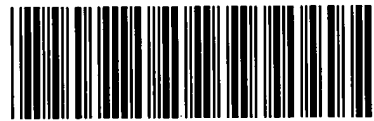


PALIO (NO 1) LIMITED

**ANNUAL REPORT
AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2017**

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13/09/2018

#117

COMPANIES HOUSE

Registered Number 07314929

DIRECTORS AND ADVISORS

Directors

J Pritchard

D M Hardy (appointed 19 May 2017)

A G Charlesworth (resigned 19 May 2017)

Company secretary

P Naylor

Company registered office

1 Kingsway

London

WC2B 6AN

United Kingdom

Auditor

Deloitte LLP

Statutory Auditor

London

United Kingdom

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

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STRATEGIC REPORT

Principal activities

The principal activity of Palio (No 1) Limited (the "Company") is to invest in PPP infrastructure projects.

Business review

The Company currently holds 27.08% interest in Services Support (Gravesend) Holdings Limited and 27.08% interest in Services Support (Manchester) Holdings Limited. During the year, the company continued to receive revenues from its investments in the form of interest on subordinated debt loans and dividends. The Company reports a profit after tax for the year of £949,000 (2016: profit of £379,000) and a negative movement of £62,000 (2016: a negative movement of £57,000) in investments at fair value.

The Company meets the definition in IAS 28 (May 2011) Investments in Associates and Joint Ventures of a venture capital organisation or similar entity and upon initial recognition has designated its investments in joint venture and associates at fair value through profit or loss. The Company therefore measures its interest in joint ventures and associates at fair value in accordance with IAS39 Financial Instruments: Recognition and Measurement and IFRS 13 Fair Value Measurement, with changes in fair value recognised in profit or loss in the period of the change.

The Company's joint ventures are held at fair value in the statement of financial position with movement recorded through the Income Statement as explained in note 2. In order to determine the fair value of these investments, the Company takes into consideration the fair value of the underlying portfolio of companies.

There have been no events subsequent to 31 December 2017 which require adjustment of our disclosure in the financial statements or notes thereto.

Going concern

The Directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate. In reaching this conclusion, the Directors have specifically considered the Company's activity and forecast over the next 12 months and the Company's relationships with its immediate parent. More information is provided in note 2 to the financial statements.

Principal risks and uncertainties

The principal risk faced by the Company is credit risk in relation to its investment. Credit risk is mitigated by the Company holding investments in PPP projects, which are supported by central and local government bodies.

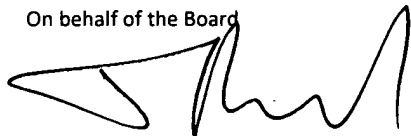
Key performance indicators

The key performance indicator for the Company is the net assets attributable to shareholders, as detailed on page 7 of the financial statements.

Future developments

In 2018 the Directors do not foresee any changes in the business or the underlying project.

On behalf of the Board



J Pritchard
Director

07 September 2018

DIRECTORS' REPORT

The Directors submit their Annual Report and the audited financial statements for the year ended 31 December 2017.

The Company is a limited company incorporated in England. The Company is wholly owned by JLIF Limited Partnership, the limited partner of which is JLIF LuxCo 2 S.à.r.l. The limited partner is an indirectly wholly owned subsidiary of John Laing Infrastructure Fund Limited. The Company invests in PPP infrastructure projects in the UK.

Results and dividends

The Directors have declared and paid total dividends of £506,000 (2016: £367,000) in respect of the year ended 31 December 2017.

Directors

The Directors who served throughout the year, were as follows;

J Pritchard

D M Hardy (appointed 19 May 2017)

A G Charlesworth (resigned 19 May 2017)

Directors' indemnities

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

Employees

The Company had no employees during the year (2016: none).

Principal risks and uncertainties

The principal risk faced by the Company is credit risk in relation to its investment. Credit risk is mitigated by the Company holding

Future developments

In 2018 the Directors do not foresee any changes in the business or the underlying project.

Auditor

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

- as far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provision of section 418 of the Companies Act 2006.

Deloitte LLP was appointed auditor at a meeting of the Board of Directors. Deloitte LLP has indicated their willingness to be reappointed as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

On behalf of the Board



J Pritchard

Director

07 September 2018

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

Independent auditor's report to the members of Palio (No 1) Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Palio (No 1) Limited (the 'company') which comprise:

- the income statement;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Independent auditor's report to the members of Palio (No 1) Limited (continued)

Auditor's 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

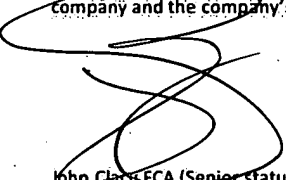
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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 respect of these matters.

