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PALIO (NO 7) LIMITED

ANNUAL REPORT  
AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2019



Registered Number 07386291

**PALIO (NO 7) LIMITED**

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**DIRECTORS AND ADVISORS**

**Directors**

J S Gordon

J Pritchard

**Company secretary**

J McKay

Pinsent Masons Secretarial Limited

**Company registered office**

1 Park Row

Leeds, United Kingdom

LS1 5AB

**Auditor**

Johnston Carmichael LLP

Statutory Auditor

7-11 Melville Street

Edinburgh

EH3 7PE

**PALIO (NO 7) LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

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## STRATEGIC REPORT

## Principal activities

The principal activity of Palio (No 7) Limited ("the Company") is to invest in PPP infrastructure projects.

## Business review

The Company currently holds 50% interest in UK Highways M40 (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 £8,952,000 (2018: £4,276,000). Included in this amount is a positive movement in investments at fair value of £1,952,000 (2018: negative movement of £32,000).

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 investment 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 IFRS 9 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 venture is 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 companies and intermediate holding companies.

The Directors have considered the impact of Coronavirus (COVID-19) and based on our risk assessment, are satisfied that this will not directly impact the Company's ability to meet its liabilities as they fall due over the next twelve months. The Directors consider the emergence of the Covid-19 Coronavirus pandemic to be a non-adjusting post balance sheet event. Further details can be found in note 19 to the financial statements.

## 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 2.2 to the financial statements.

## Principal risks and uncertainties

## Credit risk

The Company faces 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.

## Fair value of investments

The Directors apply judgement in order to assess the reasonableness of assumptions used in determining the fair value of the Company's investment. The project is valued by discounting the forecast future cash flows taken from the underlying project financial models to the project's earnings is applied to the investment.

## Key performance indicators

The key performance indicator for the Company is the "Net assets" figure within the Statement of Financial Position on page 7 of £44,589,000 (2018: £42,637,000).

## Future developments

In 2020 and 2021 the Directors remain committed to the business of holding investments and will continue to manage its existing and new investments in the future.

Approved by the Board and signed on its behalf by



J Pritchard  
Director

5 February 2021

## DIRECTORS' REPORT

The Directors submit their Annual Report and the audited financial statements for the year ended 31 December 2019.

The Company is a limited company incorporated in England. The Company is wholly owned by Craighouse UK 3 Limited, a company incorporated in Jersey. The Company invests in PPP infrastructure projects in the UK.

### Results and dividends

The Directors have declared and paid total dividends of £7,000,000 (2018: £4,308,000) in respect of the year ended 31 December 2019. The Directors recommended that no final dividend be paid (2018: £nil).

### Directors

The Directors who served throughout the year were as follows:

J Pritchard

J S Gordon (Appointed 29 April 2019)

D M Hardy (Resigned 29 April 2019)

### 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 (2018: none).

### Principal risks and uncertainties

See page 1 for principal risks and uncertainties.

### Future developments

The future developments of the Company are outlined in the Strategic report on page 1.

### Cash flow statement

No cash flow statement is presented for the year ended 31 Dec 2019 (2018: none), as no cash flows have been paid or received by the Company.

### 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.

Johnston Carmichael LLP were appointed auditor at a meeting of the Board of Directors, a resolution that they be re-appointed will be put at a General Meeting.

Approved by the Board and signed on its behalf by



J Pritchard

Director

5 February 2021

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The Directors are responsible for preparing the Annual Report and Financial Statements for each financial year in accordance with the Companies Act 2006 and International Financial Reporting Standard (IFRS) as adopted by the European Union. The Directors are responsible for preparing financial statements for each financial period that 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 accounting estimates that are reasonable and prudent;
- State whether applicable IFRS as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the Annual Report and Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

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 7) Limited**

**Opinion**

We have audited the financial statements of Palio (No 7) Limited (the 'company') for the year ended 31 December 2019 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. 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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- directors 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.

**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 this regard.

**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.

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

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 material misstatements in the Strategic Report and the Directors' Report.

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

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

**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 7) 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.

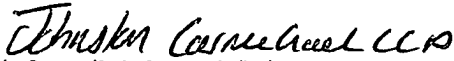
As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:


- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**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.

