

Company Registration Number: 11620230

**Rail Capital Markets Public Limited Company**  
**STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**For the year ended 31 December 2020**



# **Rail Capital Markets Public Limited Company**

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**Rail Capital Markets Public Limited Company**  
**COMPANY INFORMATION**  
**For the year ended 31 December 2020**

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**The board of directors**

Joint Corporate Services Limited  
TMF Corporate Directors Limited  
Vincent Cheshire (appointed on 31 March 2020)

**Company secretary**

TMF Corporate Administration Services Limited

**Registered office**

c/o TMF Group  
8th Floor  
20 Farringdon Street  
London  
EC4A 4AB

**Independent Auditors**

UHY Hacker Young LLP  
Quadrant House  
4 Thomas More Square  
London  
E1W 1YW

**Corporate service provider**

TMF Global Services (UK) Limited  
8th Floor  
20 Farringdon Street  
London  
EC4A 4AB

**Trustee**

BNY Mellon Corporate Trustee Services Limited  
One Canada Square  
London, E14 5AL

**Bankers**

The Bank of New York Mellon  
One Canada Square  
London, E14 5AL

**Registered number**

11620230 (England & Wales)

## **Rail Capital Markets Public Limited Company**

### **STRATEGIC REPORT**

**For the year ended 31 December 2020**

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The directors present their strategic report on the affairs of Rail Capital Markets Public Limited Company (the "Company" or the "Issuer") together with the audited financial statements for the year ended 31 December 2020.

#### **Principal activities, review of business and future developments**

The Company was incorporated in the United Kingdom on 12 October 2018, as a public company with limited liability under the Companies Act 2006 with the registration number 11620230. The Company is a special purpose entity which was established in order to issue US\$500,000,000 8.25% loan participation notes on 9 July 2019 falling due in July 2024, with a further issuance of US\$94,902,000 on 13 September 2019, totalling US\$594,902,000 (the "Notes") and listed on Euronext. Further detail on the Notes are provided in note 10 of these financial statements. The proceeds were used to grant a five year term loan (the "Loan to the Borrower") on the terms and conditions as set out in the Loan Agreement dated 5 July 2019 between the Company, and Joint Stock Company (Ukrainian Railways). The Company's future plans and business operations are solely in relation to the servicing of the Loan, being funded by the Notes until maturity.

Interest on the Notes is calculated at 8.25% and the outstanding Loan was due at 8.684% per annum payable semi-annually in arrears in January and July.

#### **COVID-19**

In December 2019, an outbreak of the coronavirus (COVID-19) in Wuhan, China was first reported, causing respiratory illnesses which in some cases can lead to loss of human life. The coronavirus, being easily transferred, rapidly spread across the world and by March 2020 the WHO declared this a global pandemic.

The Ukrainian government along with other countries had enforced periodic quarantine restrictions, to limit the human contact and reduce the spread of COVID-19 which forced some businesses to close where they cannot operate remotely, and resulted in an extended period of uncertainty in the local and global markets.

The temporary suspension of passenger transportation and resulting reduction in freight volumes had a negative impact on the Borrower (particularly during all of 2020 and at the start of 2021). This was evident with all passenger transportation businesses as significant losses were reported across the sector along with deteriorating liquidity positions. As at the date of this report, the global economy has somewhat begun a process of recovery since the initial outbreak as quarantine restrictions have eased and the Borrower's financial condition has since improved.

During this time amid renewed growth, the Borrower increased freight rates in August 2021, which will result in receiving about UAH 2 billion of additional revenues by the end of this year and about extra UAH 10 billion in 2022. Additionally, passenger tariffs have increased since May 2021 by 2% monthly until the year end.

The Company is a special purpose vehicle and the Borrower has been complying with the terms of the agreement as outlined in the transaction documents, however the impact of COVID-19 is still ongoing and there will be remaining material uncertainties within the travel and leisure sector in the long term and the associated impact that this will have on railway volumes and the underlying financial performance of the Borrower to meet their ongoing obligations under the transaction documentation, which may cast significant doubt over the Company's ability to continue as a going concern.

The financial statements do not include adjustments (such as impairment of assets) that would result if the company were unable to continue as a going concern.

#### **Events after the reporting period**

All post year end contractual obligations for the scheduled interest receipts and payments have been maintained, as at January 2021 and July 2021.

The published credit rating of the bonds remained stable at B, as affirmed by Fitch Ratings on 22 July 2021.

A further issuance of \$300,000,000 7.875% loan Notes were made during July 2021, being due in July 2026 and increasing the total commitment to \$894,902,000.

#### **Principal risks and uncertainties**

The Company is a securitisation company which has been structured so as to avoid, as far as possible, significant financial risk. Its principal risks and uncertainties are linked with those of the Borrower.

Certain estimates in the financial statements are based wholly or in part on estimates or assumptions made by the directors, taking into consideration the current market and economic conditions. There is, therefore, a risk that these may be subject to change in future periods.

The Company's financial risk management objectives and policies are set out in note 12.

## Rail Capital Markets Public Limited Company

### STRATEGIC REPORT (continued)

For the year ended 31 December 2020

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#### Promoting the success of the Company

Section 172 of the Companies Act 2006 requires directors to explain how they have taken into consideration the interests of stakeholders in their decision making. The directors continue to have regard to the interests of the Company's shareholders and other stakeholders, including the impact of its activities on the community, the environment, and the Company's reputation, when making decisions.

Acting in good faith, the directors consider what is most likely to promote the success of the Company for its members in the long term, however they are limited as to the extent of their decision making due to the unique structural operations of the Company. The Company's strategy, objectives and ongoing operations are defined within the transaction documents, which provide no scope for further activities beyond the original purpose they have been set up to achieve, consequently the directors' role in the Company's strategies and operations becomes more centred on periodic and ongoing monitoring to ensure that the Company's objectives have not deviated from the original purpose that it has been set out to achieve.

Following from this, the Company has no employees, and the limited operations of the business result in almost negligible impact on the community and the environment, so are not applicable in the director's ongoing monitoring processes.

The Company's members are one entity, who have expressed their expectations of the Company within the legally bound transaction documents to which all parties involved are bound by; this again provides very little scope for the directors to make active decisions on.

The Company has no customers or suppliers other than the Borrower and the Noteholders, with both parties rights and responsibilities being fully defined and documented on formation of the Company. The directors oversee that the contractual obligations of both parties have been met and will make the necessary enquiries should the situation arise that there have been any deviations from the original signed agreements. These processes also enable the directors to ensure that the Company maintains a reputation for high business standards.

#### Political instability in Ukraine

The Group conducts its operations in Ukraine. The Ukrainian economy while deemed to be of market status continues to display characteristics consistent with that of an economy in transition. These characteristics include, but are not limited to, certain structural imbalances, low capital market liquidity, relatively high inflation and a significant level of domestic and foreign state debt.

Prior to the COVID-19 pandemic and following the significant decline in recent years the Ukrainian economy started to demonstrate certain signs of recovery and growth. Main risks affecting the sustainability of the emerging economic trends are represented by the continuing tensions in geopolitical relations with the Russian Federation; lack of the clear consensus as to the directions of the institutional reforms, including public administration, judiciary system and reforms in core sectors of the economy; acceleration of labour emigration and low level of capital inflow.