Use of our report

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.



John Clacy FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London
United Kingdom
07 September 2018

INCOME STATEMENT

for the year ended 31 December 2017

	Notes	2017 £'000s	2016 £'000s
Interest Income		324	326
Dividend Income		506	367
Net loss on investments at fair value through profit or loss	8	(62)	(57)
Operating income		768	636
Operating profit	4	768	636
Net finance costs	5	(324)	(326)
Profit before tax		444	310
Tax credit	6	505	69
Profit for the year		949	379

All results are derived from continuing operations.

The notes on pages 9 to 20 form part of these financial statements.

There are no items of Other Comprehensive Income in both the current and preceding year, and therefore no separate Statement of Comprehensive Income has been presented.

STATEMENT OF FINANCIAL POSITION
as at 31 December 2017

	Notes	2017 £'000s	2016 £'000s
Non-current assets			
Investments at fair value through profit or loss	8	9,854	10,051
Total non-current assets		9,854	10,051
Total assets		9,854	10,051
Current liabilities			
Trade and other payables	10	(150)	(284)
Total current liabilities		(150)	(284)
Non-current liabilities			
Loans and borrowings	11	(2,465)	(2,466)
Deferred tax liabilities	12	-	(505)
Total non-current liabilities		(2,465)	(2,971)
Total liabilities		(2,615)	(3,255)
Net assets		7,239	6,796
Equity			
Share capital	13	75	75
Retained earnings	14	7,164	6,721
Total equity		7,239	6,796

The financial statements of Palio (No 1) Limited, registered number 07314929, were approved by the Board of Directors and authorised for issue on 07 September 2018. They were signed on its behalf by:



J Pritchard
Director

The notes on pages 9 to 20 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2017

Statement of Changes in Equity in 2017					
	Note	Share capital £'000s	Share premium account £'000s	Retained earnings £'000s	Total equity £'000s
Balance at 1 January 2017	13 & 14	75	-	6,721	6,796
Profit for the year	14	-	-	949	949
Total comprehensive income for the year		-	-	949	949
Dividends paid	7	-	-	(506)	(506)
Balance at 31 December 2017		75	-	7,164	7,239

Statement of Changes in Equity in 2016					
	Note	Share capital £'000s	Share premium account £'000s	Retained earnings £'000s	Total equity £'000s
Balance at 1 January 2016	13 & 14	75	-	6,709	6,784
Profit for the year	14	-	-	379	379
Total comprehensive income for the year		-	-	379	379
Dividends paid	7	-	-	(367)	(367)
Balance at 31 December 2016		75	-	6,721	6,796

The notes on pages 9 to 20 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2017

1 GENERAL INFORMATION

Palio (No 1) Limited (the 'Company') is a private limited company, domiciled and incorporated in England and Wales, having its registered office at 1 Kingsway, London United Kingdom, WC2B 6AN and having company registration number 07314929. The Company is wholly owned by JLF Limited Partnership, the limited partner of which is JLF LuxCo 2 S.à.r.l. The limited partner is an indirectly wholly owned subsidiary of John Laing Infrastructure Fund Limited. The Company invests in PPP infrastructure projects.

The Financial Statements of Palio (No 1) Limited have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU").

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of accounting

The financial statements have been prepared on the historical cost basis, except that the following assets and liabilities are stated at their fair values: financial assets classified at their fair value through profit or loss. The principal accounting policies are set below.

The Company has not adopted during the year any new and revised International Financial Reporting Standards interpretations and amendments. At the date of approval of these financial statements, the Company has not applied the following new and revised IFRS standards that have been issued but are not yet effective and have not yet been adopted by the EU:

- IFRS 9 Financial Instruments (effective 1 January 2018)
- IFRS 15 Revenue from Contracts with Customers (effective 1 January 2018)
- IFRS 16 Leases (effective 1 January 2019)
- IFRS 17 Insurance Contracts (effective 1 January 2021)
- Classification and Measurement of Share-based Payment Transactions (amendments to IFRS 2) (effective 1 January 2018)
- Annual Improvements to IFRSs 2014-2016 Cycle (effective 1 January 2018)
- Transfers of Investment Property (amendments to IAS 40) (effective 1 January 2018)
- Long-term Interests in Associates and Joint Ventures (Amendments to IAS 28) (effective 1 January 2019)
- Prepayment Features with Negative Compensation (Amendments to IFRS 9) (effective 1 January 2019)
- IFRIC 22 Foreign Currency Transactions and Advance Consideration (effective 1 January 2018)
- IFRIC 23 Uncertainty over Income Tax Treatments (effective 1 January 2019)

The Directors do not expect that the adoption of the standards listed above will have a material impact on the financial statements of the Company in future periods.