  
Irvine Spowart (Senior Statutory Auditor)  
For and on behalf of Johnston Carmichael LLP  
Chartered Accountants  
Statutory Auditor

  
5 February 2021  
7-11 Melville Street  
Edinburgh  
EH3 7PE



**INCOME STATEMENT**  
for the year ended 31 December 2019

	Notes	2019 £'000s	2018 £'000s
Interest Income		378	590
Dividend Income		7,000	4,308
Net gain/(loss) on investments at fair value through profit or loss	8	1,952	(32)
<b>Operating income</b>		<b>9,330</b>	<b>4,866</b>
<b>Operating profit</b>	4	<b>9,330</b>	<b>4,866</b>
Net finance costs	5	(378)	(590)
<b>Profit before tax</b>		<b>8,952</b>	<b>4,276</b>
Tax Credit	6	-	-
<b>Profit for the year</b>		<b>8,952</b>	<b>4,276</b>

All results are derived from continuing operations.

The notes on pages 9 to 22 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 2019

		2019	2018
	Notes	£'000s	£'000s
<b>Non-current assets</b>			
Investments at fair value through profit or loss	8	47,094	45,427
<b>Total non-current assets</b>		<u>47,094</u>	<u>45,427</u>
<b>Current assets</b>			
Trade and other receivables	9	60	-
<b>Total current assets</b>		<u>60</u>	<u>-</u>
<b>Total assets</b>		<u>47,154</u>	<u>45,427</u>
<b>Current liabilities</b>			
Trade and other payables	10	(221)	(244)
<b>Total current liabilities</b>		<u>(221)</u>	<u>(244)</u>
<b>Non-current liabilities</b>			
Loans and borrowings	11	(2,344)	(2,546)
<b>Total non-current liabilities</b>		<u>(2,344)</u>	<u>(2,546)</u>
<b>Total liabilities</b>		<u>(2,565)</u>	<u>(2,790)</u>
<b>Net assets</b>		<u>44,589</u>	<u>42,637</u>
<b>Equity</b>			
Share capital	12	1,775	1,775
Retained earnings	13	42,814	40,862
<b>Total equity</b>		<u>44,589</u>	<u>42,637</u>

The notes on pages 9 to 22 form part of these financial statements.

The financial statements of Palio (No 7) Limited, registered number 07386291, were approved by the Board of Directors and authorised for issue on 5 February 2021. They were signed on its behalf by:



J Pritchard  
Director

**STATEMENT OF CHANGES IN EQUITY**  
for the year ended 31 December 2019

		Statement of Changes in Equity in 2019		
	Notes	Share capital £'000s	Retained earnings £'000s	Total equity £'000s
Balance at 1 January 2019	12, 13	1,775	40,862	42,637
Profit for the year	13	-	8,952	8,952
Total comprehensive income for the year		-	8,952	8,952
Dividend paid	7	-	(7,000)	(7,000)
Balance at 31 December 2019		1,775	42,814	44,589

		Statement of Changes in Equity in 2018		
		Share capital	Retained earnings	Total equity
		£'000s	£'000s	£'000s
Balance at 1 January 2018	12, 13	1,775	40,894	42,669
Profit for the year	13	-	4,276	4,276
Total comprehensive income for the year		-	4,276	4,276
Dividend paid	7	-	(4,308)	(4,308)
Balance at 31 December 2018		1,775	40,862	42,637

The notes on pages 9 to 22 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS  
for the year ended 31 December 2019

1 GENERAL INFORMATION

Papio (No 7) Limited (the 'Company') is a private company limited by shares, domiciled and incorporated in England and Wales, having its registered office at 1 Park Row, Leeds United Kingdom, LS1 5AB and having company registration number 07386291. The Company is wholly owned by Craighouse UK 3 Limited, a company incorporated in Jersey. Craighouse UK 2 Limited is an indirectly wholly owned subsidiary of Jura Holdings Limited. The Company invests in PPP infrastructure projects in the UK.

The company's registered office address changed from 1 Kingsway London, WC2B 6AN on the 29 April 2019.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of accounting

The financial statements have been prepared in accordance with the International Financial Reporting Standards ('IFRS') as adopted by the EU and therefore the Company's financial statements comply with Article 4 of the EU International Accounting Standards ('IAS') Regulation.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £000.

