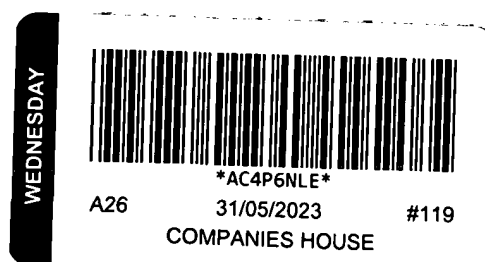




# 3i BIFM Investments Limited

Annual report and accounts for the year to 31 March 2023

Registered number: 06949026



## 3i BIFM Investments Limited

No. 06949026

### Contents

Directors' report	1 - 3
Strategic report	4 - 5
Independent auditor's report	6 - 8
Statement of comprehensive income	9
Statement of changes in equity	9
Statement of financial position	10
Statement of cash flows	11
Accounting policies	12 - 13
Notes to accounts	14 - 19

**3i BIFM Investments Limited**

No. 06949026

## **Directors' report**

The Directors submit their report with the financial statements for the year to 31 March 2023.

## **Principal activity**

3i BIFM Investments Limited (the "Company") provides management services to limited partnership vehicles which invest in Public Private Partnerships (PPP), Private Finance Initiative (PFI) projects and other infrastructure projects exhibiting similar characteristics in the UK and Europe. Subsidiaries of the Company act as general partners of the limited partnership vehicles managed by the Company. The Company is authorised and regulated by the Financial Conduct Authority in the United Kingdom.

## **Directors**

The Directors of the Company during the year and up to the date of this report were:

P J White (Resigned on 22 July 2022)

J I Cavill

J P Dawes

B D S B S Sottomayor (Appointed on 22 July 2022)

## **Dividends**

An interim dividend of £1,200,000 or £6.00 per share was paid during the year (2022:£1,400,000 or £7.00 per share). The Directors do not recommend a final dividend for the year (2022: nil).

## **Future developments**

There have been no changes in activity in the year and the Directors do not foresee any future changes.

## **Events since the balance sheet date**

There have been no significant events post balance sheet.

## **Disclosure of information to the auditors**

Pursuant to s418(2) of the Companies Act 2006, each of the Directors confirms that: (a) so far as they are aware, there is no relevant audit information of which the auditors are unaware; and (b) they have taken all steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of such information.

## **Financial Risk Management**

The financial risk management objectives, policies and processes which are followed by the Company are set out in 3i Group plc Annual report and accounts. The Company's exposure to credit risk, liquidity risk and market risk are set out in Note 11.

3i BIFM Investments Limited

No. 06949026

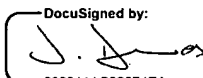
## Directors' report

### Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

3i Group plc is the ultimate parent undertaking of the Company. 3i Group plc has sufficient financial resources and liquidity and is well positioned to manage business risks in the current economic environment. 3i Group plc can support the Company where necessary to continue its operations for a period of at least twelve months from the date of this report. Our analysis of the going concern of the Company is presented in more detail within the Basis of preparation section of the accounts.

By order of the Board

DocuSigned by:  
  
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J P Dawes

Director

Date: 15 May 2023

Registered office:  
16 Palace Street  
London, SW1E 5JD

3i BIFM Investments Limited

No. 06949026

## Directors' report

### Statement of Directors' responsibilities in respect of the Annual Report, Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Annual Report the Strategic Report, 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 UK-adopted international accounting standards and applicable law.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 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, and 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.

**3i BIFM Investments Limited**

No. 06949026

**Strategic report**

The Directors present their Strategic report for the year ended 31 March 2023.

**Results and business review**

The main key performance indicators are:

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
<b>Revenue</b>	4,235	4,038
<b>Operating expenses</b>	(3,052)	(2,885)
<b>Net assets</b>	1,674	1,691

The results for the year and the financial position of the Company are in the financial statements.

