

Statement of Changes in Equity

Year Ended 31 March 2020

	Called up share capital £	Retained earnings £	Total £
At 1 April 2018	10,000	—	10,000
Result for the financial year		—	—
At 31 March 2019	10,000	—	10,000
Result for the financial year		—	—
At 31 March 2020	<u>10,000</u>	<u>—</u>	<u>10,000</u>

The notes on pages 12 to 17 form part of these Financial Statements.

Justice Support Services (North Kent) Holdings Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 March 2020

1. General information

Justice Support Services (North Kent) Holdings Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The Company is an investment holding company whose sole business is the holding of an investment in its wholly owned subsidiary, Justice Support Services (North Kent) Limited.

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

2. Statement of compliance

The individual financial statements of Justice Support Services (North Kent) Holdings Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006 and the Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (SI 2015/980).

3. Accounting policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

(b) Going concern

The directors have considered the future financial impact to the Company of the Coronavirus as disclosed in the Directors' Report, and although the likely full impact is unknown, and at this stage is not possible to quantify, it is not expected to materially impact on the operations or financial position of the Company.

(c) Disclosure exemptions

The company has taken advantage of the exemption in FRS 102 Section 7 'Statement of Cash Flows' part 1B, which states that a small company is not required to prepare a cash flow statement.

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.

Justice Support Services (North Kent) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2020

3. Accounting policies *(continued)*

(d) Consolidation

The company has taken advantage of the option not to prepare consolidated Annual Report and Financial Statements contained in Section 398 of the Companies Act 2006 on the basis that the company and its subsidiary undertakings comprise a small group.

(e) 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.

Significant judgments

The judgments (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

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 are as follows:

i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. 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 in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. 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.

Justice Support Services (North Kent) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2020

3. Accounting policies *(continued)*

(f) Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, 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. Management 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.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of six months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

(h) Borrowings

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

(i) Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

(j) Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

Justice Support Services (North Kent) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2020

3. Accounting policies *(continued)*

Impairment of fixed assets *(continued)*

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

4. Auditors' remuneration

The audit fee of £2,110 (2019: £1,895) was borne by the subsidiary company Justice Support Services (North Kent) Limited.

5. Particulars of employees and directors

The average number of persons employed by the Company during the financial year amounted to nil (2019: nil). The directors are not employed by the Company and did not receive any remuneration from the Company during the year (2019: £nil).

6. Other interest receivable and similar income

	2020	2019
	£	£
Interest from Group undertakings	<u>508,703</u>	<u>464,593</u>

7. Interest payable and similar expenses

	2020	2019
	£	£
Interest due to Group undertakings	<u>508,703</u>	<u>464,593</u>

8. Investments

	Shares in group undertakings £
Cost	
At 1 April 2019 and 31 March 2020	<u>10,000</u>
Impairment	
At 1 April 2019 and 31 March 2020	<u>-</u>
Carrying amount	
At 31 March 2020	<u>10,000</u>
At 31 March 2019	<u>10,000</u>

Subsidiaries, associates and other investments

Justice Support Services (North Kent) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2020

8. Investments *(continued)*

The company owns 100% of the issued share capital of Justice Support Services (North Kent) Limited.

	2020	2019
	£	£
Aggregate capital and reserves	(6,610,424)	(6,430,830)
Profit/(Loss) for the year	291,415	254,285

The directors acknowledge the investment is in net liabilities, the cause of this is due to the derivative financial instruments being brought onto the balance sheet. The directors have reviewed the investments forecasts and projections and have reasonable expectation that no impairment indicators exist and the investment will continue in operation existence for the foreseeable future.

9. Debtors

Debtors amounts falling due within one year are as follows:

	2020	2019
	£	£
Amounts owed by Group undertakings	<u>740,363</u>	<u>231,660</u>

Debtors amounts falling due after more than one year are as follows:

	2020	2019
	£	£
Amounts owed by Group undertakings	<u>3,861,950</u>	<u>3,861,950</u>

Amounts owed by group undertakings greater than one year consists of loans due from the subsidiary. This is a subordinated loan due from Justice Support Services (North Kent) Limited which carries an annual interest rate of 12.03% and is repayable in September 2036.

10. Creditors: amounts falling due within one year

	2020	2019
	£	£
Amounts owed to Group undertakings	<u>740,363</u>	<u>231,660</u>

The amounts owed to group undertakings relate to subordinated debt interest payable.

11. Creditors: amounts falling due after more than one year

	2020	2019
	£	£
Amounts owed to group undertakings	<u>3,861,950</u>	<u>3,861,950</u>

The subordinated loan stock is unsecured and bears interest at 12.03%. The subordinated loan facility is repayable as a bullet payment in September 2036.

Justice Support Services (North Kent) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2020

12. Called up share capital

Issued, called up and fully paid

	2020		2019	
	No.	£	No.	£
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

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

13. Reserves

Retained earnings records retained earnings and accumulated losses.

14. Related party transactions

The following disclosures are with entities in the group that are not wholly owned:

Aberdeen Infrastructure (No.3) Limited is a 50% shareholder in the Company and an associated company, Aberdeen Infrastructure Limited, is the holder of £1,930,975 (2019: £1,930,975) in subordinated loan notes due from the company. Interest expense in the year was £254,352 (2019: £232,296), of which £370,182 (2019: £115,830) was outstanding at year end. No payments of subordinated debt interest were made during the year. The company paid £28,363 (2019: £27,896) to Aberdeen Infrastructure Finance GP Limited for the provision of two directors.

DIF Infrastructure III CV was a 50% shareholder in the Company and was the holder of £1,930,975 (2019: £1,930,975) in subordinated loan notes due from the company. On 4 February 2020, Equitix (Caterham) Acquisition Co 1 Limited ("Equitix") purchased DIF Infrastructure III CV shareholding, loan notes and associated interest in the company. Interest expense due to DIF Infrastructure III CV, prior to the acquisition, was £215,328 (2019: £232,296), of which £331,158 was transferred on acquisition to Equitix. Further interest expense due to Equitix following the acquisition, in the year was £39,024. Total subordinated debt interest outstanding at the year due to Equitix was £370,182. No payments of subordinated debt interest were made during the year.

The company paid £28,363 (2019: £27,896) to DIF Infrastructure III CV for the provision of two directors.

15. Controlling party

The share capital of the Company is jointly held by Aberdeen Infrastructure (No.3) Limited and Equitix (Caterham) Acquisition Co 1 Limited. During the year DIF Infra 3 UK Limited sold its shareholding to Equitix (Caterham) Acquisition Co 1 Limited. Each party holds 50% and thus it is the directors' opinion that there remains no ultimate controlling party.

Aberdeen Infrastructure (No.3) Limited and Equitix (Caterham) Acquisition Co 1 Limited are incorporated in the United Kingdom and registered in England and Wales. Copies of the accounts of these companies can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.