A summary of the principal accounting policies adopted by the Directors, which have been applied consistently throughout the current and preceding year, is shown below.

Sub debt debtors

Under IFRS, sub debt debtors of amounts owed by investments have been included within the fair value of the investment to which it relates and the debtor has been classified to investments. Consequently, the interest revenue associated to the sub debt debtor is reported within Operating Income in the Income Statement.

Investments in joint ventures and associates

The Company meets the definition in IAS 28 (May 2011) Investments in Associates and Joint Ventures of a venture capital organisation or similar entity and upon initial recognition has designated its investments in joint venture and associates at fair value through profit or loss. The Company therefore measures its interest in joint ventures and associates at fair value in accordance with IAS 39 Financial Instruments: Recognition and Measurement and IFRS 13 Fair Value Measurement, with changes in fair value recognised in profit or loss in the period of the change.

2.2 Going concern

Having reviewed the Company's investments portfolio including the associated future cash requirements and forecast receipts, the Directors are satisfied that they have a reasonable expectation that the Company will have access to adequate resources to continue in existence for at least 12 months from the date of signing of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. The Company has investments in two operational non-recourse PPP Project company which yield annual interest, dividends and loan repayments. The cash flow from the project yield comfortably covers the Company's expected cash flow requirements for overheads and targeted dividend distribution policy. The Company has sufficient financial resources together with public sector long-term contracts across a range of infrastructure projects. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully. The Directors, at the time of approving the financial statements, are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future, a period of not less than 12 months from the date of this report. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2017

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Revenue recognition

(i) Interest income
Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time-apportioned basis, using the effective interest rate of the instrument concerned as calculated at the acquisition or origination date. Interest income is recognised gross of withholding tax, if any.

(iii) Dividend income
Dividend income is recognised when the Company's right to receive the payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably). Dividend income is recognised gross of withholding tax, if any, and only when paid by the PPP project company.

(iiii) Gains on investments at fair value through profit or loss
Gains or losses that arise from the movement in the fair value of investments are presented separately from interest income and dividend income above.

Revenue excludes the value of intra-group transactions and VAT.

2.4 Cash and cash equivalents

Cash and cash equivalents comprise cash balances, deposits held on call with banks and other short-term highly liquid deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and are included as a component of cash and cash equivalents for the purpose of the cash flow statement. Deposits held with original maturities of greater than three months are included in other financial assets.

The Company holds no cash or cash equivalents and has not held any cash or cash equivalents during the year, and therefore there have been no cash transactions during the year. All transactions have been conducted through intercompany transactions. As such, no cash flow statement has been prepared.

2.5 Borrowing costs

All borrowing costs are recognised in the Income Statement in the period in which they are incurred.

2.6 Taxation

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

Current 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 'profit before tax' as reported in the Income Statement because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the Statement of Financial Position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities (other than in a business combination) in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. 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. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the Income Statement except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments

Financial assets and financial liabilities are recognised on the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the instrument expire or the asset is transferred and the transfer qualifies for derecognition in accordance with IAS 39 'Financial Instruments: Recognition and Measurement' and IFRS 13 'Fair Value Measurement'.

i) Financial assets

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

a) Investments at fair value through profit or loss

Investments at fair value through profit or loss are designated upon initial recognition as financial assets at fair value through profit or loss. The Company's policy is to fair value both the equity and subordinated debt investments in PPP assets together. Subsequent to initial recognition, the investments are measured on a combined basis at fair value with changes recognised within operating income in the Income Statement.

The Company's investments comprises both equity and debt. Both elements are exposed to the same primary risk, being performance risk. This performance risk is taken into consideration when determining the discount rate applied to the forecast cash flows. In determining fair value we have considered observable market transactions and have measured fair value using assumptions that market participants would use when pricing the asset including assumptions regarding risk. The debt and equity are considered to have the same risk characteristics. As such the debt and equity form a single class of financial instrument for the purposes of disclosure. The Company measures its investments as a single class of financial asset at fair value in accordance with IFRS 13 'Fair Value Measurement'.

