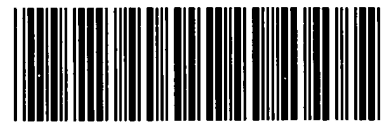


Company registration number 11522105 (England and Wales)

VILVORDE INVESTMENTS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

MONDAY



ACI4Z5TF

A07

11/12/2023

#55

COMPANIES HOUSE

VILVORDE INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	J McDonagh A Ray
Secretary	J McKay
Company secretary	Resolis Limited
Company number	11522105
Registered office	1 Park Row Leeds England LS1 5AB
Independent Auditors	PricewaterhouseCoopers LLP Atria One 144 Morrison Street Edinburgh EH3 8EX

VILVORDE INVESTMENTS LIMITED

CONTENTS

	Page(s)
Directors' report	1 - 2
Directors' responsibilities statement	3
Independent auditors' report	4 - 9
Statement of comprehensive income	10
Statement of financial position	11
Statement of changes in equity	12
Notes to the financial statements	13 - 19

VILVORDE INVESTMENTS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2023

The directors present their annual report and audited financial statements for Vilvorde Investments Limited ("the company") for the year ended 31 March 2023.

Principal activities

The principal activity of the company during the year was to act as a holding company through which Dalmore Infrastructure Investments 11 LP invests in Haren prison PPP project in Belgium. The company has issued Eurobonds totalling €55,996,979 (2022: €23,814,079), which are listed on The International Stock Exchange.

Future development

The directors intend that the company should continue to advance its agreed commitment to Euro II PPP Platform Limited Partnership.

Results and dividends

The loss for the financial year amounted to €2,873,760 (2022: loss of €714,422).

The net assets at 31 March 2023 were €9,285,722 (2022: €2,305,722 net liabilities).

The loss for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the company and do not foresee any significant change in the company's activities in the coming financial year. The directors recognise the company is in a net current liabilities position, for more information please refer to the Going Concern accounting policy.

Key Performance Indicators

In its role as a holding company there are no key performance indicators for the directors to monitor.

Directors

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

J McDonagh
A Ray

Qualifying third party indemnity provisions

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

Independent Auditors

The independent auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

Going Concern

These financial statements have been prepared on the going concern basis for the reasons set out in the Accounting Policies.

VILVORDE INVESTMENTS LIMITED

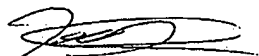
DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption within Part 15 of the Companies Act 2006.

On behalf of the board



J McDonagh
Director

6 December 2023

VILVORDE INVESTMENTS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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

Under company law, 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 the financial statements, the directors are required to:

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

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

VILVORDE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBER OF VILVORDE INVESTMENTS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Vilvorde Investments Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 31 March 2023; the statement of comprehensive income and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Our audit approach

Overview

Audit scope

- The company's financial statements comprise one component which was subject to a full scope audit.
- All audit work was performed by one team in the UK

Key audit matters

- Impairment of investments

Materiality

- Overall materiality: €704,000 (2022: €238,000) based on 1% of total assets.
- Performance materiality: €528,000 (2022: €178,500).

VILVORDE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBER OF VILVORDE INVESTMENTS LIMITED

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<i>Impairment of investments</i>	
The Company holds an investment in a UK Limited Partnership with a total carrying amount of €70,462,183 as at 31 March 2023.	We audited management's impairment indicator assessment via the following:
As per the company's accounting policies an impairment indicator assessment is carried out to assess whether or not there is a potential impairment.	We obtained and reviewed management's valuation of the investment done for the purposes of its Parent LP's financial statements to identify if the fair value of the investment was less than the carrying value;
We focused on this area due to the material quantum of the carrying value of the investment. No impairment charge has been recognised against this balance in the current financial year.	We reviewed the latest investor report prepared by the fund manager for the ultimate investors to ensure there are no matters raised in relation to the investment which could indicate there is an impairment such as the physical condition of the assets to which the investments relate, significant changes which could have an adverse effect or the economic performance being worse than expected up to the date of signing;
Refer to Investments (Note 8 to the financial statements), Judgements and key sources of estimation uncertainty (Note 2 to the financial statements).	We reviewed whether there were any external sources of information including passage of time, significant changes to the external environment applicable to the investments or changes to market rates of return on similar investments which could indicate there is an impairment.
	We agree with management's conclusion that there is no impairment indicator in the investment balance.

