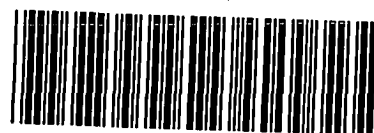


**JOHN LAING INVESTMENTS HOLDING LIMITED
ANNUAL REPORT
AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2022**

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Registered number: 07515823

JOHN LAING INVESTMENTS HOLDING LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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JOHN LAING INVESTMENTS HOLDING LIMITED

DIRECTORS AND REGISTERED OFFICE

Directors J Abbott
 J Christmas

Registered office 1 Kingsway
 London
 United Kingdom
 WC2B 6AN

JOHN LAING INVESTMENTS HOLDING LIMITED

DIRECTORS' REPORT

The Directors present their report and the unaudited financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITY

The Company is a holding company to a group (the "Group") whose principal activities are as an originator, active investor in and manager of international infrastructure projects.

DIRECTORS

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

C Underwood	(resigned 14 January 2022)
S M Colvin	(resigned 6 April 2023)
W Lee	(appointed 14 January 2022, resigned 20 March 2023)
J Abbott	(appointed 20 March 2023)
J Christmas	(appointed 20 March 2023)
B Grew	(appointed 6 April 2023, resigned 11 May 2023)

RESULTS AND DIVIDENDS

The results for the year are set out on page 3.

During the year, the Company did not pay a dividend (2021 - £nil). The Directors do not propose a final dividend for 2022 (2021 - £nil).

GOING CONCERN

The Directors have considered the use of the going concern basis in the preparation of these financial statements and concluded that it is appropriate.

After making enquiries and taking account of the factors noted below, the Directors have a reasonable expectation that the Company will have access to adequate resources to meet its debts as they fall due for a minimum of 12 months from the date of the signing of these financial statements. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements.

DIRECTORS' INSURANCE AND QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The Directors of the Company benefit from qualifying third party indemnity provisions and Directors' insurance provided by the Company's parent undertaking, John Laing Group Limited.

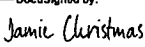
EVENTS AFTER BALANCE SHEET DATE

For details of events after the balance sheet date see note 12 of the financial statements.

STRATEGIC REPORT

The Company has taken advantage of the exemption under s414B of the Companies Act 2006 not to prepare a Strategic Report.

This report was approved by the board of directors on 24 August 2023 and signed on its behalf by:

DocuSigned by:

834BA65DD9864CB...

J Christmas
Director
24 August 2023

JOHN LAING INVESTMENTS HOLDING LIMITED

Income Statement

For the year ended 31 December 2022

	Notes	2022 £'000	2021 £'000
Interest income		3,681	345
Dividend income		3,205	-
Other operating income		247	-
Operating income		7,133	345
Administrative expenses		(153)	(163)
Impairment of amounts due from subsidiaries		(27,122)	-
Impairment of investments	7	(29,416)	(204)
Loss from operations		(49,558)	(22)
Finance costs	5	(4,344)	(75)
Loss before tax		(53,902)	(97)
Taxation	6	108	(20)
Loss for the financial year		(53,794)	(117)

All results are derived from continuing operations.

There is no other comprehensive income or expense apart from that disclosed above and consequently a statement of comprehensive income has not been prepared.

JOHN LAING INVESTMENTS HOLDING LIMITED

Balance Sheet

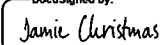
As at 31 December 2022

	Notes	2022 £'000	2021 £'000
Non-current assets			
Investments	7	104,529	29,058
		<u>104,529</u>	<u>29,058</u>
Current assets			
Debtors - amounts falling due within one year	8	108	-
Debtors - amounts falling due after more than one year	8	125,723	21,970
Cash at bank and in hand		3,313	3
		<u>129,144</u>	<u>21,973</u>
Total assets		<u>233,673</u>	<u>51,031</u>
Current liabilities			
Creditors - amounts falling due within one year	9	(253,392)	(16,956)
		<u>(253,392)</u>	<u>(16,956)</u>
(Net liabilities)/net assets		<u>(19,719)</u>	<u>34,075</u>
Capital and reserves			
Called up share capital	10	34	34
Share premium account		34,158	34,158
Profit and loss account		(53,911)	(117)
		<u>(19,719)</u>	<u>34,075</u>

For the year ended 31 December 2022 the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476. The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The Financial statements have been prepared in accordance with the provision applicable to companies subject to the small companies regime and in accordance with the provision of FRS 102 Section 1A - small entities.

The financial statements of John Laing Investments Holding Limited, registered number 07515823, were approved by the Board of Directors and authorised for issue on 24 August 2023. They were signed on its behalf by:

DocuSigned by:

 834BA65DD9864CB...