The factors presented above are also monitored on an ongoing basis along with other components in the directors assessment of the performance of the Company, given that the Borrower is a state company.

#### Brexit

On 1 January 2021, the UK officially withdrew its membership from the European Union ("Brexit"). Given that the Borrower is based in Ukraine, and is therefore not a member of the EU, there is very limited associated impact in the performance of cross border payments, and the directors do not anticipate any adverse material impact as a result of the UK's departure from the EU.

#### Results and dividends

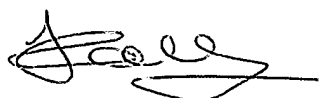
The results for the period and the Company's financial position at the end of the period are disclosed on pages 13 and 14. The loss for the reporting period after taxation amounted to US\$9,606,569 (period from incorporation 12 October 2018 to 31 December 2019: US\$5,313,119), predominantly due to the impairment loss provision recognised in accordance with IFRS 9 on a future loss basis.

#### Key performance indicators

The main performance indicator is the extent of payments of interest and principal from the Borrower. As at the date of this report, all contractually obliged payments which are set out in the transaction documentation have been made and there has been no evidence of default.

Other key performance indicators for the Company are net interest income and the impairment provision recognised against the Loan to the Borrower. The net interest income for the year is US\$2,901,210 (period from incorporation 12 October 2018 to 31 December 2019: US\$1,148,318) with an impairment provision of US\$9,911,067 (period from incorporation 12 October 2018 to 31 December 2019: US\$5,235,138) recognised in the financial year in respect of the Loan due to an associated increase in the probability of default and loss given default.

For and on behalf of the board:



Isobel Coley  
for and on behalf of Joint Corporate Services Limited  
Director

29 September 2021

## **Rail Capital Markets Public Limited Company**

### **DIRECTORS' REPORT**

**For the year ended 31 December 2020**

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The directors present their report on the affairs of the Company together with the financial statements for the year ended 31 December 2020.

#### **Corporate governance**

The directors have been charged with governance in accordance with the Prospectus describing the structure and operation of the transaction. The governance structure of the Company is such that the key policies have been predetermined at the time of issuance and the operational roles have been assigned to third parties with their roles strictly governed by the transaction documents.

The transaction documents provide for procedures that have been designed for safeguarding assets against unauthorised use or disposal, for maintaining adequate accounting records, and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives whilst enabling them to comply with their regulatory obligations.

Due to the nature of the securities which have been issued on the Irish Stock Exchange, the directors consider that the disclosure requirements of the Irish Corporate Governance Annex, the provisions of the UK Corporate Governance Code and the Disclosure and Transparency Rules (DTR) of the Financial Conduct Authority, with the exception of DTR 7.2.5, are not consistent with the nature of the securities and the Company therefore does not comply. TMF Global Services (UK) Limited provides corporate services and directorship services to the Company; the provision is set out in the corporate services agreement. TMF Global Services (UK) Limited is ISO certified with respect to data security and information management, and the established internal controls and policies within TMF Global Services Limited equally apply to the management of the Company.

The directors are therefore satisfied that there is no requirement for an audit committee or to publish a corporate governance statement.

#### **Directors and their interests**

The directors of the Company who were in office during the period and up to the date of signing the financial statements, were:

Joint Corporate Services Limited

TMF Corporate Directors Limited

Stephen William Spencer Norton (resigned 31 March 2020)

Vincent Cheshire (appointed 31 March 2020)

None of the directors have any beneficial interest in the ordinary share capital of the Company. None of the directors had any interest either during or at the end of the year in any material contract or arrangement with the Company.

No dividends were declared or paid by the Company during the financial period and the directors do not propose a final dividend (2019: nil).

#### **Company secretary**

The Company Secretary during the reporting period, and subsequently, was Joint Secretarial Services Limited.

#### **Going concern**

The Company's business activities, together with the factors likely to affect its future development, performance, and its principal uncertainties are set out in the strategic report. The Notes are a limited recourse debt obligation whereby the recourse obligation rests with the Borrower (Ukrainian Railways) in respect of any claim against the Lender (Rail Capital Markets Plc) in respect of principal, interest or other amounts (if any). The Company's ability to meet its obligations to the Noteholders as they fall due is directly linked to the Borrower's performance of their obligations under the Loan.

Given the Company is continuing in making the scheduled payments and repayments in respect of the Loan facility and in accordance with the transaction documentation and the directors have reasonable confidence that the Company has adequate resources and suitable arrangements in place for it to be able to continue in operational existence for the foreseeable future, being at least twelve months from the date of approval of these financial statements.

The Company currently has a net deficit position which is primarily due to the impairment provision which has been recognised in accordance with IFRS 9: Financial Instruments. This has been calculated under a lifetime expected credit losses based on the most conservative approach. The directors have considered this in their assessment and do not believe that this measure is wholly indicative of the future performance of the loans, although there is a material uncertainty over the future performance of the Borrower given the adverse economic conditions which were brought on by COVID-19, particularly within the travel and leisure sector and the associated impact that this will have on railway volumes and the underlying financial performance of the Borrower to meet their ongoing obligations under the transaction documentation.

The financial statements do not include adjustments (such as impairment of assets) that would result if the company were unable to continue as a going concern.

## **Rail Capital Markets Public Limited Company**

### **DIRECTORS' REPORT (continued)**

**For the year ended 31 December 2020**

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#### **Directors' indemnities**

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity is currently in force.

#### **Employees**

The Company had no employees during the current period. Joint Secretarial Services Limited performs the Company's secretarial functions. TMF Global Services (UK) Limited provides corporate and administration services.

#### **Political donations**

The Company made no political donations during the period under review (period from incorporation 12 October 2018 to 31 December 2019: nil).

#### **Statement of disclosure of information to the auditors**

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are 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 auditors are aware of that information.

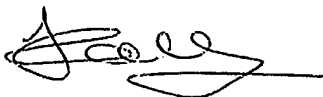
This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

#### **Independent auditors**

UHY Hacker Young LLP were reappointed as auditor during the year in accordance with Section 487(2) of the Companies Act 2006.

UHY Hacker Young LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with Section 487(2) of the Companies Act 2006 unless the Company receives notice under Section 488(1) of the Act.

For and on behalf of the board:



Isobel Coley  
for and on behalf of Joint Corporate Services Limited  
Director

29 September 2021

**Rail Capital Markets Public Limited Company**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**  
**For the year ended 31 December 2020**

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The directors are responsible for preparing the strategic report, directors' report and financial statements in accordance with applicable United Kingdom law and regulations.

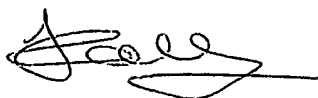
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

For and on behalf of the board:



Isobel Coley  
for and on behalf of Joint Corporate Services Limited  
Director

29 September 2021



**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RAIL CAPITAL MARKETS PLC**  
**For the year ended 31 December 2020**

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**Opinion**

We have audited the financial statements of Rail Capital Markets Plc (the 'Company') for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cashflows and notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ('IFRS') 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 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRS 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 as applied to public interest entities, 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.