Investments in joint ventures and associates

The Company meets the definition in IAS 28 (May 2011) Investments in Associates and Joint Ventures of a venture capital organisation or similar entity and upon initial recognition has designated its investments in joint ventures and associates at fair value through profit or loss. The Company therefore measures its interests in joint ventures and associates at fair value in accordance with IAS39 Financial Instruments: Recognition and Measurement and IFRS 13 Fair Value Measurement, with changes in fair value recognised in profit or loss in the period of the change.

b) Loans and receivables

Trade receivables, loans and other receivables that are non-derivative financial assets and that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and other receivables'. Loans and other receivables are measured at amortised cost using the effective interest method, less any impairment. They are included in current assets, except where maturities are due in greater than 12 months after the Statement of Financial Position date which are classified as non-current assets. The Company's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the Statement of Financial Position.

ii) Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

a) Share capital

The nominal amount of shares issued is included in the share capital account.

b) Share premium

The balance of proceeds received net of direct issue costs is recorded as share premium.

c) Financial liabilities

Financial liabilities are classified as other financial liabilities, comprising of:

- Loans and borrowings are recognised initially at fair value of the consideration received, less transaction costs. Subsequent to initial recognition, loan and borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.
- Other non-derivative financial instruments are measured at amortised cost using the effective interest method less any impairment losses.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Financial instruments (continued)

iii) Fair value estimation

The fair value of financial instruments that are not traded in active markets is derived in one of two ways:

a) Investments at fair value through profit or loss

Fair value is calculated by discounting future cash flows, from investments in equity (dividends and equity redemptions) and subordinated loans (interest and repayments), to the Company at an appropriate discount rate. The basis of discount rates are long run average government bond rates adjusted for an appropriate premium to reflect PPP specific risk. Risk premia are then added to this adjusted base gilt rate depending on the phase of the project. The discount rates that have been applied to the investments at 31 December 2017 were in the range 7.00% to 9.50% (2016: 7.02% to 9.00%). Refer to note 8 for details of the areas of estimation in the calculation of the fair value.

b) Loans and receivables, borrowings and payables

Loans and borrowings are held at amortised cost.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the fair value of assets and liabilities that affect reported amounts.

Critical accounting judgements

Fair value of PPP investments

Fair values for those investments for which a market quote is not available are determined using the income approach which discounts the expected cash flows at the appropriate rate. The Directors have applied their judgement in determining this valuation methodology and concluded that this is the most appropriate valuation method given the predictability and nature of the underlying cash flows generated from the investments.

Key assumptions and sources of estimation uncertainty

Estimates such as future cash flows 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. These cash flows also contain various assumptions, most significantly the inflation rate, deposit rate and tax rates used in forecasting the expected cash flows for each period. Sensitivities to these critical assumptions and their impact on the fair value of investments at fair value through profit and loss is disclosed in note 8.

In determining the discount rate, management applies their judgement in determining the appropriate risk-free rates and specific risks, and consider the evidence of recent transactions. Management deems the discount rate to be one of the most significant unobservable inputs and any change in it could have a material impact on the fair value of the investments. Underlying assumptions and discount rates are disclosed in note 8.

Investment entities

The Directors have satisfied themselves that the PPP investments share the same investment characteristics and as such constitute a single asset class for IFRS 7 disclosure purposes.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

4. OPERATING PROFIT

The operating profit is attributable to the principal activity of the Company, all of which was carried out in the United Kingdom.

The audit fee for Palio (No 1) Limited of £2,343 (2016: £2,536) has been borne by JLIF Limited Partnership who will not seek recovery from the Company.

The Company had no employees other than directors for the year or preceding year. There was no directors' remuneration for the year or preceding year.