**Principal risks and uncertainties**

The Company is a subsidiary of 3i Holdings plc, which is part of 3i Group plc (the "Group"). The Group is the ultimate parent company and sets objectives, policies and processes for managing and monitoring risk as set out in the Directors' report in the Annual report and accounts of 3i Group plc. The key risks faced by the company are as follows; credit risk, liquidity risk and market risk. For details on the financial risks and how they are managed please refer to Note 11. Non-financial risk faced by the Company includes external risk, operational risk, and cybersecurity risk. For details on the non-financial risks and how they are managed please refer to the 3i Group plc annual report and accounts.

3i BIFM Investments Limited

No. 06949026

## Strategic report

### Section 172(1) Statement.

The Directors of the Company are required to act in accordance with those requirements set out in section 172 of the UK Companies Act 2006 which is summarised below:

A Director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

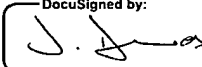
- the likely consequences of any decision in the long-term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the company.

The Directors confirm that they have complied with these requirements where applicable.

The Directors fulfil their duties by taking part in regular meetings to discuss key strategic issues. The Directors operate in line with the governance framework, this is set out in the governance section in the Annual report and accounts of 3i Group plc.

Who are our stakeholders?	Why are they important?	How do we engage with them and foster business relationships?
Government and regulatory bodies	The Company works in a regulated environment and can only continue to operate in compliance with relevant regulation.	Our Group Compliance team and local professionals lead our relationships with regulators in the UK.
The ultimate parent company, fellow subsidiaries and third parties	The Company has contracts with companies within and outside the group. These companies are a source of income to the Company or another 3i company.	The Company acts as investment manager and adviser to BIIF LP and various subsidiaries.

By order of the Board

DocuSigned by:  
  
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J P Dawes

Director

Date: 15 May 2023

Registered office:  
 16 Palace Street  
 London, SW1E 5JD

3i BIFM Investments Limited

No. 06949026

## Independent auditor's report to the members of 3i BIFM Investments Limited

### Opinion

We have audited the financial statements of 3i BIFM Investments Limited ("the Company") for the year ended 31 March 2023 which comprise the Statement of comprehensive income, the Statement of changes in equity, the Statement of financial position, the Statement of cash flows, and related notes, including the accounting policies A to H.

In our opinion the financial statements:

- give a true and fair view of the company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with the UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

### Fraud and breaches of laws and regulations – ability to detect

#### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures

- Enquiring of 3i Group plc Head of Legal and Head of Compliance and reviewing breaches register to assess the impact of any material breaches;
- Reading Board minutes.
- Considering remuneration incentive schemes and performance targets for management and directors.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.



3i BIFM Investments Limited

No. 06949026

## Independent auditor's report to the members of 3i BIFM Investments Limited

## Fraud and breaches of laws and regulations – ability to detect (continued)

As required by auditing standards and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the calculation of revenue is non-judgmental and straightforward, with limited opportunity for manipulation.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included all post year-end closing journals.
- Evaluated the business purpose of significant unusual transactions.

*Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's license to operate. We identified the following areas as those most likely to have such an effect: anti-bribery, anti-money laundering, market abuse regulations and certain aspects of company legislation recognising the nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

*Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

3i BIFM Investments Limited

No. 06949026

## Independent auditor's report to the members of 3i BIFM Investments Limited

### Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

### Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities


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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### The purpose of our audit work and to whom we owe our responsibilities

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

DocuSigned by:

  
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**Fang Fang Zhou (Senior Statutory Auditor)**  
for and on behalf of KPMG LLP, Statutory Auditor  
*Chartered Accountant*  
15 Canada Square  
Canary Wharf  
London E14 5GL  
Date: 15 May 2023

## 3i BIFM Investments Limited

No. 06949026

**Statement of comprehensive income**

for the year to 31 March 2023

	Notes	2023 £'000	2022 £'000
Revenue	1	4,235	4,038
Operating expenses	2	(3,052)	(2,885)
<b>Operating profit</b>		<b>1,183</b>	<b>1,153</b>
<b>Profit before tax</b>		<b>1,183</b>	<b>1,153</b>
Income taxes	4	-	-
<b>Total comprehensive income for the year</b>		<b>1,183</b>	<b>1,153</b>

All items in the above statement are derived from continuing operations.

