

# Wharfedale SPV (Holdings) Limited

Company Number: SC227793

Annual Report  
for the year ended 31 December 2019



# Wharfedale SPV (Holdings) Limited

---

## Contents

	Page
Directors and other information	1
Strategic report	2
Directors' report	3
Independent Auditor's Report to the members of Wharfedale SPV (Holdings) Limited	5
Profit and loss account	7
Statement of comprehensive income	7
Statement of financial position	8
Statement of changes in equity	9
Notes	10

# Wharfedale SPV (Holdings) Limited

---

## Directors and other information

### Directors

William Duncan Harkins  
Nicholas William Moore  
Richard James Thompson  
Daniel Peter Cambridge

### Company Secretary

Michael John Gillespie

### Independent Auditors

Ernst & Young LLP  
ATRIA ONE, 144 Morrison Street  
Edinburgh, EH3 8EB

### Registered Office

Kelvin House  
Buchanan Gate Business Park  
Stepps  
Glasgow  
United Kingdom  
United Kingdom  
G33 6FB

### Registered in Scotland

Number SC227793

# Wharfedale SPV (Holdings) Limited

---

## Strategic report for the year ended 31 December 2019

The directors present the Strategic report for Wharfedale SPV (Holdings) Limited, company number SC227793 (the "Company") for the year ended 31 December 2019.

### Principal activities and future developments

The Company has been established for the single purpose of holding shares in a subsidiary single purpose company and generating a pledge over such shares to a third party lender. The Company provides subordinated debt to its subsidiary undertaking, Wharfedale SPV Limited.

### Review of the business

The Company acts as a holding company and provides subordinated debt for Wharfedale SPV Limited whose financial statements are prepared on a going concern basis.

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for the understanding of the development, performance or position of the business.

Looking forward to 2020 it is anticipated that the performance of the Company will continue in line with the current period and there are not expected to be any changes to the current business activities.

### Principal risks and uncertainties

The principal risks and uncertainties relate to the underlying performance of the Company's trading subsidiary, Wharfedale SPV Limited which produces monthly reports on its performance and annual audited financial statements. General trading and performance is in line with expectations. Routine monitoring of the trading and performance of Wharfedale SPV Limited will continue.

### COVID-19

As the Company is a holding company and does not trade a review has been undertaken to establish the impact, if any, Coronavirus could have on the Company's trading subsidiary, Wharfedale SPV Limited.

The directors are pleased to report that Wharfedale SPV Limited has continued to operate in line with the terms of its agreements with its stakeholders since the year end despite the COVID-19 pandemic. To date COVID-19 has not affected Wharfedale SPV Limited financially and they have engaged with the client to ensure good communication lines regarding service requirements and contingency plans.

The Directors continue to monitor the situation on a regular basis.

### Brexit

A review has been undertaken to establish the impact, if any, Brexit could have on the Company. It has been determined at this stage that Brexit would likely have minimal impact on the Company as it is a long term UK-based project, with signed agreements in place with its stakeholders. In addition any risk that Brexit may have on the UK economy and macro-economic forecasts, for example a significant change to interest rates, has been mitigated (in part) as there are interest rate swaps in place, while inflation is mitigated by an element of natural hedge through the contract structure.

By order of the Board



Michael Gillespie  
Company Secretary  
29 May 2020

# Wharfedale SPV (Holdings) Limited

---

## Directors' report for the year ended 31 December 2019

The directors present the report and audited financial statements for the Company for the year ended 31 December 2019.

### Results and dividends

The profit of the Company (2018: profit) for the financial year is set out in the profit and loss account on page 7.

The Company did not trade during the year, however, a dividend has been declared and paid by its trading subsidiary, Wharfedale SPV Limited.

Accordingly, the directors of the Company declared and paid a dividend of £100,000 which is equal to the dividend received from Wharfedale SPV Limited (2018: £313,000).

### Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As the Company is a holding company and does not trade a review has been undertaken to establish the impact, if any, Coronavirus could have on the Company's trading subsidiary, Wharfedale SPV Limited.

The directors are pleased to report that Wharfedale SPV Limited has continued to operate in line with the terms of its agreements with its stakeholders since the year end despite the COVID-19 pandemic. To date COVID-19 has not affected Wharfedale SPV Limited financially and they have engaged with the client to ensure good communication lines regarding service requirements and contingency plans.

The Directors continue to monitor the situation on a regular basis.