J Christmas
 Director
 24 August 2023

JOHN LAING INVESTMENTS HOLDING LIMITED

Statement of Changes in Equity

For the year ended 31 December 2022

	Called up share capital £'000	Share premium account £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 January 2022	34	34,158	(117)	34,075
Loss for the financial year	-	-	(53,794)	(53,794)
Total comprehensive expense for the year	-	-	(53,794)	(53,794)
Balance at 31 December 2022	34	34,158	(53,911)	(19,719)

	Called up share capital £'000	Share premium account £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 January 2021	-	-	-	-
Loss for the financial year	-	-	(117)	(117)
Total comprehensive expense for the year	-	-	(117)	(117)
Issue of shares	34	34,158	-	34,192
Balance at 31 December 2021	34	34,158	(117)	34,075

JOHN LAING INVESTMENTS HOLDING LIMITED

Notes to the financial Statements

for the year ended 31 December 2022

1 Company information

John Laing Investments Holding Limited (the "Company") is a private company limited by shares, incorporated in United Kingdom under the Companies Act 2006 and registered in England and Wales. Its registered office is 1 Kingsway, London, United Kingdom, WC2B 6AN. The Company is a holding company to a group (the "Group") whose principal activities are as an originator, active investor in and manager of international infrastructure projects.

2 Accounting policies

a) Basis of preparation

The financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of Section 1A FRS 102 have been applied other than where additional disclosure require us to show a true and fair view. The financial statements have been prepared under the historic cost convention.

The financial statements are presented in Pounds Sterling, which is the functional currency of the Company.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions. The Company has taken advantage of these exemptions in its financial statements.

The Company has taken advantage of the exemption under Section 400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of John Laing Limited. The Company's results are included in the group accounts of John Laing Limited, which are available from 1 Kingsway, London, WC2B 6AN.

The principal accounting policies adopted are set out below.

b) Going concern

The Directors have considered the use of the going concern basis in the preparation of these financial statements and concluded that it is appropriate.

After making enquiries and taking account of the factors noted below, the Directors have a reasonable expectation that the Company will have access to adequate resources to meet its debts as they fall due for a minimum of 12 months from the date of the signing of these financial statements. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements.

c) Income

The Company earns operating income from returns on its investment portfolio. Operating income is recognised by reference to

Investment income

Interest income

Interest income is recognised when it is probable that economic benefits will flow to the Company and the amount of income can

Dividend income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided

d) Investments

Fixed asset investments are shown at cost less provision for impairment.

An impairment is reversed in the current period, to the extent of the carrying value of the investment had the original impairment not occurred, if there is a change in economic conditions or a change in expected use of the investment. If the increase in value of the investment arises from mechanical factors affecting the discounted present value, such as the passage of time either bringing future cash inflows closer or overtaking future cash outflows, such an increase in value is not considered to be a reversal of the events or circumstances which led to the impairment in the first place.

JOHN LAING INVESTMENTS HOLDING LIMITED

Notes to the financial Statements for the year ended 31 December 2022

2 Accounting policies (continued)

e) Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments' of FRS 102 to all its financial instruments.

Financial assets

Financial assets are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the financial instrument.

Basic financial assets, which primarily include amounts due from fellow group undertakings, are initially measured at transaction price, including transaction costs, and subsequently carried at amortised cost using the effective interest method, unless the arrangement constitutes a financing transaction, whereby the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Financial assets are classified into specific categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

(i) Loans and receivables

Debtors and other financial assets that have fixed or determinable payments and are not quoted on an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

(ii) Assets at fair value through profit or loss

Financial assets at FVTPL comprise investments at FVTPL which include investments in project companies, investments in listed companies and other assets and liabilities of investment entity subsidiaries. Investments in project companies and in listed companies are designated upon initial recognition as financial assets at FVTPL. Subsequent to initial recognition, investments in project companies are measured on a combined basis at fair value using discounted cash flow methodology. Investments in listed investments are valued at the quoted market price at the end of the period.

The Directors consider that the carrying value of other assets and liabilities in investment entity subsidiaries held at FVTPL approximates to their fair value.

Changes in fair value are recognised within operating income in the income statement.

(iii) Cash at bank and in hand

Cash at bank and in hand comprises cash at bank and in hand and short term deposits with original maturities of three months or less.

Impairment of financial assets

Financial assets are assessed for indications of impairment at each reporting end date.

Financial assets are impaired when there is objective evidence that, as a result of one or more events that have occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities

Basic financial liabilities are initially measured at transaction price, unless the arrangement constituted a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

JOHN LAING INVESTMENTS HOLDING LIMITED

Notes to the financial Statements
for the year ended 31 December 2022

2 Accounting policies (continued)

f) Cash Flow Statement

The Company has adopted the exemption from disclosing a statement of cash flows and the related notes in accordance with Section 1.11 of FRS 102. The equivalent disclosure is included in the group financial statements of the Company's parent undertaking, John Laing Limited.

g) Finance costs

Finance costs comprise of interest on loans payable to the parent and subsidiary undertakings and are recognised in the year in which they are incurred.

h) Taxation

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

Current tax

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

i) Foreign currencies

Exchange differences arising in the ordinary course of trading are reflected in the income statement.

Income and expense items are translated at the date of the transaction. Monetary assets and liabilities expressed in foreign currency are reported at the rate of exchange prevailing at the balance sheet date or, if appropriate, at the forward contract rate. Any difference arising on the retranslation of these amounts is taken to the income statement.

j) Share capital

Ordinary shares are classified as equity instruments on the basis that they evidence a residual interest in the assets of the Company after deducting all its liabilities.