**Statement of changes in equity**

for the year to 31 March 2023

	Notes	Issued share capital £'000	Retained earnings £'000	Total £'000
As at 1 April 2021		200	1,738	1,938
Dividend paid	12	-	(1,400)	(1,400)
Total comprehensive income for the year		-	1,153	1,153
<b>Total change in equity for the year</b>		<b>-</b>	<b>(247)</b>	<b>(247)</b>
<b>As at 31 March 2022</b>		<b>200</b>	<b>1,491</b>	<b>1,691</b>
Dividend paid	12	-	(1,200)	(1,200)
Total comprehensive income for the year		-	1,183	1,183
<b>Total change in equity for the year</b>		<b>-</b>	<b>(17)</b>	<b>(17)</b>
<b>As at 31 March 2023</b>		<b>200</b>	<b>1,474</b>	<b>1,674</b>

The accounting policies and notes on pages 12 to 19 form an integral part of these financial statements.

## 3i BIFM Investments Limited

No. 06949026

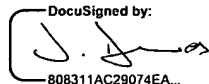
## Statement of financial position

as at 31 March 2023

	Notes	2023 £'000	2022 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	6	-	-
<b>Total non-current assets</b>		-	-
<b>Current assets</b>			
Trade and other receivables	7	1,013	988
Cash and cash equivalents		1,370	1,395
<b>Total current assets</b>		2,383	2,383
<b>Current liabilities</b>			
Trade and other payables	8	(709)	(692)
<b>Total current liabilities</b>		(709)	(692)
<b>Net assets</b>		1,674	1,691
<b>Equity</b>			
Issued capital	5	200	200
Retained earnings		1,474	1,491
<b>Total equity</b>		1,674	1,691

The accounting policies and notes on pages 12 to 19 form an integral part of these financial statements.

The financial statements have been approved and authorised for issue by the Board of Directors.

DocuSigned by:  
  
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J P Dawes

Director

Date: 15 May 2023

Registered office:  
 16 Palace Street  
 London, SW1E 5JD

## 3i BIFM Investments Limited

No. 06949026

**Statement of cash flows**

for the year to 31 March 2023

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
<b>Cash flow from operating activities</b>		
Management fees received	4,210	4,069
Management services fees paid	(2,947)	(2,848)
Professional fees paid	(88)	(77)
Net VAT paid	-	(81)
<b>Net cash flow from operating activities</b>	<b>1,175</b>	<b>1,063</b>
<b>Cash flow from financing activities</b>		
Dividends paid	(1,200)	(1,400)
<b>Net cash flow from financing activities</b>	<b>(1,200)</b>	<b>(1,400)</b>
<b>Change in cash and cash equivalents</b>	<b>(25)</b>	<b>(337)</b>
<b>Cash and cash equivalents at the start of the year</b>	<b>1,395</b>	<b>1,732</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,370</b>	<b>1,395</b>

The accounting policies and notes on pages 12 to 19 form an integral part of these financial statements.

3i BIFM Investments Limited

No. 06949026

## Accounting policies

### A. Statement of compliance

These financial statements have been prepared and approved by the directors accordance with UK-adopted international accounting standards and applicable law.

The Company did not implement the requirements of any other standards or interpretations that were in issue; these were not required to be adopted by the Company for the year ended 31 March 2023. No other standards or interpretations have been issued that are expected to have a material impact on the Company's financial statements.

These financial statements have been prepared in accordance with Companies Act 2006.

### B. Basis of preparation

The financial statements are presented in sterling, the functional currency of the Company and rounded to the nearest thousand unless otherwise stated. The financial statements are prepared on a going concern basis.