As a result, the Company therefore continues to adopt the going concern basis in preparing the financial statements.

### Directors

The following served as directors during the year and up to the date of this report:

Timothy John Hesketh	(appointed 13 August 2018, resigned 11 February 2020)
Richard James Thompson	
Nicholas William Moore	
William Duncan Harkins	
Daniel Peter Cambridge	(alternate director to Richard Thompson)

The following served as company secretary during the year and up to the date of this report:

Michael John Gillespie

### Indemnity of officers

Under Article 29 of the Company's Articles of Association and subject to the provisions of the Companies Act 2006, the Company may indemnify any director or other officer, out of the assets of the Company, against any loss or liability incurred by him in the execution of his duties, including any liability for the costs of legal proceedings where judgement is given in their favour.

In addition, there is Directors and Officers Liability Insurance in place for directors and officers of the Company. This is provided by Foresight Group plc for Richard Thompson and Daniel Cambridge and by Royal BAM Group N.V. for the remaining directors and company secretary.

# Wharfedale SPV (Holdings) Limited

---

## Directors' report for the year ended 31 December 2019 (continued)

### Directors' Responsibilities Statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

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 for that period.

In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Disclosure of information to auditors

In the case of each of the persons who are a director at the time when the report is approved, the following applies:

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

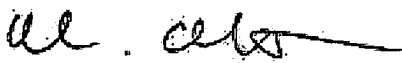
### Events since the balance sheet date

The directors acknowledge the current outbreak of Coronavirus (COVID-19) and its potentially adverse economic impact on the UK market and globally. However, in light of the information that was available as at 31 December 2019, the COVID-19 pandemic is considered to be a non-adjusting event in this set of financial statements. As such, its impacts have not been factored into the financial statement balances and accounts as of 31 December 2019. Further, a review of its impact on the business in the future has been conducted by:

- Analysing the potential impact on business models and strategies of the subsidiary; and
- Verifying forward-looking assumptions in respect of financial instruments and cash receipts from the Authority with reference to HM Treasury's Guidance Note "Supporting vital service Provision in PFI/PF2 contracts during the COVID19 emergency". Payments are still being received in full by the subsidiary from the Authority in accordance with the contractual documents.

The directors have concluded that COVID19 should not have a material adverse effect on the business in the future.

By order of the Board



Michael Gillespie  
Company Secretary  
29 May 2020

---

## **Independent Auditor's Report to the members of Wharfedale SPV (Holdings) Limited**

### **Opinion**

We have audited the financial statements of Wharfedale SPV (Holdings) Limited for the year ended 31 December 2019 which comprise the Profit and loss account, the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 17, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter – Effects of COVID-19**

We draw attention to note 17 of the financial statements, which describes the economic and social consequences the Company is facing as a result of COVID-19 which may impact upon the availability of the workforce, appropriate protective equipment and critical supplies in the company's subsidiary, and therefore the ability of the Company to meet its liabilities as they fall due.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **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.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

---

## Independent Auditor's Report to the members of Wharfedale SPV (Holdings) Limited (continued)

### Opinion 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 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 directors' report.

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

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

### Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

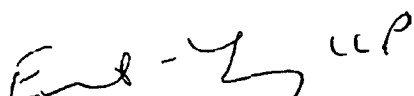
### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



**Nick Gomer** (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP  
Statutory Auditor  
Glasgow  
29 May 2020



## Wharfedale SPV (Holdings) Limited

### Profit and loss account

Amounts in thousands of pounds

For the year ended 31 December 2019

	Note	2019	2018
Income from investments	6	100	313
<b>Operating profit</b>	3	<b>100</b>	<b>313</b>
Interest receivable and similar income	5	123	123
Interest payable and similar expenses	5	(123)	(123)
<b>Profit before tax</b>		<b>100</b>	<b>313</b>
<b>Profit for the financial year</b>		<b>100</b>	<b>313</b>

All items in the profit and loss account relate to continuing operations.

The notes on pages 10 to 15 form a part of the financial statements.

### Statement of comprehensive income

For the year ended 31 December 2019

For the years ended 31 December 2019 and 2018 the Company has no recognised gains or losses other than its profit attributable to shareholders of £100 thousand (2018: £313 thousand).