**Material uncertainty related to going concern**

We draw attention to the Going Concern section of the Principal Accounting Policies of company's financial statements which explain the negative impact that COVID-19 has had on the Ukrainian Railways (the Borrower) liquidity position during the financial year. The current year loss is as a result of increased impairment provisions recognised in accordance with IFRS 9 and is based on lifetime expected credit losses.

Furthermore, whilst the Notes are a limited recourse debt obligation, the company's ability to meet its obligations to the Noteholders as they fall due is directly linked to the Borrower's performance under the loan agreement.

Whilst there has been increased use of the railways in recent months, these events, along with the other matters explained in the Principal Accounting Policies (note 2) of the company's financial statements, constitute a material uncertainty that may cast significant doubt on company's ability to continue as a going concern.

The financial statements do not include adjustments (such as impairment of assets) that would result if the company were unable to continue as a going concern.

Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statement is appropriate. Our evaluation of the director's assessment of the entity's ability to continue to adopt the going concern basis of accounting included an assessment of the risk and audit procedures to address this risk:

**The risk**

The company is a special purpose entity established in order to issue loan participation notes on Euronext and lend the proceeds on to the Borrower. The company's activities are solely in relation to the servicing of the loans. The ability of the entity to service the loans is entirely linked to the financial position of the Borrower. As outlined above, COVID-19 has had a significant impact on the liquidity position of the Borrower due to temporary suspension of passenger transportation and reduced freight volumes in the financial year.

Given the above factors, we consider going concern to be a significant audit risk area.

The directors' conclusion of the risks and circumstances described in the Going Concern section of the Principal Accounting Policies of the Group financial statements represent a material uncertainty over the ability of the Group and Company to continue as a going concern for a period of at least a year from the date of approval of the financial statements. However, clear and full disclosure of the facts and the directors' rationale for the use of the going concern basis of preparation, including that there is a related material uncertainty, is a key financial statement disclosure and so was the focus of our audit in this area. Auditing standards require that to be reported as a key audit matter.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RAIL CAPITAL MARKETS PLC (continued)**  
**For the year ended 31 December 2020**

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**How our audit addressed the risk:**

Our audit procedures included:

- Assessing the transparency and the completeness and accuracy of the matters covered in the going concern disclosure by evaluating management's cash flow projections for the next 12 months and the underlying assumptions.
- We obtained cash flow forecasts, reviewed the methodology behind these, ensured arithmetically correct and challenged the assumptions.
- We evidenced post year end interest income and payments and agreed these to the cashflow forecasts.
- We reviewed the latest financial information available for the Borrower.

**Key observations:**

The ability of the entity to service the loans is entirely linked to the financial position of the Borrower.

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

**Emphasis of matter – Loan impairment**

In forming our opinion on the financial statements, which is not modified, we have considered the provision made by the directors for the impairment of the loans receivable. As discussed in note 8 and 12 to the financial statements, although credit ratings remains consistent on the listed Notes, the probability of default and loss given default increased during the year, therefore the impairment provision has subsequently been revised to \$15,146,205 (2019: \$5,235,138) at the year end, although this is an estimate and may deviate from actual results. This has resulted in a debit to the income statement of \$9,911,067 in the reporting period. Our opinion is not qualified in respect of this matter.

**Our approach to the audit**

We designed our audit by obtaining an understanding of the Company and its environment, and assessing the risk of material misstatement in the financial statements. When assessing the risk of material misstatement, we consider whether the directors made judgments or assumptions that are, by their nature, subjective. The scope of our audit was influenced by the level of materiality we determined.

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 an understanding of their activities, the accounting processes and controls, and the industry in which they operate. Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement.

During the audit we reassessed and re-evaluated audit risks and tailored our approach accordingly.

The audit testing included substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls and the management of specific risk.

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our 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) we identified, 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 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 during our audit. Going concern is a significant key audit matter and is described above. In arriving at our audit opinion above, the other key audit matter includes:

**Valuation and recoverability of loans receivable and expected credit losses under IFRS 9**

Rail Capital Markets Plc has lent funds totaling US \$594,902,000 to the controlling company Ukrainian Railways which are due for redemption until 2024. The provision for impairment on this loan totals \$15,146,205, which has been recognised in accordance with IFRS 9 and is calculated based on lifetime expected credit losses. Management's assessment for recoverability of the loan and calculation of expected credit losses involves significant judgements and assumptions, such as probability of default, loss given default, extent and probability of future cash flows. There is a risk that the controlling company may default on their loan repayments or interest payments and therefore the loan may be impaired in excess of the current expected credit losses. The value of these loans makes them a key audit matter as there is a significant risk of default on the loan repayments.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RAIL CAPITAL MARKETS PLC (continued)**  
**For the year ended 31 December 2020**

Our audit work included, but was not restricted to:

- Challenging the appropriateness of the methodology applied by management in their assessment of the recoverable amount by recalculating the expected credit losses in line with IFRS 9 and comparing it to the accounting policy;
- Obtaining the financial statements of the Ukrainian Railway and agreeing the amount payable to Rail Capital Markets plc. Obtaining a balance confirmation from the Ukrainian Railway.
- An assessment of the financial statements of the Ukrainian Railway to evaluate their ability to repay the loan balances.
- Reviewing the board minutes of the company and any associated papers to ensure no matters arising from the minutes which would cast doubt on the recoverability of the loan balances.
- Verifying the repayments during the year and post year end to ensure the Ukrainian Railway is complying with the terms of the loan agreement.

**Key observations**

The current year expected credit loss assessment resulted in an increase of previously recognised expected credit losses by \$9,911,067. Although the credit ratings of the Ukrainian Railways remained consistent with last year, the probability of default and loss given default increased during the year which resulted in an increase in provision of expected credit losses. Our work did not reveal any issues relating to the borrower's ability to repay the carrying value of the loan or any further expected credit losses. We believe that the loan receivable amounts are materially correct and comply with the Company's accounting policies. An emphasis of matter paragraph related to loan impairment has been included in the auditor's report to highlight this matter.

**Our application of materiality**

The scope and focus of our audit was influenced by our assessment and application of materiality. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements on our audit and on the financial statements.

We define financial statement materiality as the magnitude by which misstatements, including omissions, could reasonably be expected to influence the economic decisions taken on the basis of the financial statements by reasonable users.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

We determined materiality for the financial statements as a whole as follows:

Overall materiality	2020: \$3,023k (2019: \$3,071k)
How we determined it	2020: 0.5% total assets (2019: 0.5% total assets) A low percentage has been used due to the political instability in the Ukraine.
Rationale for benchmark	We believe that the use of total assets is the most appropriate basis as total assets are used as the recoverability of the loan to the Borrower is key to the users of the financial statements i.e. the investors who hold the notes issued by the company, are focused on the valuation of the underlying assets, revenue/profit measures are less relevant given the nature of company's activities i.e. a special purpose vehicle not incorporated to generate profits.
Performance materiality	On the basis of our risk assessment, together with our assessment of the company's control environment, our judgement is that performance materiality for the financial statements should be 50% of materiality, and was set at \$1,511k (2019: \$1,535k). The level of performance materiality is based on our overall risk assessment which also takes into account the political instability in the Ukraine.

