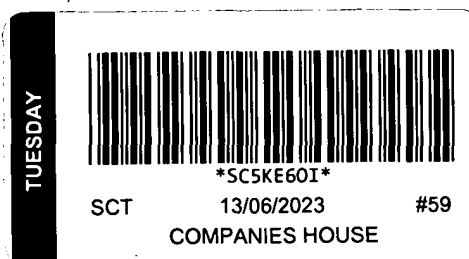


COMPANY REGISTRATION NUMBER: SC275420

**Stobhill Healthcare Facilities Limited**  
**Annual Report and Financial Statements**  
**31 December 2022**



# **Stobhill Healthcare Facilities Limited**

## **Annual Report and Financial Statements**

**Year Ended 31 December 2022**

<b>Contents</b>	<b>Page</b>
Officers and Professional Advisers	<b>1</b>
Directors' Report	<b>2</b>
Directors' Responsibilities Statement	<b>5</b>
Independent Auditors' Report to the Members of Stobhill Healthcare Facilities Limited	<b>6</b>
Statement of Comprehensive Income	<b>11</b>
Statement of Financial Position	<b>12</b>
Statement of Changes in Equity	<b>13</b>
Notes to the Annual Report and Financial Statements	<b>14</b>

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# **Stobhill Healthcare Facilities Limited**

## **Officers and Professional Advisers**

<b>The Board of Directors</b>	J Cavill C Dix K O'Brien S Small
<b>Company Secretary</b>	Infrastructure Managers Limited
<b>Registered Office</b>	2nd Floor 11 Thistle Street Edinburgh EH2 1DF
<b>Independent Auditors</b>	PricewaterhouseCoopers LLP Chartered accountants & Statutory Auditors Level 4 Atria One 144 Morrison Street Edinburgh EH3 8EX
<b>Bankers</b>	Royal Bank of Scotland Plc 36 St Andrew's Square Edinburgh EH2 2YB
<b>Solicitors</b>	CMS Cameron McKenna LLP Mitre House 160 Aldersgate Street London EC1A 4DD

# **Stobhill Healthcare Facilities Limited**

## **Directors' Report**

### **Year Ended 31 December 2022**

The directors present their report and the audited Annual Report and Financial Statements of Stobhill Healthcare Facilities Limited ("the Company") for the year ended 31 December 2022.

#### **Principal Activities**

The principal activity of the Company is the provision of a hospital building and associated facilities management for NHS Greater Glasgow & Clyde. The contract is in year 15 of its term, expiring in 2042.

#### **Performance Review**

The profit for the financial year, after taxation, amounted to £364,188 (2021: £254,194).

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

*The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.*

#### **Key Performance Indicators**

The performance of the Company from a cash perspective is assessed six monthly by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the Group loan agreement.

#### **Climate Change**

The directors recognise that it is important to disclose their view of the impact of climate change on the Company. The Company's key operational contracts are long-term and with a small number of known counterparties. In most cases, the cashflows from these contracts can be predicted with reasonable certainty for at least the medium-term. Having considered the Company's operations, its contracted rights and obligations and forecast cash flows, there is not expected to be a significant impact upon the Company's operational or financial performance arising from climate change.

#### **Going Concern**

The financial statements are prepared on a going concern basis notwithstanding net liabilities of £2,819,158 (2021: £6,673,082) which the directors believe to be appropriate for the following reasons.

The directors acknowledge that the Company is in net liabilities, however this is a result of the interest rate and RPI swaps being included on the Statement of Financial Position. After reviewing the Company's forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

The Company prepares cash flow forecasts covering the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. Based on these forecasts the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the Directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

# **Stobhill Healthcare Facilities Limited**

## **Directors' Report** *(continued)*

### **Year Ended 31 December 2022**

#### **Directors**

The directors who served the Company during the year and up to the date of this report were as follows:

J Cavill	
K O'Brien	
S Small	(Appointed 21 November 2022)
C Dix	(Appointed 2 February 2023)
D Vermeer	(Resigned 21 November 2022)
J Wrinn	(Resigned 2 February 2023)

#### **Dividends**

Particulars of dividends paid are detailed in note 10 to the financial statements.

#### **Financial Instruments**

Due to the nature of the Company's business, the financial risks the directors consider relevant to this Company are credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is a quasi governmental organisation.

##### *Interest rate risk*

The financial risk management objectives of the Company are to ensure that financial risks are mitigated by the use of financial instruments. The Company uses interest rate swaps to reduce its exposure to interest rate movements. Financial instruments are not used for speculative purposes.

##### *Cash flow and liquidity risk*

Many of the cash flow risks are addressed by means of contractual provisions. The Company's liquidity risk is principally managed through financing the Company by means of long-term borrowings.

#### **Qualifying Third Party Indemnity Provisions**

During the year, and at the date of this report, the Company has in place qualifying third party indemnity provisions for the benefit of its directors.