Under the provision of Section 400 of the Companies Act 2006, consolidated accounts have not been prepared as the Company is a wholly owned subsidiary undertaking of 3i Holdings plc which in turn is a wholly owned subsidiary undertaking of 3i Group plc, and both companies are incorporated in Great Britain and registered in England and Wales. 3i Group plc prepares consolidated accounts, within which the results of the Company are incorporated. Copies of the 3i Group plc financial statements are publicly available at its registered office: 16 Palace Street, London, SW1E 5JD.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Investment in subsidiaries are held at fair value. Fair value is measured at the entity's Net Asset Value, with the most significant component being the underlying receivables and payables. Note 6 provides further detail on fair value of the investment in subsidiaries.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The most significant techniques for estimation are described in the accounting policies below.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### Going Concern

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

The Company has a significant relationship with 3i Group plc due to 3i Group plc being the ultimate parent company of the Group. The Group has historically provided support to subsidiaries where required. In considering the going concern of the Company, the Directors have considered the going concern assessment of 3i Group plc performed by the Directors of the Group.

In considering going concern, the Directors have reviewed the capital liquidity and financial position of the Company, including future plans. Having performed this assessment and having reviewed the Group assessment, the Directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and consequently have considered it appropriate to prepare these financial statements on a going concern basis.

3i BIFM Investments Limited

No. 06949026

## Accounting policies

### C. Revenue recognition

The Company recognises management fee income when it has the right to receive the income in accordance with the management agreement. Interest income is recognised when the Company has the right to receive the interest. Revenue is recognised in accordance with IFRS 15.

Dividends are recognised in the Statement of comprehensive income when the shareholder's rights to receive payment have been established except to the extent that dividends, paid out of pre-acquisition reserves, adjust the fair value of the equity instrument.

### D. Cash and cash equivalents

Cash and cash equivalents in the Statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of 3 months or less. For the purposes of the Statement of cash flows, cash and cash equivalents comprise cash and short-term deposits as defined above.

### E. Issued Share capital

Ordinary shares issued by the Company are recognised at the proceeds or fair value received with the excess of the amount received over nominal value being credited to the share premium account. Direct issue costs net of tax are deducted from equity.

### F. Income taxes

Tax is charged or credited to the Statement of comprehensive income, except where it relates to items charged or credited directly to equity, in which case the tax is also dealt with in equity. The tax currently payable is based on the taxable profit for the year. This may differ from the profit included in the Statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

To enable the tax charge to be based on the profit for the year, deferred tax is provided in full on temporary timing differences, at the rates of tax expected to apply when these differences crystallise. Deferred tax assets are recognised only to the extent that it is probable that sufficient taxable profits will be available against which temporary differences can be set off. All deferred tax liabilities are offset against deferred tax assets in accordance with the provisions of IAS 12.

The carrying amount of deferred tax assets is reviewed at each Statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### G. Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost less expected credit loss allowance under IFRS 9. Impairment losses are presented as net impairment losses within Operating expenses. Subsequent recoveries of amounts previously impaired are credited against the same line item. A description of the Company's expected credit loss policy is disclosed in Note 11.

### H. Trade and other payables

Liabilities, other than those specifically accounted for under a separate policy, are stated based on the amounts which we consider to be payable in respect of goods or services received up to the Statement of financial position date.

## 3i BIFM Investments Limited

No. 06949026

## Notes to the accounts

## 1. Revenue

	2023 £'000	2022 £'000
Management fee income	4,235	4,038

The management fee income is derived from the priority profit share income earned by the Company's general partner subsidiaries, details of which are included in Note 13.

## 2. Operating expenses

	2023 £'000	2022 £'000
Management services fee	2,964	2,826
Non-recoverable VAT	-	(22)
Professional fees	88	81
Total	3,052	2,885

The auditor's remuneration for the year of £40,000 (2022: £38,095) was borne by 3i plc, a subsidiary of 3i Holdings plc. There were no non-audit services fees paid.

Directors' remuneration and certain direct and indirect costs were borne by 3i plc. These were recharged to the Company by way of a management services fee of £2,965k (2022: £2,826k). The agreement with 3i plc is described in Note 9.

## 3. Directors' emoluments

The Directors of the Company are also Directors of fellow subsidiaries and receive remuneration from 3i plc. The table below shows the total emoluments received by the Directors from the fellow subsidiary.