We agreed with the Board of Directors that we would report to them misstatements identified during our audit above \$151,150 as well as misstatements below that amount that, in our opinion, merited reporting on qualitative grounds. We also reported to the Board of Directors any disclosure matters that we identified when assessing the overall presentation of the financial statements.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RAIL CAPITAL MARKETS PLC (continued)**  
**For the year ended 31 December 2020**

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**Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 themselves.

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 or 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 statement of directors' responsibilities set out on page 7, 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 internal controls 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 AUDITORS' REPORT TO THE MEMBERS OF RAIL CAPITAL MARKETS PLC (continued)**  
**For the year ended 31 December 2020**

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**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.

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 the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to the acts by the Company which were contrary to applicable laws and regulations including fraud and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006. 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 the valuation and recoverability of loans receivable and expected credit losses under IFRS 9.

Audit procedures performed included: review of the financial statement disclosures to underlying supporting documentation, enquiries of management and in so far as they related to the financial statements, confirmation of the receivable balances from the borrower, assessment of the borrowers' ability to repay the loans, verifying receipts during the year and post year to ensure the borrower is complying with the terms of the agreement, and testing of journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Other matters which we are required to address**

We were appointed by Rail Capital Markets Plc on 17 March 2021.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting our audit.

Our audit opinion is consistent with the additional report to the Board of Directors.

**Use of our report**

This report is made solely to the Company's members, as a body, in accordance with part 3 of Chapter 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.



James Astley (Senior Statutory Auditor)  
for and on behalf of UHY Hacker Young  
Chartered Accountants  
Statutory Auditor  
Date: 29 September 2021

Quadrant House  
4 Thomas More Square  
London E1W 1YW

**Rail Capital Markets Public Limited Company**

**STATEMENT OF COMPREHENSIVE INCOME**

**For the year ended 31 December 2020**

		<b>Year ended 31 December 2020</b>	<b>Period from 12 October 2018 (date of incorporation) to 31 December 2019</b>
	<b>Note</b>	<b>US\$</b>	<b>US\$</b>
Interest income	4	51,771,353	24,513,944
Interest expense	5	(48,870,143)	(23,365,626)
<b>Net interest income</b>		<b>2,901,210</b>	<b>1,148,318</b>
Impairment loss provision	8	(9,911,067)	(5,235,138)
Operating expenses	6	(95,933)	(160,803)
Reimbursement for operating expenses		83,681	160,803
<b>Loss before taxation</b>		<b>(7,022,109)</b>	<b>(4,086,820)</b>
Taxation	7	(2,584,460)	(1,226,299)
<b>Loss for the year/ period after taxation</b>		<b>(9,606,569)</b>	<b>(5,313,119)</b>
Other comprehensive income		-	-
<b>Loss and total comprehensive expense for the financial year/ period</b>		<b>(9,606,569)</b>	<b>(5,313,119)</b>

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 17 to 25 form part of these financial statements.

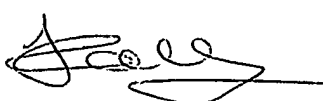
**Rail Capital Markets Public Limited Company**
**STATEMENT OF FINANCIAL POSITION**

Company registration number: 11620230

**As at 31 December 2020**

	Note	As at 31 December 2020 US\$	As at 31 December 2019 US\$
<b>NON-CURRENT ASSETS</b>			
Loan to the Borrower	8	579,813,476	589,562,704
<b>CURRENT ASSETS</b>			
Accrued interest receivable	8	24,628,198	23,137,955
Other debtors	8	162,782	169,663
Cash at bank	9	9,041	1,480,236
<b>TOTAL CURRENT ASSETS</b>		<b>24,800,021</b>	<b>24,787,854</b>
<b>TOTAL ASSETS</b>		<b>604,613,497</b>	<b>614,350,558</b>
<b>NON-CURRENT LIABILITIES</b>			
Notes	10	594,661,591	594,807,704
<b>CURRENT LIABILITIES</b>			
Accrued interest payable	10	23,396,763	23,459,922
Accruals and other creditors	10	165,511	153,321
Tax payable		1,292,889	1,226,299
<b>TOTAL CURRENT LIABILITIES</b>		<b>24,855,163</b>	<b>24,839,542</b>
<b>TOTAL LIABILITIES</b>		<b>619,516,754</b>	<b>619,647,246</b>
<b>NET LIABILITIES</b>		<b>(14,903,257)</b>	<b>(5,296,688)</b>
<b>EQUITY</b>			
Share capital	11	16,431	16,431
Accumulated losses		(14,919,688)	(5,313,119)
<b>TOTAL EQUITY</b>		<b>(14,903,257)</b>	<b>(5,296,688)</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>604,613,497</b>	<b>614,350,558</b>

The financial statements are approved and authorised for issue by the board of directors on 29 September 2021 and signed on its behalf by:



Isobel Coley  
for and on behalf of Joint Corporate Services Limited.  
Director

The notes on pages 17 to 25 form part of these financial statements.

**Rail Capital Markets Public Limited Company****STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 31 December 2020**

Attributable to equity holders of the Company

	Share Capital US\$	Accumulated losses US\$	Total US\$
On date of incorporation - 12 October 2018	-	-	-
Share capital	16,431	-	16,431
Total comprehensive loss for the period	-	(5,313,119)	(5,313,119)
<b>Balance as at 31 December 2019</b>	<b>16,431</b>	<b>(5,313,119)</b>	<b>(5,296,688)</b>
Total comprehensive loss for the year	-	(9,606,569)	(9,606,569)
<b>Balance as at 31 December 2020</b>	<b>16,431</b>	<b>(14,919,688)</b>	<b>(14,903,257)</b>

The notes on pages 17 to 25 form part of these financial statements.



**Rail Capital Markets Public Limited Company**

**STATEMENT OF CASH FLOWS**

**For the year ended 31 December 2020**

	Year ended 31 December 2020 US\$	Period from 12 October 2018 (date of incorporation) to 31 December 2019 US\$
<b>Cash flows from operating activities</b>		
Loss before tax	(7,022,109)	(4,086,820)
<b>Adjustments for:</b>		
Amortisation	(263,938)	9,862
Impairment provision	9,911,067	5,235,138
Decrease in other debtors	(6,881)	(169,663)
Foreign exchange movement	12,248	-
Increase in accruals and other creditors	12,190	153,321
(Decrease)/ Increase in interest expense payable	(63,159)	85,143
Decrease in interest income receivable	11,353	-
Withholding Tax deducted at source	(2,583,130)	(1,225,634)
<b>Net cash generated from operating activities</b>	<b>7,641</b>	<b>1,346</b>
<b>Tax paid</b>	<b>-</b>	<b>-</b>
<b>Cash flows from investing activities</b>		
Interest received	47,600,577	1,478,890
Loan to the Borrower	-	(594,902,000)
<b>Net cash used in investing activities</b>	<b>47,600,577</b>	<b>(593,423,111)</b>
<b>Cash flows from financing activities</b>		
Interest paid	(49,079,413)	-
Issuance of loan Notes	-	594,902,000
<b>Net cash generated from financing activities</b>	<b>(49,079,413)</b>	<b>594,902,000</b>
<b>Net increase in cash and cash equivalents</b>	<b>(1,471,195)</b>	<b>1,480,236</b>
<b>Cash and cash equivalents at beginning of the financial year/ period</b>	<b>1,480,236</b>	<b>-</b>
<b>Cash and cash equivalents at end of financial year/ period</b>	<b>9,041</b>	<b>1,480,236</b>

The notes on pages 17 to 25 form part of these financial statements.