5. FINANCE COST

	2017 £'000s	2016 £'000s
Interest expense on loans from immediate parent company	324	326
Total finance cost	324	326

6. TAX

Factors affecting tax charge for the current year

	2017 £'000s	2016 £'000s
Current Tax		
UK Corporation tax	-	-
Total Current Tax	-	-
Deferred Tax		
Prior year adjustment - derogation of deferred tax liability	(505)	-
Origination and reversal of temporary differences	-	20
Changes to tax rates and laws	-	(89)
Total Deferred tax	(505)	(69)
Total charge/(credit) on profit	(505)	(69)
Factors affecting tax charge for the year:		
Profit before taxation	444	310
Profit multiplied by the blended rate of corporation tax in the UK of 19.25% (2016: 20%)	85	62
Effect of		
Non-taxable UK dividends received	(97)	(73)
Net loss on investments at FV through profit or loss	12	11
Origination and reversal of temporary differences	-	20
Changes to tax rates and laws	-	(89)
Prior year adjustment - derogation of deferred tax liability	(505)	-
Total charge/(credit) for the year	(505)	(69)

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020. Deferred taxes at the statement of financial position date have been measured using these enacted tax rates and reflected in these financial statements.

7. DIVIDENDS

	2017 £'000s	2016 £'000s
The following interim dividends have been paid during the year:		
Interim dividend paid	506	367

The Company paid £0.73 per share on 24 February 2017, £0.58 per share on 31 August 2017, £1.81 per share on 29 September 2017, £1.86 per share on 30 November 2017 and £1.82 per share on 28 December 2017 in the year ended 31 December 2017 (2016: £1.56 per share on 31 March 2016 and £3.37 per share on 29 June 2016).

The Directors recommended that no final dividend be paid (2016: £nil).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

8. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2017	2016
	£'000s	£'000s
Opening balance	10,051	9,945
Dividends received from investments*	(506)	(367)
Interest received from investments*	(324)	(326)
Movement in accrued interest	(135)	163
Unwind of discount rate and other movements*	903	383
Discount rate movement*	(135)	253
Carrying amount at 31 December 2017	9,854	10,051

*Net loss on investments at fair value through profit or loss for the year ended 31 December 2017 is £62,000 (2016: loss of £57,000)

The Ultimate Parent Company's Investment Advisor has carried out fair market valuations of the investments as at 31 December 2017. The Directors have satisfied themselves as to the methodology used, the discount rates applied and the valuation. The investments are all investments in PPP projects and are valued using a discounted cash flow methodology. The valuation techniques and methodologies have been applied consistently with the methodology used to value the Investments since the launch of the ultimate parent company John Laing Infrastructure Fund Limited in 2010. The discount rates applied range from 7.00% to 9.50% (2016: 7.02% to 9.00%).

The following economic assumptions were used in the discounted cash flow valuations:

	2017	2016
Long term Inflation rates (UK)	2.75%	2.75%
Deposit interest rates (UK)	1% for 2018 and rising to 2.50% from 2021	1% for 2017 and rising to 2.75% from 2020

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020. These reductions have been included in the valuation at 31 December 2017.

The fair value of the PPP investments would be an estimated £0.7 million higher or £0.6 million lower (2016: 0.7 million higher or £0.7 million lower) if the discount rate used in the discounted cash flow analysis were to differ by 1% from that used in the fair value calculation. The weighted average discount rate for the ultimate parent's PPP portfolio including these investments as at 31 December 2017 was 7.74% (2016: 7.87%).

The fair value of the PPP investments would be an estimated £0.4 million higher (2016: £0.4 million higher) if the inflation rate used in the discounted cash flow analysis was an absolute 1% higher than that used in the fair value calculation, and £0.4 million lower (2016: £0.4 million lower) if the inflation rate was an absolute 1% lower. The long term inflation rate assumed for all future periods from 31 December 2017 was 2.75% (2016: 2.75%).

The fair value of the PPP investments would be an estimated £0.1 million lower if the Corporation Tax rates used in the discounted cash flow analysis were an absolute 1% higher than that used in the fair value calculation, and £0.1 million higher if the Corporation Tax rates were an absolute 1% lower.

The fair value of the PPP investments would be an estimated £0.2 million higher or £0.2 million lower (2016: £0.2 million higher or £0.2 million lower) if the deposit rates used in the discounted cash flow analysis were to differ by 1% from that used in the fair value calculation. The deposit rates assumed for all future periods from 31 December 2017 were 1% for 2018 gradually rising to 2.50% from 2021.

Details of investments recognised at fair value through profit or loss were as follows:

	% holding 31 December 2017		% holding 31 December 2016	
	Equity	Subordinated loan stock	Equity	Subordinated loan stock
Investments				
Greater Manchester Police Stations	27.08%	27.08%	27.08%	27.08%
Metropolitan Police Training Centre (Gravesend)	27.08%	27.08%	27.08%	27.08%

There are no future loan stock or capital commitments on investments held at fair value through profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

9. TRADE AND OTHER RECEIVABLES

The Company had no trade or other receivables as at 31 December 2017 (2016: £nil).