	2023 £'000	2022 £'000
Salaries and benefits	795	912
Bonuses, carried interest and performance fees	707	510
Contributions to defined contribution pension schemes	60	56
Share-based payments	3,219	4,861
Total	4,781	6,339

Emoluments, including share based payments, attributable to the highest paid Director were £1,575k (2022: £4,505k).



## 3i BIFM Investments Limited

No. 06949026

## Notes to the accounts

## 4. Income taxes

## Reconciliation of income taxes in the Statement of comprehensive income

The tax charge for the year is different from the standard rate of corporation tax in the UK, currently 19% (2022: 19%) and the differences are explained below:

	2023 £'000	2022 £'000
Profit before tax	1,183	1,153
Profit before tax multiplied by rate of corporation tax in the UK of 19% (2022: 19%)	225	219
Expenses not deductible for tax purposes	-	-
Non-taxable income	(853)	(768)
Tax losses surrendered/(claimed) as group relief for nil consideration	192	119
Taxable income from partnership subsidiaries	436	430
Total income taxes in the Statement of comprehensive income	-	-

## Deferred tax

From 1 April 2023, the corporation tax rate will increase to 25%. No further changes to the corporation tax rate have been announced or enacted as at the balance sheet date. Therefore, any recognised deferred tax assets and liabilities are calculated at 25%.

At 31 March 2023 3i BIFM Investments Ltd Limited had tax losses carried forward of £1,093k (2022: £1,093k) for which no deferred tax asset has been recognised. It is considered uncertain that there will be sufficient taxable profits in the future against which the associated deferred tax assets can be offset and therefore the assets have not been recognised.

5. Issued Share Capital	Number of shares	Amount £'000
Authorised ordinary shares of £1 each	200,000	
Called up, allotted and fully paid ordinary shares of £1 each		
At 31 March 2023 and 31 March 2022	200,000	200

## 6. Investments in subsidiaries

	2023 £	2022 £
Opening fair value	55	55
Closing fair value	55	55

These subsidiaries act as general partners in the limited partnerships managed by the Company, or as holding companies of such general partners. There are no restrictions on the profits of the subsidiaries and no guarantees exist between the parent and the subsidiaries.

## 3i BIFM Investments Limited

No. 06949026

## Notes to the accounts

**7. Trade and other receivables**

<b>Current Assets</b>	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed by group undertakings	1,013	988
<b>Total</b>	<b>1,013</b>	<b>988</b>

Under IFRS 9 no expected credit losses have been recognised, see Note 11 for details. The carrying amount is a reasonable approximation of fair value.

**8. Trade and other payables**

<b>Current liabilities</b>	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Amounts payable to Group undertakings	709	692
<b>Total</b>	<b>709</b>	<b>692</b>

**9. Related parties**

During the year the Company entered into transactions, in the ordinary course of business, with related parties. There were no transactions with Directors of the Company and there are no other key management personnel. Each of these categories of related parties and their impact on the financial statements is detailed below.

**Parent company**

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Dividend paid	1,200	1,400

**Subsidiaries***Management fees income*

Total fees received from the subsidiaries for management services, including any accrued fees due at the end of the year, are detailed below.

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Management fees	4,235	4,038
Of which amounts accrued at end of year	1,013	988

**Fellow subsidiaries***Management services fees*

The Company pays to 3i plc, a fellow subsidiary, management service fees which reimburses the costs incurred by 3i plc in providing personnel and related expenses. These fees are detailed below.

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Management services fees	2,964	2,826
Of which payable at end of year	709	692

## 3i BIFM Investments Limited

No. 06949026

## Notes to the accounts

**10. Parent undertaking and controlling party**

The Company's immediate parent undertaking is 3i Holdings plc.

The Company's ultimate parent undertaking and controlling party is 3i Group plc which is incorporated in Great Britain and registered in England and Wales. Copies of its consolidated financial statements, which include the Company, are available from 16 Palace Street, London SW1E 5JD and online at [www.3i.com](http://www.3i.com).

**11. Financial risk management**

The Company's ultimate parent company is 3i Group plc. 3i Group plc sets objectives, policies and processes for managing and monitoring risk as set out in the Directors' report in the 3i Group plc Annual Report. This note provides further information on the specific risks faced by the Company.