# Wharfedale SPV (Holdings) Limited

## Statement of financial position

Amounts in thousands of pounds

As at 31 December 2019

	Note	2019	2018
Investment	7	17	17
<b>Current assets</b>			
<b>Debtors:</b> amounts falling due after more than one year	8	1,543	1,543
<b>Debtors:</b> amounts falling due within one year	9	31	31
		<u>1,574</u>	<u>1,574</u>
<b>Creditors:</b> amounts falling due within one year	10	(31)	(31)
		<u>1,543</u>	<u>1,543</u>
<b>Net current assets</b>			
<b>Creditors:</b> amounts falling due after more than one year	11	(1,543)	(1,543)
		<u>17</u>	<u>17</u>
<b>Net assets</b>			
<b>Financed by</b>			
<b>Equity</b>			
Called up share capital presented as equity	12	17	17
		<u>17</u>	<u>17</u>
<b>Total equity</b>			
		<u>17</u>	<u>17</u>

The financial statements and notes to the financial statements on pages 10 to 15 were approved by the Board of Directors on 29 May 2020 and signed on its behalf by:



Nicholas William Moore  
Director  
29 May 2020

# Wharfedale SPV (Holdings) Limited

## Statement of changes in equity

Amounts in thousands of pounds

As at 31 December 2019

	Called up Share Capital	Retained Earnings	Total Equity
<b>Balance as at 1 January 2018</b>	17	-	17
Profit for the year	-	313	313
Dividends	-	(313)	(313)
<b>Balance as at 31 December 2018</b>	<b>17</b>	<b>-</b>	<b>17</b>
<b>Balance as at 1 January 2019</b>	17	-	17
Profit for the year	-	100	100
Dividends	-	(100)	(100)
<b>Balance as at 31 December 2019</b>	<b>17</b>	<b>-</b>	<b>17</b>

# Wharfedale SPV (Holdings) Limited

---

## Notes to the financial statements for the year ended 31 December 2019

### 1 Accounting policies

#### General information

The Company is a private company limited by shares and is incorporated in Scotland. The address of its registered office is Kelvin House, Buchanan Gate Business Park, Stepps, Glasgow, G33 6FB.

#### Statement of compliance

The individual financial statements of the Company have been prepared in compliance with the United Kingdom Accounting Standards, including Financial Reporting Standards, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

#### Going Concern

The financial statements have been prepared on the going concern basis under the historical cost convention, in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

This assumes that the Company will continue in operational existence for the foreseeable future and meet its liabilities as they fall due. As the Company does not trade it has reviewed its subsidiary's ability to continue in operational existence by carrying out a review of the business, together with the factors likely to affect its future developments including the COVID-19 pandemic, including cash flow forecasts which indicates that the subsidiary will generate sufficient cash flows to maintain operations and to service the current debt.

Based on the above the Directors have concluded that the Company will remain a going concern for a period of at least 12 months.

#### Basis of preparation

The financial statements have been prepared in pounds sterling which is the functional currency of the Company and all values are rounded to the nearest thousand pounds.

The preparation of financial statements is in conformity with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The Company has taken advantage of the reduced disclosure framework set out in FRS 102 for qualifying entities in the preparation of the financial statements.

The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its controlling party, Royal BAM Group N.V., includes the Company's cash flows in its own consolidated financial statements. The shareholders have been notified and have not objected to the use of the exemptions.

The Company is exempt from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006. As a consequence it is exempt from the requirement to publish consolidated financial statements for the Company as the results are included within the consolidated financial statements of Royal BAM Group N.V. which are publicly available.

#### Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The Company has adopted FRS 102 in these financial statements.

#### Debtors and Creditors

Debtors and creditors with no stated interest rate, whether receivable or payable, are recorded at transaction price. Any losses arising from impairment are recognised in the Profit and loss account in other operating expenses.

#### Fixed asset investments

Fixed asset investments are stated at the cost less any provision for impairment in value. To date there has been no indication of potential impairment and therefore there has been no impairment to this value.

#### Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

# Wharfedale SPV (Holdings) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

Amounts in thousands of pounds

### Distributions to equity holders

Dividends and other distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the Company's shareholders. These amounts are recognised in the Statement of changes in equity.

### 2 Turnover

The Company did not receive any trading revenues or incur any trading expenses in the current or prior year.

### 3 Operating profit

The audit fee for this Company has been borne by its subsidiary company Wharfedale SPV Limited and there has been no recharge of this fee in both the current and prior year. The total audit fees paid by Wharfedale SPV Limited were £8 thousand (2018: £8 thousand).