10. TRADE AND OTHER PAYABLES

	2017 £'000s	2016 £'000s
Accruals and deferred income	120	254
Amounts owed to Parent Company	30	30
Balance at 31 December	<u>150</u>	<u>284</u>

11. LOANS AND BORROWINGS

	2017 £'000s	2016 £'000s
Non-current liabilities		
Loans from Parent Company	2,465	2,466
Balance at 31 December	<u>2,465</u>	<u>2,466</u>

The loans from Parent Company is repayable in line with repayments schedules. Interest is charged on an arm's length basis at rates in the range 12% to 13.5%.

The carrying amount of these liabilities approximates their fair value.

12. DEFERRED TAX LIABILITY

	2017 £'000s	2016 £'000s
Non-current liabilities		
Deferred Tax Liability	-	505
Balance at 31 December	<u>-</u>	<u>505</u>

An initial deferred tax liability was recognised on the subordinated debt interest income included in the fair value of the investments. The Directors have performed a review of the Deferred tax treatment and components of the fair value of investment and no longer deem it appropriate to recognise a tax liability and have therefore released the Deferred tax position in the year.

13. SHARE CAPITAL

	2017 £'000s	2016 £'000s
Issued and fully paid		
74,541 (2016: 74,541) ordinary shares of £1 each	<u>75</u>	<u>75</u>

The Company is authorised to issue an unlimited number of shares.

At present, the Company has one class of ordinary shares which carry no right to fixed income.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

14. RETAINED EARNINGS

	2017 £'000s	2016 £'000s
Opening balance	6,721	6,709
Profit for the year	949	379
Dividends paid	(506)	(367)
Balance at 31 December	7,164	6,721

15. TRANSACTIONS WITH RELATED PARTIES

As a wholly owned subsidiary of John Laing Infrastructure Fund Limited, the Company has taken advantage of the exemption under IAS 24 (revised), 'Related party disclosures' not to provide information on related party transactions with other undertakings within the John Laing Infrastructure Fund Limited Group. Note 19 gives details of how to obtain a copy of the published financial statements of John Laing Infrastructure Fund Limited.

The following transactions took place between the Company and its joint ventures during the year:

	2017 £'000s	2016 £'000s
Services Support (Gravesend) Holdings Limited		
Income statement		
Subordinated loan interest	57	59
Dividends	273	116
Balance due *		
Subordinated loan	488	490
Subordinated loan interest	53	54
Services Support (Manchester) Holdings Limited		
Income statement		
Subordinated loan interest	267	268
Dividends	233	251
Balance due *		
Subordinated loan	1,977	1,977
Subordinated loan interest	68	201

* form part of the investments at fair value through profit and loss

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

16. FINANCIAL INSTRUMENTS

CAPITAL RISK MANAGEMENT

Capital management

The Company manages its capital to ensure that it is able to continue as a going concern while maximising the return to the shareholder through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged since 2016.

The capital structure of the Company consist of net debt less cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in notes 13 and 14.

The Company aims to deliver its objective by investing available cash and using leverage whilst maintaining sufficient liquidity to meet ongoing expenses and dividend payments.

Gearing ratio

As at the reporting date, the Company had outstanding debt of £2.5m (2016: £2.5m) which represented a gearing ratio of 25% (2016: 27%).

FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and inflation risk), credit risk, liquidity risk, and capital risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The Company's investment entities use derivative financial instruments to hedge certain risk exposures.

The financial risks of the Company's investments are hedged at the inception of a project. The various types of financial risk are managed as follows:

Market risk - interest rate risk

The Company's interest rate risk arises on the floating rate deposits within the investments. The Company does not have borrowings issued at variable rates and therefore is not subject to interest rate risk on its liabilities.

Each PPP investment hedges its interest rate risk at the inception of a project. Both PPP investments are bank financed, with variable rate debt which are swapped into fixed rate by the use of interest rate swaps.

The fluctuations in interest rates impact the return from floating rate deposits and hence the income from investments at fair value through profit or loss. A 1% increase or decrease represents Management's assessment of the reasonable possible change in interest rates.

For a sensitivity analysis of investments at fair value through profit or loss, refer to Note 8.