The Company has considered the need to prepare consolidated financial statements, however, the Company meets the definition of an Investment Entity under IFRS 10 Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27) and as a result, the Company has not prepared consolidated financial statements and instead recognises its investments in PPP assets as investments at fair value through profit or loss rather than at book value.

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/liabilities classified at their fair value through profit or loss. The principal accounting policies are set below.

The Company has not adopted during the period 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 17 Insurance Contracts (effective 1 January 2021)

The Directors do not expect that the adoption of the standard 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 period, is shown below.

2.2 Going concern

Having reviewed the Company's investment 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 the foreseeable future, at least 12 months from the date of signing these financial statements.

The Company has investments in an operational PPP Project which yield dividends. The cash flow from the projects yield comfortably covers the Company's expected cash flow requirements for overheads.

The Company's forecasts and projections, taking account of reasonably possible changes in counterparty performance, show that the Company expects to be able to continue to operate.

Certain risks and uncertainties, as detailed in the note 15 have been considered by the Board. The Board has concluded that these do not represent a significant threat to the Company as its income is generated from a PPP concession which is supported by government backed cash flows and are forecast to cover the Company's committed costs.

The Directors have also considered the impact of Coronavirus (COVID-19) and based on our risk assessment, are satisfied that this will not directly impact the Company's ability to meet its liabilities as they fall due over the next twelve months.

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.

(ii) 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.

(iii) 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.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.4 Investment entity**

The Company holds multiple investments. The Directors have determined that the Company meets the definition of an Investment Entity per IFRS 10 as the following conditions exist:

- a) The Company has obtained funds for the purpose of providing investors with professional investment management services;
- b) The Company's business purpose, which was communicated directly to investors, is investing for capital appreciation and investment income; and
- c) The investments are measured and evaluated on a fair value basis.

**2.5 Taxation**

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

**Current 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 end of reporting the period 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 taxable 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 offset 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.

**2.5 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 IFRS 9 '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 investment as a single class of financial assets at fair value in accordance with IFRS 13 'Fair Value Measurement'.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.5 Financial instruments (Continued)**

**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 investment 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 IFRS 9 Financial Instruments and IFRS 13 Fair Value Measurement, with changes in fair value recognised in profit or loss in the period of the charge.

**(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) Equity instruments - share capital**

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

**(b) 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 2019**

**2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**2.5 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 rate that has been applied to the investments at 31 December 2019 is 7% (2018: 6% to 9.5%). 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.

**Investment entities**

The accounting policies reflect the Directors' assessment of the entity meeting the definition of an Investment Entity under IFRS 10. See note 2.4 for further details of this assessment.

**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. Sensitivity to the discount rate and its 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.

**PALIO (NO 7) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**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 7) Limited of £2,700 (2018: £3,000) has been borne by Craighouse UK 2 Limited 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**

	2019 £'000s	2018 £'000s
Interest expense on loans from immediate parent company	378	590
<b>Total finance cost</b>	<b>378</b>	<b>590</b>

**6. TAX**

	2019 £'000s	2018 £'000s
<b>Current Tax</b>		
UK Corporation tax	-	-
<b>Total Current Tax</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax</b>		
Prior year adjustment - derecognition of deferred tax liability	-	-
<b>Total Deferred tax</b>	<b>-</b>	<b>-</b>
<b>Total Credit on profit</b>	<b>-</b>	<b>-</b>
<b>Factors affecting tax credit for the year:</b>		
Profit before taxation	8,952	4,276
Profit multiplied by the blended rate of corporation tax in the UK of 19% (2018: blended rate of 19.25%)	1,701	813
Effect of:		
Non-taxable UK dividends received	(1,330)	(819)
Net loss/(gain) on investments at FV through profit or loss	(371)	6
<b>Total tax credit for the year</b>	<b>-</b>	<b>-</b>

The government substantively enacted in the Finance Act 2016 the Corporation Tax main rate in the United Kingdom at 19% for the years starting 1 April 2018, 2019 and 2019, and now 2020.

**7. DIVIDENDS**

The following interim dividends have been paid during the year:

	2019 £'000s	2018 £'000s
	7,000	4,308

The Company paid £1.55 per share on 31 May 2019 and £2.39 per share on 12 December 2019 (2018: £1.3239 per share on 29 May 2018 and £1.1031 per share on 05 December 2018).