VILVORDE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBER OF VILVORDE INVESTMENTS LIMITED

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

The company does not trade but is an investment holding company, holding an investment in a single asset. The company is incorporated in the UK and has issued debt which is listed on The International Stock Exchange. All audit work was performed by one team in the UK. We performed a full scope audit over all material financial statement line items.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the company's financial statements.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

<i>Overall materiality</i>	<i>company</i> €704,000 (2022: €238,000).
<i>How we determined it</i>	1% of total assets
<i>Rationale for benchmark applied</i>	As the company is a non-profit orientated intermediate investment holding company, we deemed total assets to be the most appropriate benchmark.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2022: 75%) of overall materiality, amounting to €528,000 (2022: €178,500) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount in the middle of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above €35,200 (2022: €11,900) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

VILVORDE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBER OF VILVORDE INVESTMENTS LIMITED

Conclusions relating to going concern

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing management's going concern assessment for reasonableness and consistency with our audit work;
- Obtaining an understanding and challenging the forecasted cash flows within the twelve-month period from the date of these financial statements and agreeing these to supporting documentation such as loan agreements; and
- Reviewing management's going concern disclosures for reasonableness.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

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

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

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 March 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

VILVORDE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBER OF VILVORDE INVESTMENTS LIMITED

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results and not recognising impairment where there is evidence that the investment balance is impaired. Audit procedures performed by the engagement team included:

- Enquiries with management around known or suspected instances of non-compliance with laws and regulations, claims, litigation and instances of fraud;
- Understanding of management's controls designed to prevent and detect irregularities;
- Reading relevant minutes of meetings;
- Challenging management's assumptions and judgements made in their significant accounting estimates, in particular in relation to the carrying value of the investments; and
- Identifying and testing journal entries to assess whether any of the journals appeared unusual.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

VILVORDE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBER OF VILVORDE INVESTMENTS LIMITED

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

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

Paul Cheshire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh

6 December 2023

VILVORDE INVESTMENTS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2023

	Note	2023 €	2022 €
Interest payable and similar expenses	6	(2,873,760)	(714,422)
Loss before taxation		<u>(2,873,760)</u>	<u>(714,422)</u>
Tax on loss	7	-	-
Loss for the financial year and total comprehensive expense		<u><u>(2,873,760)</u></u>	<u><u>(714,422)</u></u>

All the activities of the company are from continuing operations.

The notes on pages 13 to 19 form part of these Financial Statements.

VILVORDE INVESTMENTS LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2023

	Note	2023 €	2022 €
Fixed assets			
Investments	8	70,462,183	23,814,079
Current assets			
Debtors: amounts falling due within one year	9	2	2
Creditors: amounts falling due within one year	10	(5,179,484)	(2,305,724)
Net current liabilities		(5,179,482)	(2,305,722)
Total assets less current liabilities		65,282,701	21,508,357
Creditors: amounts falling due after more than one year	11	(55,996,979)	(23,814,079)
Net assets/(liabilities)		<u>9,285,722</u>	<u>(2,305,722)</u>
Capital and reserves			
Called up share capital	12	14,465,206	2
Profit and loss reserves	13	(5,179,484)	(2,305,724)
Total equity		<u>9,285,722</u>	<u>(2,305,722)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The notes on pages 13 to 19 form part of these Financial Statements.

The financial statements were approved by the board of directors and authorised for issue on 6 December 2023 and are signed on its behalf by:



J McDonagh
Director

Company Registration No. 11522105

VILVORDE INVESTMENTS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

	Notes	Called up share capital €	Profit and loss reserves €	Total €
Balance at 1 April 2021		2	(1,591,302)	(1,591,300)
Year ended 31 March 2022:				
Loss and total comprehensive expense for the financial year		-	(714,422)	(714,422)
Balance at 31 March 2022		2	(2,305,724)	(2,305,722)
Year ended 31 March 2023:				
Loss and total comprehensive expense for the financial year		-	(2,873,760)	(2,873,760)
Issue of share capital	12	14,465,204	-	14,465,204
Balance at 31 March 2023		14,465,206	(5,179,484)	9,285,722

The notes on pages 13 to 19 form part of these Financial Statements

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

Company information

Vilvorde Investments Limited is a private company limited by shares incorporated in England and Wales. The registered office is 1 Park Row, Leeds, England, LS1 5AB.

Principal activities

The principal activity of the company during the year was to act as a holding company through which Dalmore Infrastructure Investments 11 LP invests in Haren prison PPP project in Belgium. The company has issued Eurobonds totalling €55,996,979 (2022: €23,814,079), which are listed on The International Stock Exchange.

1.1 Accounting convention

These 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 financial statements are prepared in euros, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest €.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it to not disclose transactions with wholly owned members of a group.

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

1.2 Going concern

The directors are satisfied that the company has adequate resources to continue to operate for the foreseeable future. In forming this position the directors have considered the net assets, net current liabilities and the liquidity of the company at 31 March 2023.

In forming this opinion, the directors have taken into account the current and forecast performance of the company and its underlying investments which indicate that adequate cash flows will be generated to meet the company's ongoing obligations. When performing this assessment the directors have considered the impact of the current economic environment on the performance of the company and its underlying investments both in the short and long term and have concluded that the company has adequate resources to continue trading for at least 12 months from the date of approval of the Annual Report and the Financial Statements.

In the event that the underlying investment does not perform as expected, the company may at its discretion elect to defer payment of interest which is due within the twelve month period from the date of signing the company's annual report and financial statements, as repayment terms under the relevant agreements are at the discretion of the directors of the company.