Market risk - inflation risk

The investment has part of its revenue and some of its costs linked to a specific inflation index at inception of the project. This creates a natural hedge, meaning a derivative does not need to be entered into in order to mitigate inflation risk.

For a sensitivity analysis of investments at fair value through profit or loss, refer to note 8.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

16. FINANCIAL INSTRUMENTS (CONTINUED)

FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit risk

Credit risk is the risk that a counterparty of the Company, its subsidiaries or its PPP project companies will default on the contractual obligations they entered into. Credit risk is subsumed within the overall Company's performance risk. Credit risk is managed by the Company's ultimate parent.

The Company and its subsidiary rely on the performance of their main counterparties where credit risk arises, mainly from the Company's investments in PPP projects.

The performance risk arises from the PPP investments' inability to pay the forecast distributions as the Company relies on its PPP investments project companies to perform adequately and return the expected yields.

Several factors could hinder this ability such as poor operational performance, exceptional expenditures, major maintenance overspend or an event that would affect the PPP project company's cover ratios. The PPP investments are also dependent on the performance of their main operational contractors. The Company's ultimate parent regularly monitors the contractors' concentration and financial strength.

The parent company Directors and Investment Adviser regularly assess the returns forecast from PPP investments through the update of cash flow forecasts and by monitoring the operational and financial performance of these investments with regular performance meetings.

The PPP investments' project companies receive regular, long-term, index-linked revenue from government departments, public-sector or local authority clients or directly from the public via real tolls, providing a stable and low-risk income stream.

Credit risk also arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions. The company's ultimate parent mitigates its risk on cash investments and derivative transactions by only transacting with banking counterparties with high credit ratings assigned by international credit rating agencies (a minimum of Standard and Poor's A-1).

The Directors believe that the Company is not significantly exposed to credit risk and that its investments' underlying risks are monitored and sufficiently mitigated for the investments to deliver the expected return.

The Directors have considered the above factors and the discount rate sensitivities disclosed in note 8 and does not consider it appropriate to present a separate analysis of credit risk.

Liquidity risk

The Company adopts a prudent approach to liquidity management by maintaining sufficient cash and available committed facilities to meet its obligations. Due to the nature of its investments (PPP projects) the timing of cash outflows is reasonably predictable and, therefore, is not a major risk to the Company.

The Company's liquidity management policy involves projecting cash flows in major currencies and assuming the level of liquid assets necessary to meet these.

Capital risk

The Company's capital structure comprises its equity and intercompany debt (refer to the Statement of Changes in Equity). As at 31 December 2017 the Group had no external debt (2016: £nil).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

16. FINANCIAL INSTRUMENTS (CONTINUED)

Financial instruments by category:

Levels	31 December 2017				
	Cash and bank balances	Loans and receivables	Financial assets at FVTPL*	Financial liabilities at amortised cost	Total
	1	1	3	1	
	£'000s	£'000s	£'000s	£'000s	£'000s
Non-current assets					
Investments at fair value through profit or loss (Level 3)	-	-	9,854	-	9,854
Total financial assets	-	-	9,854	-	9,854
Current liabilities					
Trade and other payables	-	-	-	(150)	(150)
Non-current liabilities					
Interest bearing loans and borrowings	-	-	-	(2,465)	(2,465)
Total financial liabilities	-	-	-	(2,615)	(2,615)
Net financial instruments	-	-	9,854	(2,615)	7,239

Levels	31 December 2016				
	Cash and bank balances	Loans and receivables	Financial assets at FVTPL*	Financial liabilities at amortised cost	Total
	1	1	3	1	
	£'000s	£'000s	£'000s	£'000s	£'000s
Non-current assets					
Investments at fair value through profit or loss (Level 3)	-	-	10,051	-	10,051
Total financial assets	-	-	10,051	-	10,051
Current liabilities					
Trade and other payables	-	-	-	(284)	(284)
Non-current liabilities					
Interest bearing loans and borrowings	-	-	-	(2,466)	(2,466)
Total financial liabilities	-	-	-	(2,750)	(2,750)
Net financial instruments	-	-	10,051	(2,750)	7,301

* FVTPL = Fair value through profit or loss

The above table provides an analysis of financial instruments that are measured subsequent to their initial recognition at fair value as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs to the asset or liability that are not based on observable market data (unobservable inputs).

There were no Level 2 assets or liabilities during the year (2016: none). There were no transfers between Level 1 and 2, Level 1 and 3 or Level 2 and 3 during the year (2016: none).