The Directors recommended that no final dividend be paid (2018: £nil).



**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**8. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS**

The table below shows the movement in the fair value of the Company's portfolio of PPP assets. These assets are held directly by the Company and through other intermediate holding companies. The table below also presents a reconciliation of the fair value of the asset portfolio to the Company statement of financial position as at 31 December 2019, by incorporating the fair value of these intermediate holding companies.

	2019			2018
	Equity Inv	Debt Inv	Total	
	£'000s	£'000s	£'000s	£'000s
Opening balance	42,765	2,662	45,427	46,990
Dividends received from investments*	(7,000)	-	(7,000)	(4,308)
Interest received from investments*	-	(378)	(378)	(590)
Loan stock and equity repayments	-	(202)	(202)	(1,511)
Movement in accrued interest	-	(83)	(83)	(19)
Unwind of discount rate and other movements*	8,984	346	9,330	3,789
Discount rate movement*	-	-	-	1,076
<b>Carrying amount at 31 December</b>	<b>44,749</b>	<b>2,345</b>	<b>47,094</b>	<b>45,427</b>

\*Net gain on investments at fair value through profit or loss for the year ended 31 December 2019 is £1,952,000 (2018: loss of £32,000). The net loss on investments at FV through P&L on Level 3 financial instruments is within the 'net loss on investments at fair value through profit or loss' line in the P&L.

The Ultimate Parent Company's Investment Advisor has carried out fair market valuations of the investments as at 31 December 2019. 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 discount rate applied is 7.00% (2018: 6.00% to 9.50%). In determining the discount rate, regard is given to risk free rates, the specific risks of each investment and evidence of recent transactions. A 0.5% increase in the discount rate used would decrease the fair value by £0.939m. A 0.5% decrease in the discount rate used would increase the fair value by £0.969m. A 2% increase in the corporation tax rate would decrease the fair value by £1.067m.

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

	2019	2018
Long term Inflation rates (UK)	3.00%	2.75%
Deposit interest rates (UK)	1.00% for 2019 and rising to 2.50% from 2022	1% for 2019 and rising to 2.5% from 2021

A change to the future UK corporation tax rate was announced in the March 2020 Budget. The rate will no longer drop to 17% with effect from 1 April 2020 but will remain at the previous rate of 19%. This change had not been substantively enacted at the balance sheet date and therefore is not recognised in these financial statements.

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

Investments (project name - see note 17 for further details)	% holding 31 December 2019		% holding 31 December 2018	
	Equity	Subordinated loan stock	Equity	Subordinated loan stock
UK Highways M40 (Holdings) Limited	50.0%	50.0%	50.0%	50.0%

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 2019

**9. TRADE AND OTHER RECEIVABLES**

	31 December 2019 £'000s	31 December 2018 £'000s
Amounts owed by group companies	60	-
Balance at 31 December	<u>60</u>	<u>-</u>

The Company had no trade or other receivable as at 31 December 2019 (2018: £nil).  
Amounts owed by group companies are not interest bearing and are repayable on demand.

**10. TRADE AND OTHER PAYABLES**

	2019 £'000s	2018 £'000s
Accruals and deferred income	61	84
Amounts owed to parent company	160	160
Balance at 31 December	<u>221</u>	<u>244</u>

**11. LOANS AND BORROWINGS**

	2019 £'000s	2018 £'000s
<b>Non-current liabilities</b>		
Loan from parent company	2,344	2,546
Balance at 31 December	<u>2,344</u>	<u>2,546</u>

The loan from Parent Company is repayable in line with repayments schedules. Interest is charged on an arm's length basis at a fixed rate of 15%.

The carrying amount of these liabilities approximates their fair value.