## **Rail Capital Markets Public Limited Company**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2020**

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#### **1. GENERAL INFORMATION**

The Company is a public limited company limited by shares incorporated on 12 October 2018 and registered in England with registration number 11620230. The Company is a special purpose entity and its registered office is 8th Floor, 20 Farringdon Street, London, EC4A 4AB. The Company was established in order to issue loan participation Notes, the proceeds from which were used to grant a Loan to the Borrower, being Ukrainian Railways under control of the State Administration of Railways Transport of Ukraine (the "Ukrzaliznytsia") and existing under the laws of Ukraine.

#### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these financial statements are set out below.

##### **Basis of preparation**

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"), IFRIC Interpretations and the Companies Act 2006 as applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention. As explained in the directors' report, the directors consider it appropriate for the financial statements to be prepared on a going concern basis.

##### **Going concern**

The Company's business activities, together with the factors likely to affect its future development, performance, and its principal uncertainties are set out in the strategic report. The Notes are a limited recourse debt obligation whereby the recourse obligation rests with the Borrower (Ukrainian Railways) in respect of any claim against the Lender (Rail Capital Markets Plc) in respect of principal, interest or other amounts (if any). The Company's ability to meet its obligations to the Noteholders as they fall due is directly linked to the Borrower's performance of their obligations under the Loan.

Given the Company is continuing in making the scheduled payments and repayments in respect of the Loan facility and in accordance with the transaction documentation and the directors have reasonable confidence that the Company has adequate resources and suitable arrangements in place for it to be able to continue in operational existence for the foreseeable future, being at least twelve months from the date of approval of these financial statements.

The Company currently has a net deficit position which is primarily due to the impairment provision which has been recognised in accordance with IFRS 9: Financial Instruments. This has been calculated under a lifetime expected credit losses based on the most conservative approach. The directors have considered this in their assessment and do not believe that this measure is wholly indicative of the future performance of the loans, although there is a material uncertainty over the future performance of the Borrower given the adverse economic conditions which were brought on by COVID-19, particularly within the travel and leisure sector and the associated impact that this will have on railway volumes and the underlying financial performance of the Borrower to meet their ongoing obligations under the transaction documentation.

The financial statements do not include adjustments (such as impairment of assets) that would result if the company were unable to continue as a going concern.

##### **COVID-19**

In December 2019, an outbreak of the coronavirus (COVID-19) in Wuhan, China was first reported, causing respiratory illnesses which in some cases can lead to loss of human life. The coronavirus, being easily transferred, rapidly spread across the world and by March 2020 the WHO declared this a global pandemic.

The Ukrainian government along with other countries had enforced periodic quarantine restrictions, to limit the human contact and reduce the spread of COVID-19 which forced some businesses to close where they cannot operate remotely, and resulted in an extended period of uncertainty in the local and global markets.

The temporary suspension of passenger transportation and resulting reduction in freight volumes had a negative impact on the Borrower (particularly during all of 2020 and at the start of 2021). This was evident with all passenger transportation businesses as significant losses were reported across the sector along with deteriorating liquidity positions. As at the date of this report, the global economy has somewhat begun a process of recovery since the initial outbreak as quarantine restrictions have eased and the Borrower's financial condition has since improved.

During this time amid renewed growth, the Borrower increased freight rates in August 2021, which will result in receiving about UAH 2 billion of additional revenues by the end of this year and about extra UAH 10 billion in 2022. Additionally, passenger tariffs have increased since May 2021 by 2% monthly until the year end.

The Company is a special purpose vehicle and the Borrower has been complying with the terms of the agreement as outlined in the transaction documents, however the impact of COVID-19 is still ongoing and there will be remaining material uncertainties within the travel and leisure sector in the long term and the associated impact that this will have on railway volumes and the underlying financial performance of the Borrower to meet their ongoing obligations under the transaction documentation, which may cast significant doubt over the Company's ability to continue as a going concern.

##### **Presentation and functional currency**

The Company's main transactions are in US dollars and therefore the functional and presentational currency used by the Company is US dollars. All amounts, unless otherwise stated, have been rounded to the nearest US dollar.

## Rail Capital Markets Public Limited Company

### NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Critical accounting estimates and judgements

Preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Impairment of the Loan to Ukrainian Railway as explained in the Loan to the Borrower section below is considered an area where assumptions and estimates are significant to the financial statements and a higher degree of judgement and complexity are involved.

##### Compliance with the International Financial Reporting Standards

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU"), interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and requirements of the Companies Act 2006.

##### IFRS standards first time applied in 2020

The following is a list of new or amended IFRS standards and interpretations endorsed by the EU that have been applied by the Company for the first time in these financial statements:

Title	Subject	Effective for annual periods beginning on or after	Effect on the financial statements
Amendments to IFRS 3	Definition of a Business	1 January 2020	No effect
Amendments IAS 1 and IAS 8	Definition of Material	1 January 2020	No effect
Amendments to References to the Conceptual Framework in IFRS Standards	Updates of references to or from the Conceptual Frameworks to the IFRS standards	1 January 2020	No effect
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform	1 January 2020	No effect

The adoption of these new and revised standards and interpretations had no effect on the amounts reported as well as the presentation and disclosure of information in the financial statements of the Company.

##### IFRS standards to be applied after 2020

The following standards and interpretations, which have not been applied in these financial statements, were in issue but not yet effective, because have not yet been adopted by the EU:

Title	Subject	Effective for annual periods beginning on or after	Effect on the financial statements
Amendment to IFRS 16	Covid-19-Related Rent Concessions	1 June 2020	No effect
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2	1 January 2021	No effect
Annual Improvements to IFRS Standards 2018–2020	Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41	1 January 2022	No effect
Amendments to IAS 16	Proceeds before Intended Use	1 January 2022	No effect
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract	1 January 2022	No effect
Amendments to IFRS 3	Amendments updating a reference to the Conceptual Framework	1 January 2022	No effect
Amendments to IFRS 17	Insurance contracts	1 January 2023	No effect
Amendments to IAS 1	Classification of Liabilities as Current or Non-current	1 January 2023	No effect
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023	No effect
Amendments to IAS 8	Definition of Accounting Estimates	1 January 2023	No effect

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

##### Segmental analysis

The whole Company's operations are carried out in the United Kingdom and the results and net assets are derived from its investment in the Loan to the Borrower, which as stated in note 8, is due from an entity based in Ukraine.

**Rail Capital Markets Public Limited Company**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 December 2020**

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Loan to the Borrower**

The Loan to the Borrower have been classified as loans and receivables. They are measured on initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in the statement of comprehensive income in accordance with IFRS 9: Financial Instruments with a corresponding reduction in the Loan to the Borrower.