### 4 Directors and staff

The Company did not employ any personnel during the year (2018: none).

No remuneration was paid to any director during the year (2018: £nil).

### 5 Interest

	2019	2018
<b>Interest receivable and similar income:</b>		
Subordinated debt interest receivable from subsidiary undertaking	123	123
	<u>123</u>	<u>123</u>
<b>Interest payable and similar expenses:</b>		
Subordinated debt interest payable to immediate parent undertaking	(92)	(92)
Third party interest	(31)	(31)
	<u>(123)</u>	<u>(123)</u>

### 6 Income from investments

	2019	2018
<b>Dividends paid and received</b>		
Dividend on ordinary shares of £5.88 (2018: £18.41) per share	100	313
	<u>100</u>	<u>313</u>

#### Post year end dividend payment

As at the year end, the directors approved a dividend payment of £130 thousand (2018: £nil) that was yet to be paid.

# Wharfedale SPV (Holdings) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

Amounts in thousands of pounds

### 7 Fixed asset investments

#### Investments in subsidiary undertakings

	2019	2018
At 1 January and 31 December	17	17

The directors believe that the book value of the investment is not less than the underlying net assets.

The investment represents the purchase of 100 per cent of the issued ordinary shares in Wharfedale SPV Limited, a company which has been set up for the sole purpose of providing, under a Private Finance Initiative ("PFI") agreement with Leeds Teaching Hospital Health Service Trust, the construction and maintenance of Wharfedale Hospital. Wharfedale SPV Limited was incorporated in Scotland.

The Company has granted a Deed of Pledge to Sumitomo Mitsui Banking Corporation Europe Limited over the shares it holds in Wharfedale SPV Limited. This is a standard arrangement in PFI contracts. Unless there is an event of default which is continuing the Company ultimately has 100 per cent of the voting and the general rights and powers attached to the shares. No continuing event of default has occurred nor is expected to occur. The Deed of Pledge lasts until all liabilities under the finance documents have been discharged.

The Company has pledged to keep Sumitomo Mitsui Banking Corporation Europe Limited indemnified from and against all losses, costs, claims, proceedings, liabilities or demands suffered, properly incurred or made by Sumitomo Mitsui Banking Corporation Europe Limited in connection with the Deed of Pledge.

### 8 Debtors - amounts falling due after more than one year

	2019	2018
Amounts due from subsidiary undertakings	1,543	1,543
	1,543	1,543

This represents unsecured subordinated loan notes provided to Wharfedale SPV Limited that are interest bearing, with interest calculated at a rate agreed between all parties. It was agreed and approved by the board of directors on 24 July 2012 that the repayment profile of the sub debt would be amended and the remaining balance will now be repaid in three semi-annual instalments from 30 September 2031 to 30 September 2032. Prior to this the loan was due to be repaid periodically until the end of the concession.

### 9 Debtors - amounts falling due within one year

	2019	2018
Amounts due from subsidiary undertakings	31	31
	31	31

#### Amounts due from subsidiary undertakings

This represents unsecured subordinated loan interest receivable of £31 thousand (2018: £31 thousand) due from Wharfedale SPV Limited - for financing in the normal course of business. The interest receivable on the subordinated debt is calculated at a rate agreed between all parties.

# Wharfedale SPV (Holdings) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

Amounts in thousands of pounds

### 10 Creditors - amounts falling due within one year

	2019	2018
Amounts due to parent and fellow subsidiary undertakings	23	23
Amounts due to related parties	8	8
	<u>31</u>	<u>31</u>

#### *Amounts due to parent and fellow subsidiary undertaking*

This represents unsecured subordinated loan interest payable of £23 thousand (2018: £23 thousand) due to BAM PPP Financing Limited, for financing in the normal course of business. The interest payable on the unsecured subordinated debt is calculated at a rate agreed between all parties.

### 11 Creditors - amounts falling due after more than one year

	2019	2018
Amounts due to parent and fellow subsidiary undertakings	1,157	1,157
Amounts due to related parties	386	386
	<u>1,543</u>	<u>1,543</u>

#### *Amounts due to parent and fellow subsidiary undertakings*

This represents unsecured subordinated loan notes provided by BAM PPP Financing Limited. This loan is interest bearing and interest is calculated at a rate agreed between all parties. It was agreed and approved by the board of directors on 24 July 2012 that the repayment profile of the sub debt would be amended and the remaining balance will now be repaid in three semi-annual instalments from 30 September 2031 to 30 September 2032. Prior to this the loan was due to be repaid periodically until the end of the concession.