**12. SHARE CAPITAL**

	2019 £'000s	2018 £'000s
Issued and fully paid		
1,775,001 (2018: 1,775,001) ordinary shares of £1 each	<u>1,775</u>	<u>1,775</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 2019

**13. RETAINED EARNINGS**

	2019 £'000s	2018 £'000s
Opening balance	40,862	40,894
Profit for the year	8,952	4,276
Dividends paid	(7,000)	(4,308)
Balance at 31 December	42,814	40,862

**14. TRANSACTIONS WITH RELATED PARTIES**

The following transactions took place between the Company, its joint ventures and other undertakings within Jura Infrastructure Limited Group during the year:

	2019 £'000s	2018 £'000s
<b>UK Highways M40 (Holdings) Limited</b>		
<b>Income statement</b>		
Subordinated loan interest	378	590
Dividends	7,000	4,308
<b>Balance due</b>		
Subordinated loan	2,344	2,546
Subordinated loan interest	61	84
<b>Craighouse UK 3 Limited</b>		
<b>Income statement</b>		
Subordinated loan interest	(106)	-
Dividends	(4,250)	-
<b>Balance owed</b>		
Subordinated loan	2,344	-
Subordinated loan interest	61	-
<b>JLIF Limited Partnership</b>		
<b>Income statement</b>		
Subordinated loan interest	(272)	(590)
Dividends	(2,750)	(4,308)
<b>Balance owed</b>		
Subordinated loan	-	2,546
Subordinated loan interest	-	84

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**for the year ended 31 December 2019**

**15. FINANCIAL INSTRUMENTS AND MANAGEMENT OF RISK**

**a) Fair value disclosures**

The following is an analysis of the Company's financial instruments at the statement of financial position date comparing the carrying value included in the statement of financial position with the fair value of those instruments at that date. None of the Company's financial instruments have quoted prices. Consequently, the following techniques have been used to determine fair values as follows:

- i) Non-current borrowings – based on the net present value of discounted cash flows in respect of fixed rate loans
- ii) Investments – based on the net present value of discounted cash flows
- iii) Other receivables and payables – approximates to the carrying value because of the short maturity of these instruments

The table below compares the carrying value of the Company's financial instruments with the fair value of those instruments at 31 December 2019 using the techniques described above. The table excludes those instruments where the carrying value of the financial instrument approximates to its fair value as a result of the short term maturity of those instruments. Consequently, no financial instruments which fall due within 12 months are included in this table.

<b>2019</b>			
	Carrying value £	Fair value £	Valuation method
<b>Assets</b>			
<u>Non-current</u>			
Investments	47,094	47,094	Level 3
	<u>47,094</u>	<u>47,094</u>	
<b>Liabilities</b>			
<u>Non-current</u>			
Loans and borrowings	2,344	2,344	Level 2
	<u>2,344</u>	<u>2,344</u>	
<b>2018</b>			
	Carrying value £	Fair value £	Valuation method
<b>Assets</b>			
<u>Non-current</u>			
Investments	45,427	45,427	Level 3
	<u>45,427</u>	<u>45,427</u>	
<b>Liabilities</b>			
<u>Non-current</u>			
Loans and borrowings	2,546	2,546	Level 2
	<u>2,546</u>	<u>2,546</u>	

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

for the year ended 31 December 2019

## 15. FINANCIAL INSTRUMENTS AND MANAGEMENT OF RISK (CONTINUED)

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). Further details on the valuation method can be found in note 8. A reconciliation of financial instruments categorised as level 3 is included in note 8.

There were no transfers between Level 1 and Level 2, Level 1 and 3 or Level 2 and 3 during the current or preceding periods.

The best evidence of fair value is a quoted price in an actively traded market, where this data is available then the instrument is classified as having been determined using a Level 1 valuation. In the event that the market for a financial instrument is not active, alternative valuation techniques are used. The group does not have any financial instruments where it is eligible to apply a Level 1 valuation technique.

Where there is no active market, the Company uses internally developed valuation models, which are based on valuation methods and techniques generally recognised as standard within the industry. Some of the inputs to these models may not be market observable and are therefore estimated based on assumptions. The output of a model is always an estimate or approximation of a value that cannot be determined with certainty.

The effect of different economic assumptions on the fair value of the level 3 assets is disclosed in note 8.

## b) 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 capital structure of the Company consist of net debt less equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in notes 12 and 13. The Company aims to deliver its objective by investing available reserves 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 £2.3m (2018: £2.5m) which represented a gearing ratio of 5% (2018: 6%).

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**for the year ended 31 December 2019**

**15. FINANCIAL INSTRUMENTS**

**c) Financial risk management**

The Company's activities expose it to a variety of financial risks: market risk (including foreign currency exchange rate risk, 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. 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. The PPP investment is 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.