IFRS 9 brings together all three aspects of accounting for financial instruments: classification and measurement, impairment and hedge accounting.

*Classification and measurement:*

The Loan to the Borrower represents amounts paid by the Company to the Borrower under a basic lending arrangement with contractually obliged repayments of principal and interest as detailed in the transaction documentation The Loan to the Borrower, being a financial asset classified in accordance with the provisions of IFRS 9 meets the criteria of a 'hold to collect' business model and features contractual cashflows which are consistent with the SPPI test 'solely payments of principal and interest'. Accordingly, on initial recognition of the Loan, the fair value model is adopted and then subsequently measured at amortised cost using the effective interest rate method.

*Impairment:*

IFRS 9 requires the Company to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Company has applied the simplified approach and recorded lifetime expected losses on all trade receivables. On assessment, the Company has determined that there has been an upward revision in impairment provision recognised during the reporting period. Although the credit rating of the loan Notes remained stable since issuance, there are factors related to the future expected cash flows which determine the impairment provision of \$9,911,067 (\$5,235,138) recognised during the year (period). Following this, there has been no corresponding related increase in deferred tax liability since the entity is taxed in accordance with the Taxation of Securitisation Companies Regulations.

The impact has been assessed with reference to the PD (probability of default) being applied to the LGD (1 - recovery rate) rates as published by Moody's "Cross-Sector: Annual Default Study: Corporate Default and Recovery rates, 1920 - 2020". Both are factors which are forward looking estimates and require a significantly high degree of judgement, therefore an element of deviation is expected from the estimated impact assessment and actual results, although the most conservative approach has been taken with this regard.

Subsequent revisions are made to the lifetime expected losses recognised against the loan and receivables in future reporting periods, on the basis of the ongoing annual assessments and the impairment formula based on the underlying data factors, these are recorded in the statement of comprehensive income.

**Notes**

The Notes issued are classified as other financial liabilities and are recognised initially at fair value being the principal issued less attributable transaction costs. Subsequent to initial recognition, the Notes are measured at amortised cost with any difference between the initial fair value and the redemption value being recognised in the statement of comprehensive income on an effective interest basis.

When the Company exchanges or modifies the terms of its existing liabilities the Company needs to determine whether those revised or modified terms result in a liability that is substantially different. The terms are deemed to be substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted at the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification of terms is accounted for as an extinguishment of the original loan note and recognition of a new note, any costs or fees incurred are taken into account in the calculation of the effective interest rate on the new loan note. If the modification of terms is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying value of the liability and are amortised over the remaining term of the modified liability and any change in the future cash flows, for example the interest rate, is accounted for through a cumulative catch up adjustment.

**Operating expenses**

Operating expenses include corporate service fees, accounting fees, audit fees and other professional fees including trustee and paying agents fees which are recognised on an accruals basis.

**Share capital**

Share capital is issued in Sterling (£) and has been translated at the prevailing rate of US\$1.315 on the date of issuance being 12 and 15 October 2018.

**Cash and cash equivalents**

Cash and cash equivalents comprises of cash at bank.

**Rail Capital Markets Public Limited Company**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 December 2020**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Interest income and expense**

Interest income and interest expense are determined using the effective interest rate method. The effective interest rate method is a method of calculating the amortised cost of financial assets or financial liabilities and of allocating the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instrument's initial carrying amount.

**Tax expense**

The charge for taxation is calculated in accordance with "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)" and takes into account all deferred taxation adjustments arising from timing differences between the treatment of income and expenditure for taxation and accounting purposes which are likely to crystallise in the foreseeable future.

In accordance with the provisions set out in the Convention between the Government of Ukraine and the Government of the United Kingdom of Great Britain and Northern Ireland on Avoidance of Double Taxation and Prevention of Fiscal Evasion with respect to taxes on income, the lender can elect which country in which the interest on the loan will be taxed. As set out in the transaction documentation, it was determined that the Borrower would withhold income tax when paying interest. The rate of withholding tax to be applied is 5% for the reporting period under review.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

**Foreign currency**

Transactions denominated in foreign currencies are translated at the exchange rate on the date of the transaction. At each period end date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing on the period end date. All differences are taken to the statement of comprehensive income for the reporting period.

**3. DIRECTORS AND EMPLOYEES**

The Company has no employees (2019: none) and services required are contracted to third parties.

None of the directors received any emoluments during the year for their services to the Company nor received any benefits from the Company. The directors are employed and remunerated by subsidiaries of the TMF Group in respect of their services to the Company. Subsidiaries of the TMF Group who are the appointed corporate service providers as per the offering document are paid an annual corporate fee. For the period under review, fees of US\$34,131 (period from incorporation 12 October 2018 to 31 December 2019: US\$27,117) were expensed to TMF Global Services (UK) Ltd in respect of corporate services provided to the Company, including provision of directors. Fees of US\$nil (period from incorporation on 12 October 2018 to 31 December 2019: US\$12,918) remained payable as at the reporting date.

There is no appropriate basis on which they can apportion part of this fee applicable to directors' services to the Company.

**4. INTEREST INCOME**

	Year ended 31 December 2020	Period from 12 October 2018 to 31 December 2019
	US\$	US\$
Interest income from Loan to the Borrower	51,769,859	24,512,686
Bank interest income	1,494	1,258
	<u>51,771,353</u>	<u>24,513,944</u>

The Borrower pays interest semi-annually in January and July in US Dollars on the principal outstanding amount of the Loan at the rate of 8.68422% annually.

**5. INTEREST EXPENSE**

	Year ended 31 December 2020	Period from 12 October 2018 to 31 December 2019
	US\$	US\$
Interest expense on the Notes	48,870,143	23,365,626
	<u>48,870,143</u>	<u>23,365,626</u>

Interest expense to the Noteholders is calculated on the principal outstanding amount of the Notes at the rate of 8.25% payable semi-annually in January and July in arrears in US dollars.

# Rail Capital Markets Public Limited Company

## NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2020

### 6. OPERATING EXPENSES

	Year ended 31 December 2020	Period from 12 October 2018 to 31 December 2019
	US\$	US\$
Operating expenses include the following amounts:		
Auditor's remuneration for statutory audit services	49,136	47,556
Tax compliance services	7,370	7,133
Professional and advisory fees	27,176	106,031
Foreign exchange losses	12,251	83
	<u>95,933</u>	<u>160,803</u>

All ongoing operating expenses including the audit fees and corporate service fees of the Company are borne by the Borrower where applicable by reimbursing the company for expenses incurred. The reimbursable amounts due are shown as part of the other debtors in note 8 below.