Amounts due greater than five years is £1,157 thousand (2018: £1,157 thousand).

### 12 Called up share capital

	2019	2018
As at 1 January	17	17
Issued during the year	-	-
As at 31 December	<u>17</u>	<u>17</u>

# Wharfedale SPV (Holdings) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

Amounts in thousands of pounds

### 13 Related party transactions

The shareholding is split within the Company as follows:

BAM PFI Investments B.V.	75 per cent
Averon Park Limited	25 per cent

Financing, incorporating interest, was provided by the Company during the year to the following related parties:

	2019	2018
Wharfedale SPV Limited	123	123
	<u>123</u>	<u>123</u>

Maintenance, operational services and financing, incorporating capital and equity, was provided to the Company during the year by the following related parties:

	2019	2018
BAM PPP Financing Limited - interest	92	92
Averon Park Ltd - interest	31	31
	<u>123</u>	<u>123</u>

At 31 December 2019 there were no bad or doubtful debt amounts in relation to any related parties and no amounts were written off during the year (2018: £nil).

At 31 December 2019 the amounts owing to related parties are as follows:

	2019	2018
BAM PPP Financing - interest	(23)	(23)
BAM PPP Financing - capital	(1,157)	(1,157)
Averon Park Ltd - interest	(8)	(8)
Averon Park Ltd - capital	(386)	(386)
	<u>(1,574)</u>	<u>(1,574)</u>

At 31 December 2019 the amounts owing by related parties are as follows:

	2019	2018
Wharfedale SPV Limited - interest	31	31
Wharfedale SPV Limited - capital	1,543	1,543
	<u>1,574</u>	<u>1,574</u>



# Wharfedale SPV (Holdings) Limited

## Notes to the financial statements for the year ended 31 December 2019 (continued)

Amounts in thousands of pounds

### 14 Contingent liabilities

The various rights on termination of the Project Agreement are typical and standard for a PFI deal of this nature and are as per the project and finance agreements in place with all counter parties. There were no contingent liabilities as at 31 December 2019 (2018: Nil).

### 15 Securities

The Company is a party to the Credit Agreement between Wharfedale SPV Limited and Sumitomo Mitsui Banking Corporation Europe Limited, however, all committed funds within this agreement are only available to Wharfedale SPV Limited. The senior loan within Wharfedale SPV Limited is secured under a floating charge over the whole of the property including uncalled capital.

### 16 Ultimate parent undertaking

The controlling party is Royal BAM Group N.V., a company incorporated in the Netherlands. The group financial statements of Royal BAM Group N.V. (the largest group of which the Company is a member and for which group financial statements are prepared) are available from the company's registered office at Runnenburg 9, 3981 AZ, Bunnik, the Netherlands. There is no ultimate parent undertaking.

The immediate parent undertakings are (i) BAM PFI Investments B.V., a company incorporated in the Netherlands, and (ii) Averon Park Limited, a company incorporated in England. Previously the Company was controlled 75 per cent within Royal BAM Group N.V., and 25 per cent by Foresight VCT Plc, however, Foresight VCT Plc transferred its shares to Averon Park Limited on 6th December 2017.

The smallest group of which the Company is a member where consolidated financial statements are prepared is BAM PPP Concessies B.V.. The financial statements for BAM PPP Concessies B.V. are available from the company's registered office at Runnenburg 9, 3981 AZ, Bunnik, the Netherlands.

### 17 Events after the balance sheet date

The directors acknowledge the current outbreak of Coronavirus (COVID-19) and its potentially adverse economic impact on the UK market and globally. However, in light of the information that was available as at 31 December 2019, the COVID-19 pandemic is considered to be a non-adjusting event in this set of financial statements. As such, its impacts have not been factored into the financial statement balances and accounts as of 31 December 2019. Further, a review of its impact on the business in the future has been conducted by:

- Analysing the potential impact on business models and strategies of the subsidiary ; and
- Verifying forward-looking assumptions in respect of financial instruments and cash receipts from the Authority with reference to HM Treasury's Guidance Note "Supporting vital service Provision in PFI/PF2 contracts during the COVID19 emergency". Payments are still being received in full by the subsidiary from the Authority in accordance with the contractual documents.

The directors have concluded that COVID19 should not have a material adverse effect on the business in the future.