Reconciliation of Level 3 fair value measurement of financial assets and liabilities

An analysis of the movement between opening to closing balances of the investments at fair value through profit or loss is given in note 8. For financial assets at fair value through profit or loss, changing the discount rate used to value the underlying instruments would alter the fair value.

The investments at fair value through profit or loss, whose fair values include the use of level 3 inputs, are valued by discounting future cash flows from investments in equity (dividends and equity redemptions) and subordinated loans (interest and repayments) to the Company at an appropriate discount rate. The basis of each discount rate, which is a weighted average cost of capital, is a long run average government bond rates adjusted by an appropriate premium to reflect PPP specific risk, phase of the PPP project and counterparty credit risk. The discount rate applied was in the range of 7.00% to 9.50% (2016: 7.02% to 9.00%). The discount rate is considered the most significant unobservable input through which an increase or decrease would have a material impact on the fair value of the investments at fair value through profit or loss.

The fair value of the PPP investments would be an estimated £0.7 million higher or £0.6 million lower (2016: 0.7 million higher or £0.7 million lower) if the discount rate used in the discounted cash flow analysis were to differ by 1% from that used in the fair value calculation. The weighted average discount rate for the ultimate parent's PPP portfolio including these investments as at 31 December 2017 was 7.74% (2016: 7.87%).

For a sensitivity analysis of financial assets at fair value through profit or loss, refer to note 8.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 31 December 2017

17. GUARANTEES AND OTHER COMMITMENTS

As at 31 December 2017 the Company had no commitments (2016: no commitments).

18. DISCLOSURE - SERVICE CONCESSION ARRANGEMENTS

The Company holds investments in service concession arrangements in the Justice and Emergency Services sector. The concessions vary on the obligations required but typically require the construction and operation of an asset during the concession period. The concession may require the acquisition or replacement of an existing asset or the construction of a new asset. The operation of the asset may include the provision of facilities management services like cleaning, catering, caretaking and major maintenance. At the end of the concession period on the majority of the concessions the assets are returned to the concession provider. As at 31 December 2017 all the service concessions were fully operational (2016: All).

The rights of both the concession provider and concession operator are stated within the specific project agreement. The standard rights of the provider to terminate the project include poor performance and in the event of force majeure. The operator's rights to terminate include the failure of the provider to make payment under the agreement, a material breach of contract and relevant changes of law which would render it impossible for the service company to fulfil its requirements.

Period of concession								
Sector	Company name	Project name	% owned	Short description of concession arrangement	Start date	End date	No. years	Project capex
Justice and Emergency Services	Services Support (Gravesend) Limited	Metropolitan Specialist Police Training Centre	27.08%	Design, build, finance and operate firearms training facility in Gravesend.	20-Apr-2001	10-Feb-2028	27	New training facility and refurbishment of accommodation blocks construction costing £40 million.
	Services Support (Manchester) Limited	Greater Manchester Police Stations	27.08%	Design, build, finance and operate 16 new police stations in Manchester.	04-Dec-2002	31-Mar-2030	27	Construction costing £82 million.

19. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent entity is the JLIF Limited Partnership, a limited partnership established in England under the Limited Partnership Act 1907, which acts through its General Partner, JLIF (GP) Limited, registered in England. The Company's immediate parent entity is incorporated in Great Britain and the registered address is 1 Kingsway, London, WC2B 6AN.

The Company's ultimate parent and controlling entity is John Laing Infrastructure Fund Limited, a company incorporated in Guernsey, Channel Islands. Copies of the financial statements of John Laing Infrastructure Fund Limited are available from its website www.jlif.com.

20. INVESTMENTS IN SUBSIDIARIES AND JOINT VENTURE

Name of Subsidiaries and Joint Venture	Registered Office Address	Place of Incorporation	Percentage of interest	Financial year end	Net assets / (liabilities) £000	Profit & Loss for the year £000
Services Support (Gravesend) Holdings Limited	**	United Kingdom	27.08%	31/12/2017	250	-
Services Support (Gravesend) Limited*	**	United Kingdom	27.08%	31/12/2017	3,324	1,395
Services Support (Manchester) Holdings Limited	**	United Kingdom	27.08%	31/12/2017	25	-
Services Support (Manchester) Limited*	**	United Kingdom	27.08%	31/12/2017	(15,121)	1,278

* Indirectly held by the Company

** 8 White Oak Square, London Road, Swanley, Kent, BR8 7AG