### 7. TAXATION

#### (a) Analysis of charge for the financial period

	Year ended 31 December 2020	Period from 12 October 2018 to 31 December 2019
	US\$	US\$
<b>Current tax:</b>		
Current tax charge for the year/ period	2,584,460	1,226,299
Tax expense	<u>2,584,460</u>	<u>1,226,299</u>

#### (b) Reconciliation of effective tax rate

The charge for the period can be reconciled to the profit per the statement of comprehensive income as follows:

	Year ended 31 December 2020	Period from 12 October 2018 to 31 December 2019
	US\$	US\$
Profit before tax	(7,022,109)	(4,086,820)
Tax at the UK corporation tax rate of 19%	<u>(1,334,201)</u>	<u>(776,496)</u>
<i>Effects of:</i>		
Adjustment in accordance with securitisation tax rules	1,334,201	776,496
Application of Statutory Instrument No 3296. The Taxation of Securitisation Companies Regulation 2006	1,330	665
Withholding tax on interest income for the year/ period	<u>2,583,130</u>	<u>1,225,634</u>
<b>Total tax expense reported in the statement of comprehensive income</b>	<u>2,584,460</u>	<u>1,226,299</u>

Under the powers conferred by the Finance Act 2005, secondary legislation was enacted in 2006 which ensures that, subject to certain conditions being met, for periods commencing on or after 1 January 2007, corporation tax for 'securitisation company' will be calculated by reference to the profit of the securitisation company required to be retained in accordance with the relevant capital market arrangement. For UK corporation tax purposes, the Company has been considered as a Securitisation Company under the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)". Therefore the Company is not required to pay corporation tax on its accounting profit or loss. Instead, the Company is required to pay tax on its retained profits as specified in the transaction documents and as defined by the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)". The annual retained profit is set at \$7,000 under the terms of the securitisation documentation. This has been pro-rated to \$3,500 for the period since 5 July 2019 when the Company made its first loan.

The directors are satisfied that this Company meets the definition of a 'securitisation company' as defined by both the Finance Act 2005 and the subsequent secondary legislation and that no incremental unfunded tax liabilities will arise.

As set out in the transaction documentation, it was determined that the Borrower would withhold income tax when paying interest. The rate of withholding tax to be applied is 5% for the reporting period under review.

**Rail Capital Markets Public Limited Company**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 December 2020**

**8. LOAN, ACCRUED INTEREST INCOME AND OTHER RECEIVABLES**

	As at 31 December 2020		As at 31 December 2019	
	Current	Non-current	Current	Non-current
	US\$	US\$	US\$	US\$
Loan to the Borrower	-	594,902,000	-	594,902,000
Cumulative amortisation	-	57,681	-	(104,158)
Impairment of loan	-	(15,146,205)	-	(5,235,138)
	<u>-</u>	<u>579,813,476</u>	<u>-</u>	<u>589,562,704</u>

	As at 31 December 2020		As at 31 December 2019	
	Current	Non-current	Current	Non-current
	US\$	US\$	US\$	US\$
Accrued interest income	24,628,198	-	23,137,955	-
Other debtors*	162,782	-	169,663	-
	<u>24,790,980</u>	<u>-</u>	<u>23,307,618</u>	<u>-</u>

\* Included within Other debtors are amounts due from shareholders being the unpaid balance of the issued and called up share capital of US\$16,348.

The US\$594,902,000 Loan outstanding at 31 December 2020 bears a fixed interest rate of 8.684% per annum. Accrued interest income pertains to the unreceived interest income for the period 9 July 2020 to 31 December 2020.

The impairment loss has been based on the principles presented in IFRS 9 for the current financial year, which are forward looking calculations made with reference to published corporate default rates. These expected credit losses are reflected in the loss allowance for the current financial period, being USD\$9,911,067 (period from date of incorporation 12 October 2018 to 31 December 2019: USD \$5,235,138) for the year under review, although this is an estimate and may deviate from actual results.

The key driver which resulted in a USD\$9,911,067 (2019: USD \$5,235,138) loss provision was primarily due to the recognition of future expected credit losses under the IFRS 9 model, despite the credit rating as published by Fitch Ratings for the loan Notes remaining stable at B during the reporting period under review.

The repayment dates are scheduled at January and July each year, at the agreed interest rate of 8.68422% of the principal balance being US\$ 594,902,000 as at the reporting date, with the final repayment date for the principal being July 2024.

**Loan movement and impairment under IFRS 9:**

	At 31 December 2020	At 31 December 2019
	US\$	US\$
At beginning of financial year/ period	589,562,704	-
Recognition of Loan to the Borrower	-	594,902,000
Impairment losses recognised during the financial year/ period	(9,911,067)	(5,235,138)
Amortisation credit for the financial year/ period	161,839	(104,158)
Balance carried forward at end of financial year/ period	<u>579,813,476</u>	<u>589,562,704</u>

**9. CASH AT BANK**

As at 31 December 2020, the Company held US\$9,041 (2019: US\$1,480,236) with BNY Mellon London.

**10. NON-CURRENT AND CURRENT LIABILITIES.**

The US\$594,902,000 Notes outstanding at 31 December 2020 are listed on the Irish Stock Exchange and bear a fixed interest rate of 8.25% per annum.

	As at 31 December 2020		As at 31 December 2019	
	Current	Non-current	Current	Non-current
	US\$	US\$	US\$	US\$
Notes	-	594,902,000	-	594,902,000
Cumulative amortisation	-	(240,409)	-	(94,296)
Accrued interest payable	23,396,763	-	23,459,922	-
Accrued expenses	70,156	-	67,899	-
Trade creditors	95,355	-	85,422	-
Tax payable	1,292,889	-	1,226,299	-
	<u>24,855,163</u>	<u>594,661,591</u>	<u>24,839,542</u>	<u>594,807,704</u>

The Company will account to the Noteholders solely for the amounts equivalent to those (if any) actually received from the Borrower pursuant to the Loan Agreement.

The Company's Notes were rated B by Fitch Ratings as at the reporting date (2019: B).

There is an equity deficit of \$14.9m (2019: \$5.3m) due to the impairment provision of \$9.9m (2019: \$5.2m) which is an estimate and may deviate from actual results as mentioned in note 12. This is not expected to have an impact on future repayments of the loan.

The withholding tax provision has been recognised in accordance with the double taxation treaty between the Ukraine and the United Kingdom. The tax rate of 5% has been applied to the interest income received during the reporting period, and is payable to the state Budget of Ukraine.

**Rail Capital Markets Public Limited Company**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 December 2020**

**11. SHARE CAPITAL**

		At 31 December 2020	
	Number of shares	£	US\$
<b>Authorised share capital</b>			
Ordinary share capital of £1 each	<u>50,000</u>	<u>50,000</u>	<u>65,720</u>
	Number of shares	£	US\$
<b>Issued, allotted and called up</b>			
Fully paid up ordinary share capital of £1	1	1	1.32
Partially paid up share capital at £0.25	<u>49,999</u>	<u>12,500</u>	<u>16,430</u>
	<u>50,000</u>	<u>12,501</u>	<u>16,431</u>
		At 31 December 2019	
	Number of shares	£	US\$
<b>Authorised share capital</b>			
Ordinary share capital of £1 each	<u>50,000</u>	<u>50,000</u>	<u>65,720</u>
	Number of shares	£	US\$
<b>Issued, allotted and called up</b>			
Fully paid up ordinary share capital of £1	1	1	1.32
Partially paid up share capital at £0.25	<u>49,999</u>	<u>12,500</u>	<u>16,430</u>
	<u>50,000</u>	<u>12,501</u>	<u>16,431</u>

The entire issued share capital is held on trust by TMF Trustee Limited.