For this reason, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Fixed asset investments

Fixed asset investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

Impairment of fixed assets

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

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

1.4 Financial instruments

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

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

1.5 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.6 Taxation

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

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

1 Accounting policies

(Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes 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 for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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 in the profit and loss account, 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 the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.7 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.8 Income recognition

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

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable.

2 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 carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

2 Judgements and key sources of estimation uncertainty

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Impairment of assets

The carrying value of those assets recorded in the company's balance sheet, at cost less any impairment losses, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compare that with the carrying value of the asset or assets in the balance sheet. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use along with estimates of the future cash flows that could be generated by the potentially impaired asset or assets and an appropriate discount rate to apply to those cash flows.

3 Auditors' remuneration

Audit fees of €6,691 (2022: €6,191) for the year ended 31 March 2023 were paid to the company's auditors and were borne by Dalmore Capital Fund LP.

4 Employees

The company had no employees during the financial year (2022: nil).

5 Directors' remuneration

The directors are not employed by the company and did not receive any remuneration in respect of their services to the company during the year to 31 March 2023 (2022: €nil).

6 Interest payable and similar expenses

	2023	2022
	€	€
Interest payable and similar expenses includes the following:		
Eurobond interest payable	2,873,760	714,422

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

7 Tax on loss

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2023 €	2022 €
Loss before taxation	(2,873,760)	(714,422)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2022: 19.00%)	(546,014)	(135,740)
Tax effect of expenses that are not deductible in determining taxable profit	102,735	-
Tax losses carried forward	443,279	135,740
Taxation charge for the year	-	-
Taxation charge in the financial statements	-	-

The company has estimated tax losses of €4,638,774 (2022: €2,305,724) available for carry forward against future profits. These have not been recognised on the basis that these future profits are not sufficiently foreseeable in the future.

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

8 Investments

	2023 €	2022 €
Investment in group undertakings and participating interests	70,462,183	23,814,079

Movements in fixed asset investments

	Other investments other than loans €
Cost or valuation	
At 1 April 2022	23,814,079
Additions	46,648,104
At 31 March 2023	70,462,183
Carrying amount	
At 31 March 2023	70,462,183
At 31 March 2022	23,814,079

During the year ended March 2020 the company became the sole limited partner in Euro III PPP Platform Limited Partnership, a limited partnership registered in Ireland with its registered office at 1st Floor Connaught House, 1 Burlington Road, Dublin 4, Ireland. Euro III PPP Platform Limited Partnership owns 100% of the issued share capital of Cafasso InvestCo BVBA (CIB), and undertaking registered in Belgium, whose principal activity is to operate the Haren prison PPP project.

In July 2022 the company on loaned €46,648,104 monies to Euro III PPP LP to satisfy its equity and shareholders obligations signed up to on acquisition, being to further invest down the structure in Cafasso Investco BVBA, whose principal activity is to operate the Haren prison PPP project.

Other movements relate to the repayment of governance fees, as detailed in note 11.

9 Debtors

	2023 €	2022 €
Amounts falling due within one year:		
Amounts owed by group undertakings	2	2

VILVORDE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

10 Creditors: amounts falling due within one year

	2023	2022
	€	€
Accruals and deferred income	5,179,484	2,305,724

Accruals and deferred income relates to interest payable on the Eurobonds (see following note). This balance is unsecured and incurs interest at a rate of 3% per annum to 30 June 2022 and then 7% thereafter, and is repayable at the discretion of the directors of the company.

11 Creditors: amounts falling due after more than one year

	2023	2022
	€	€
Amounts owed to group undertakings	55,996,979	23,814,079

At 31 March 2023 €55,996,979 (2022: €23,814,079) represents the shareholder loan due.

The balance of creditors; amounts falling due after more than one year relates to loans advanced to the company by Sudbrook Investments Limited. These loans, which are listed at The International Stock Exchange, are unsecured, bear interest at 3% to 30 June 2022 and then 7% thereafter, and are repayable on 30 June 2048.

12 Called up share capital

	2023	2022	2023	2022
	Number	Number	€	€
Ordinary share capital Issued and fully paid				
Ordinary shares of €1 each	14,465,206	2	14,465,206	2

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

During the year 14,465,204 additional shares were issued at €1 per share, increasing the total share capital to €14,465,206.

13 Profit and loss reserves

Profit and loss reserves record retained earnings and accumulated losses.

14 Ultimate controlling party

The ultimate controlling party is Dalmore Capital 30 GP Limited, a company registered in England and Wales with its registered office at 1 Park Row, Leeds, England, LS1 5AB. Copies of Dalmore Capital 30 GP Limited's financial statements can be obtained from the Company Secretary, c/o Dalmore Capital Limited, 2nd Floor, Caledonian Exchange, 19A Canning Street, Edinburgh, EH3 8EG.