**Financial risks**

The capital structure of the Company consists of equity. There is sufficient capital in the Company to cover liabilities and the Company is free to transfer capital to the parent company subject to maintaining sufficient reserves to meet statutory obligations.

**Credit risk**

The Company is subject to credit risk on its receivables, cash and deposits. The Company's cash and deposits are held with Barclays Bank plc.

IFRS 9 requires the Members to recognise expected credit losses ("ECLs") on its Cash and cash equivalents. The Company has adopted the simplified approach and is based on lifetime ECLs. No impairment loss has been recognised (2022: nil).

**Liquidity risk**

The Company's largest liability relates to payments due to 3i plc, a fellow subsidiary, under the BIFM Services Agreement for the provision of personnel, office services, operations, management and financial reporting and compliance (e.g. regulatory advice) services. This fee is variable, reflecting (i) the income received by 3i BIFM Investments Limited as investment manager of BIF LP, BIF WIP LP and previously BEIF II LP, BEIF (UPP) LP and Alma Mater Fund LP a; (ii) the costs incurred by 3i BIFM Investments Limited, other than the management services fee payable by it to 3i plc and (iii) ongoing obligations of 3i BIFM Investments Limited to meet its regulatory capital requirements. The linked nature of the fee gives the Company a relatively low liquidity risk. The risk exposure at this year end is considered to be representative of the year as a whole.

**Market risk**

The Company is not exposed to significant market risk as it does not hold fixed or floating rate loans or liabilities or investments which are exposed to market fluctuations.

**12. Dividends**

	2023	2023	2022	2022
	£ per share	£'000	£ per share	£'000
Interim dividend paid during the year	6.00	1,200	7.00	1,400

## 3i BIFM Investments Limited

No. 06949026

## Notes to the accounts

**13. Subsidiaries and related undertakings**

The Companies Act 2006 requires disclosure of certain information about the Company's related undertakings and this is set out below. Related undertakings are subsidiaries, joint ventures, associates and other significant holdings. In this context, significant means either a shareholding greater than or equal to 20% of the nominal value of any class of shares or a book value greater than 20% of the Company's assets.

The Company's related undertakings at 31 March 2023 are listed below:

Description	Holding/share class	Footnote
<b>Subsidiaries</b>		
BEIF Management Limited	100% ordinary shares	1
BAM General Partner Limited	100% ordinary shares	1
BIIF GP Limited	100% ordinary shares	1
3i BIIF GP LLP	50% ordinary shares	1

1 - Registered office: 16 Palace Street, London, England, SW1E 5JD

**14. Post balance sheet events**

There have been no events subsequent to the balance sheet date identified which would require adjustment to these financial statements.

**3i BIFM Investments Limited**

No. 06949026

**Notes to the accounts****Country by country reporting (Unaudited)**

The Capital Requirements (Country-by-Country Reporting) Regulations 2013 apply to the Company and information required to be published by these regulations is set out below.

The principal activity of the Company is to provide management services to limited partnership vehicles which invest in infrastructure investments. The Company carries on all its principal activities in the UK and has no overseas offices or branches. The Company has three wholly owned UK incorporated and UK domiciled subsidiaries, and a 50% partnership interest in a UK Limited Liability Partnership. These subsidiaries act as general partners in the infrastructure investment related limited partnerships managed by the Company, or as holding companies of such general partners. The subsidiaries of the Company are not in the scope of the Country-by-Country Reporting Regulations.

The information required to be disclosed by country is set out below. The only country applicable for the Company is the UK.

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Turnover	4,235	4,088
Profit before tax	1,183	1,432

The Company is a member of the 3i group of companies in the UK. The Company did not make any corporation tax payments during the year as its taxable profits, if any, were covered by losses surrendered as group relief by other companies in the 3i Group.

The average number of full time equivalent employees of the Company during the year was nil. UK employees of the 3i Group, of which the Company is currently a member, are employed by a fellow subsidiary, 3i plc.