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer any rights of redemption.

**12. FINANCIAL RISK MANAGEMENT**

The Company's financial instruments comprise of Loan to the Borrower, cash and cash equivalents and the Notes.

**Credit risk**

The maximum exposure to credit risk arising on the Company's financial assets at the reporting date is disclosed in the table below.

	Carrying value	Maximum exposure	Carrying value	Maximum exposure
	2020	2020	2019	2019
	US\$	US\$	US\$	US\$
<b>Assets:</b>				
Loan to the Borrower	579,813,476	579,813,476	589,562,704	589,562,704
Accrued interest receivable	24,628,198	24,628,198	23,137,955	23,137,955
Other debtors	162,782	162,782	169,663	169,663
Cash at bank and in hand	<u>9,041</u>	<u>9,041</u>	<u>1,480,236</u>	<u>1,480,236</u>
	<u>604,613,497</u>	<u>604,613,497</u>	<u>614,350,559</u>	<u>614,350,559</u>

The Company is subject to the risk of delays in receipt and risk of defaults on payments due from the Borrower in respect of the Loan. The directors of the Company review information available to them including the latest financial information published by Ukrainian Railway and make due enquiries of Ukrainian Railway's management regarding the financial performance and position of the Borrower and the business environment in which it operates in order to assess the credit risk related to the Loan to the Borrower.

The Company conducts its operations in Ukraine. The Ukrainian economy while deemed to be of market status continues to display characteristics consistent with that of an economy in transition. These characteristics include, but are not limited to, certain structural imbalances, low capital market liquidity, relatively high inflation and a significant level of domestic and foreign state debt.



# Rail Capital Markets Public Limited Company

## NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2020

### 12. FINANCIAL RISK MANAGEMENT (continued)

#### Liquidity risk

Liquidity risk is the risk that the Company may be unable to meet the payment obligations associated with its financial liabilities when they fall due. The Notes constitute a limited recourse debt obligation. At the period end, the Company's ability to meet its obligations to the Noteholders as they fall due is directly linked to the Borrower's performance of its obligations under the Loan. During the year, the payment of all expenses was governed by the Borrower as specified in the Fees Letter.

Since the payment and receipt of interest on the Notes and Loan respectively are matched and the expenses are reimbursed by the Borrower, there is limited liquidity risk.

#### Maturity Analysis

The table below reflects the undiscounted cash flows of financial liabilities at the reporting date.

##### At 31 December 2020

	Gross contractual cashflow	1 to 3 months	3 months to 1 year	1 to 5 years
	US\$	US\$	US\$	US\$
Interest payable	196,317,660	24,539,708	24,539,708	147,238,245
Loan Note principal	594,902,000	-	-	594,902,000
Tax payable	1,292,889	1,292,889	-	-
	<b>792,512,549</b>	<b>25,832,597</b>	<b>24,539,708</b>	<b>742,140,245</b>

##### At 31 December 2019

	Gross contractual cashflow	1 to 3 months	3 months to 1 year	1 to 5 years
	US\$	US\$	US\$	US\$
Interest payable	236,724,137	23,325,674	24,539,708	196,317,660
Loan Note principal	594,902,000	-	-	594,902,000
Tax payable	1,226,299	1,226,299	-	-
	<b>832,852,436</b>	<b>24,551,973</b>	<b>24,539,708</b>	<b>791,219,660</b>

#### Interest rate risk

Interest rate risk exists where assets and liabilities have interest rates set under a different basis or which reset at different times. The Company's exposure to interest rate risk is limited as the interest rate characteristics of its assets and liabilities are similar as presented in notes 8 and 10 above.

#### Currency risk

All the Company's assets and liabilities are denominated in US dollars except for share capital which is £12,501 translated at the date of issue at US\$16,431 and minor administrative expenses. The Company's foreign exchange risk is currently limited to this amount and is not seen as a significant risk.

#### Capital risk management

The Company considers its capital to comprise of its ordinary share capital and its accumulated retained earnings. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern. The Company is not subject to any external capital requirements except for the minimum requirement under the Companies Act 2006 which is £50,000. The Company has not breached the minimum requirement.

#### Fair values

The carrying amounts shown on the statement of financial position are considered a reasonable approximation of the fair value of all the Company's financial instruments excluding the following:

	As at 31 December 2020		As at 31 December 2019	
	Carrying amount	Fair Value	Carrying amount	Fair Value
	US\$	US\$	US\$	US\$
Loan to the Borrower	579,813,476	622,981,374	589,562,704	642,125,321
Notes	594,661,591	622,981,374	594,807,704	642,125,321

**Rail Capital Markets Public Limited Company**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**For the year ended 31 December 2020**

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**12. FINANCIAL RISK MANAGEMENT (continued)**

**Estimation of fair values**

The fair value of the Loan to the Borrowers is considered to be the same as the fair value of the Notes. The terms of the Loan and Note agreements match in all material respects. Under IFRS 13, Loan to the Borrower is considered Level 2 as explained below.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Under IFRS 13 the fair value of the Notes is considered to be Level 2.

No fair values have been disclosed for current assets and liabilities because their carrying amount approximates to fair value due to their short-term maturities.

**13. RELATED PARTY TRANSACTIONS**

For the year ended 31 December 2020, fees of US\$34,131 (period from incorporation 12 October 2018 to 31 December 2019: US\$27,117) were accrued in relation to TMF Global Services (UK) Ltd in respect of corporate services provided to the Company, including provision of directors; fees of US\$nil (2019: US\$12,917) remained payable at the reporting date in this respect.

At the year end, Public Joint Stock Company “Ukrainian Railway” was the Company's immediate controlling party. The details of the amounts loaned, interest receivable and interest accrued as at the year-end can be found in notes 4 and 8. Operating expenses are due from or paid by the Borrower details of which can be found in note 6.

**14. ULTIMATE CONTROLLING PARTY**

Rail Capital Markets Plc is incorporated and registered in the United Kingdom.

The entire share capital of the Company is held by TMF Trustee Limited on a discretionary trust basis for the benefit of certain charities.

Although Ukrainian Railway has no direct ownership interest in the Company, it is considered to be the ultimate controlling party in accordance with IFRS 10. The results of the Company are therefore included in the consolidated financial statements of Ukrainian Railway. This is the smallest group in which the Company's results are consolidated. Ukrainian Railway is registered in the Ukraine and copies of the consolidated Financial Statements may be obtained from the company's registered address which is at 5 Tverska Street, Kyiv 03680, Ukraine or via their website: [www.uz.gov.ua](http://www.uz.gov.ua).

**15. EVENTS AFTER THE REPORTING PERIOD**

**Interest repayment**

All post year end contractual obligations for the scheduled interest receipts and payments have been maintained, as at January 2021 and July 2021.

The published credit rating of the bonds remained stable at B, as affirmed by Fitch Ratings on 22 July 2021.

A further issuance of \$300,000,000 7.875% loan Notes were made during July 2021, being due in July 2026 and increasing the total commitment to \$894,902,000.