JOHN LAING INVESTMENTS HOLDING LIMITED

Notes to the financial Statements

for the year ended 31 December 2022

3 Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities. The key area of the financial statements where the Company is required to make material accounting estimates and judgements is in respect of the net book value of investments and recoverability of loans to subsidiary undertakings, fellow group undertakings and joint ventures.

Net book value of investments

The Company is required to test whether investments have suffered any impairment. The Directors make best estimates and judgements in determining the carrying value of investments. The Directors consider the fair value of the investments of those subsidiary undertakings in which the Company invests and the Company's direct investments into project companies when assessing the need for impairment. In considering the fair value of the Company's investments, the Directors have regard to the valuation of the John Laing group investment portfolio, that includes the Company's investments, that is performed by John Laing Group Limited for the purposes of its own group financial statements.

Recoverability of loans

The Company determines the impairment necessary at each period end by reference to the net assets or the fair value of the entities that it has provided loans to. If the net assets or the fair value of those entities is lower than the amount at which the loan is held, the loan is impaired to the relevant net assets or fair value amount.

4 Staff numbers

The Company had no employees for the current year (2021: None). The Directors are employed by an entity associated with the Company's parent undertakings. There was no Directors' remuneration for the current year (2021: £nil).

5 Finance costs

	2022	2021
	£'000	£'000
Interest payable and similar expenses		
Interest payable on amounts due to group undertakings	(4,344)	(75)
Finance costs	<u>(4,344)</u>	<u>(75)</u>

6 Taxation

The tax for the year comprises:

	2022	2021
	£'000	£'000
Current tax:		
UK corporation tax credit/(expense) - current year	108	(20)
	<u>108</u>	<u>(20)</u>
Taxation	<u>108</u>	<u>(20)</u>

The tax for the year can be reconciled to the profit in the income statement as follows:

	2022	2021
	£'000	£'000
Loss before tax	(53,902)	(97)
Tax at the UK corporation tax rate of 19% (2021 - 19%)	10,241	18
Dividend income not taxable	609	-
Non-taxable movement on impairment of investments	(10,742)	(38)
Total tax for the year	<u>108</u>	<u>(20)</u>

JOHN LAING INVESTMENTS HOLDING LIMITED

Notes to the financial Statements
for the year ended 31 December 2022

7 Investments

	2022
	£'000
Cost	
At 1 January	29,262
Additions	104,887
At 31 December	134,149
Provisions for impairment	
At 1 January	(204)
Charge for the year	(30,234)
Reversal of impairment	818
At 31 December 2022	(29,620)
Net book value	
At 31 December 2022	104,529
At 31 December 2021	29,058

The Directors believe that the carrying value of the investments is supported by the fair value of the subsidiaries.

8 Debtors

	2022	2021
	£'000	£'000
Amounts falling due within one year		
Group relief receivable	108	-
	108	-
Amounts falling due after more than one year		
Amounts due from subsidiary undertakings	125,723	21,970
	125,723	21,970

Amounts due from subsidiary undertakings comprise loans repayable under agreed commercial terms and with interest charged at arms' length rates.

9 Creditors

	2022	2021
	£'000	£'000
Amounts falling due within one year		
Amounts due to parent undertakings	243,948	8,272
Amounts due to subsidiary undertakings	9,444	8,664
Current tax liabilities	-	20
	253,392	16,956

JOHN LAING INVESTMENTS HOLDING LIMITED

Notes to the financial Statements
for the year ended 31 December 2022

10 Share Capital

	<u>2022</u>	<u>2021</u>
	No.	No.
Authorised:		
Ordinary shares of £1 each	<u>19,000,100</u>	<u>19,000,100</u>
	<u>2022</u>	<u>2021</u>
	£'000	£'000
Allotted, called up and fully paid:		
34,300 ordinary shares of £1 each (2021 - 34,300 ordinary shares of £1 each)	<u>34</u>	<u>34</u>

11 Ultimate parent undertaking

The Company's immediate parent company is John Laing Limited, a company incorporated in Great Britain and registered in England and Wales, with the same registered office as the Company. The smallest group in which its results are included is John Laing Limited. The largest group in which its results are consolidated is included is Aqueduct Bidco Limited.

The Company is ultimately owned by funds advised and managed by KKR & Co. Inc and there is no ultimate parent undertaking.

The Company considers the ultimate controlling party to be KKR & Co. Inc, incorporated in Delaware, United States of America and registered at 30 Hudson Yards, Suite 7500, New York, New York, 1001, United States of America.

12 Events after balance sheet date

On 29 March 2023, the Company issued 1,000 ordinary shares with a nominal value each of £1 for a total subscription price of £66m.

On 12 June 2023, the Company issued 1,000 ordinary shares with a nominal value each of £1 for a total subscription price of £115.4m.

On 26 June 2023, the Company issued 1,000 ordinary shares with a nominal value each of £1 for a total subscription price of £198.4m.