Market risk - inflation risk

The investment will typically have part of its revenue and some of its costs linked to a specific inflation index at inception of the project. In most cases this creates a natural hedge, meaning a derivative does not need to be entered into in order to mitigate inflation risk. However, in a minority of cases where the investment has index-linked cash flows that fall outside of this natural hedge, the inflation risk in relation to those cash flows will be mitigated using RPI inflation 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.

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.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**15. FINANCIAL INSTRUMENTS (CONTINUED)**

Credit risk (Continued)

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.

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 Group 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 investment (PPP project) the timing of cash outflows is reasonably predictable and, therefore, is not a major risk to the Group.

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

	2019 Cash flows £	2019 0 - 1 years £	2019 1 - 2 years £	2019 2 - 5 years £	2019 > 5 years £
<b>Liquidity risk</b>					
<b>Non-derivative financial assets</b>					
Intercompany loans receivable*	2,344	-	-	-	2,344
Trade and other receivables	60	60	-	-	-
	<u>2,404</u>	<u>60</u>	<u>-</u>	<u>-</u>	<u>2,344</u>
<b>Non-derivative financial liabilities</b>					
Intercompany loans payable*	(2,344)	-	-	-	(2,344)
Trade and other non-interest bearing liabilities	(221)	(221)	-	-	-
	<u>(2,565)</u>	<u>(221)</u>	<u>-</u>	<u>-</u>	<u>(2,344)</u>
	2018 Cash flows £	2018 0 - 1 years £	2018 1 - 2 years £	2018 2 - 5 years £	2018 > 5 years £
<b>Liquidity risk</b>					
<b>Non-derivative financial assets</b>					
Intercompany loans receivables*	2,546	-	-	-	2,546
Trade and other receivables	-	-	-	-	0
	<u>2,546</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,546</u>
<b>Non-derivative financial liabilities</b>					
Intercompany loans payable*	(2,546)	-	-	-	(2,546)
Trade and other non-interest bearing liabilities	(244)	(244)	-	-	-
	<u>(2,790)</u>	<u>(244)</u>	<u>-</u>	<u>-</u>	<u>(2,546)</u>

\*Excludes interest payments. Intercompany loans are not repayable on demand.

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 2019 the Company had no external debt outstanding (2018: £nil).

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.

The effect of different economic assumptions on the fair value of the level 3 assets is disclosed in note 8.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**16. GUARANTEES AND OTHER COMMITMENTS**

As at 31 December 2019 the Company had no commitments (2018: none).

**17. DISCLOSURE - SERVICE CONCESSION ARRANGEMENTS**

The Company holds investments in service concession arrangements in the Transport 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 2019 all the service concessions were fully operational (2018: 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.

Sector	Company name	Project name	% owned	Short description of concession arrangement	Period of concession		No. years	Project capex
					Start date	End date		
Roads	UK Highways M40 Limited	M40 Motorway (UK)	50%	Design, build, finance and operate the M40 Motorway.	08-Oct-1996	07-Dec-2026	30	Upgrade and maintain existing motorway at a cost of £90 million.



**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
for the year ended 31 December 2019

**18. ULTIMATE PARENT UNDERTAKING**

The Company's ultimate parent is Jura Holdings Limited, owned by a consortium of jointly - led funds managed by Dalmore Capital Limited and Equitix Investment Management Limited. Copies of the financial statements are available from the Guernsey registry website. The Directors consider that there is no ultimate controlling entity.

**19. 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
UK Highways M40 (Holdings) Limited	**	United Kingdom	50.00%	31/12/2019	3,662	14,000
UK Highways M40 Limited*	**	United Kingdom	50.00%	31/12/2019	7,698	16,722

\* Indirectly held by the Company

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

**20. EVENTS AFTER BALANCE SHEET DATE**

**Coronavirus**

The outbreak of Covid-19 and the resulting financial and economic market uncertainty could have an adverse impact on the fair value of Company's investments. The most significant conditions relating to Covid-19 arose after the reporting period and as a result the directors consider the emergence of the Covid-19 coronavirus pandemic to be a non-adjusting post balance sheet event. Any future impact on the Company is likely to be in connection with the assessment of fair value of investments at future dates.

At the date of reporting it is not possible to quantify the future financial impact of Covid-19 on the Company's investments with any degree of certainty.