#### **Small Company Provisions**

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

## **Stobhill Healthcare Facilities Limited**

### **Directors' Report** *(continued)*

#### **Year Ended 31 December 2022**


##### **Disclosure of Information to Auditors**

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

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

The independent auditors, PricewaterhouseCoopers LLP, are deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 25 May 2023 and signed by order of the board by:



Mike Forrest on behalf of Infrastructure Managers Limited  
Company Secretary

## **Stobhill Healthcare Facilities Limited**

### **Directors' Responsibilities Statement**

#### **Year Ended 31 December 2022**

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

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

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

select suitable accounting policies and then apply them consistently;

state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;

make judgements and accounting estimates that are reasonable and prudent; and

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors' responsibilities were approved by the board on 25 May 2023 and signed on its behalf by:



Carl Dix  
Director

## **Stobhill Healthcare Facilities Limited**

### **Independent Auditors' Report to the Members of Stobhill Healthcare Facilities Limited**

**Year Ended 31 December 2022**

#### **Report on the Audit of the Financial Statements**

##### **Opinion**

In our opinion, Stobhill Healthcare Facilities Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

##### **Basis for Opinion**

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

##### **Independence**

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

##### **Conclusions Relating to Going Concern**

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

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

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

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



## **Stobhill Healthcare Facilities Limited**

### **Independent Auditors' Report to the Members of Stobhill Healthcare Facilities Limited** *(continued)*

**Year Ended 31 December 2022**

#### **Reporting on Other Information**

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

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

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

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

#### **Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

#### **Responsibilities for the Financial Statements and the Audit**

##### **Responsibilities of the Directors for the Financial Statements**

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

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

## **Stobhill Healthcare Facilities Limited**

### **Independent Auditors' Report to the Members of Stobhill Healthcare Facilities Limited** *(continued)*

#### **Year Ended 31 December 2022**

##### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and the risk of management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiries of management around known or suspected instances of non-compliance with laws and regulations, claims and litigation, and instances of fraud;
- Understanding of management's controls designed to prevent and detect irregularities;
- Review of board minutes;
- Challenging management on assumptions and judgements made in their significant accounting estimates, in particular in relation to the fair value of derivative financial instruments;
- Identifying and testing journal entries to assess whether any of the journals appeared unusual, for example impacting revenue and distributable reserves.

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

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

##### **Use of This Report**

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

## **Stobhill Healthcare Facilities Limited**

### **Independent Auditors' Report to the Members of Stobhill Healthcare Facilities Limited** *(continued)*

**Year Ended 31 December 2022**

#### **Other Required Reporting**

##### **Companies Act 2006 Exception Reporting**

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

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

We have no exceptions to report arising from this responsibility.

## **Stobhill Healthcare Facilities Limited**

### **Independent Auditors' Report to the Members of Stobhill Healthcare Facilities Limited** *(continued)*

#### **Year Ended 31 December 2022**

##### **Entitlement to Exemptions**

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



Matthew Kaye (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered accountants & Statutory Auditors  
Edinburgh

25 May 2023

# Stobhill Healthcare Facilities Limited

## Statement of Comprehensive Income

Year Ended 31 December 2022

	Note	2022 £	2021 £
Turnover	4	1,278,786	1,051,302
Cost of sales		(486,722)	(407,134)
Gross profit		792,064	644,168
Administrative expenses		(262,966)	(241,251)
Operating profit		529,098	402,917
Interest receivable and similar income	7	1,169,018	1,181,335
Interest payable and similar expenses	8	(1,248,500)	(1,272,108)
Profit before taxation		449,616	312,144
Tax on profit	9	(85,428)	(57,950)
Profit for the financial year		364,188	254,194
Fair value movements on cash flow hedging instruments, net of tax		3,525,375	570,106
Total comprehensive income for the year		3,889,563	824,300

All the activities of the Company are from continuing operations.

The notes on pages 14 to 25 form part of these Financial Statements.

# Stobhill Healthcare Facilities Limited

## Statement of Financial Position

As at 31 December 2022

	Note	2022 £	2021 £
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	1,621,990	1,684,855
Debtors: amounts falling due after more than one year	11	17,949,283	19,532,619
Cash at bank and in hand		3,449,150	2,857,855
		<u>23,020,423</u>	<u>24,075,329</u>
<b>Creditors: amounts falling due within one year</b>	12	<u>(1,244,354)</u>	<u>(1,047,711)</u>
<b>Net current assets</b>		<u>21,776,069</u>	<u>23,027,618</u>
<b>Total assets less current liabilities</b>		<u>21,776,069</u>	<u>23,027,618</u>
<b>Creditors: amounts falling due after more than one year</b>	13	<u>(24,595,227)</u>	<u>(29,700,700)</u>
<b>Net liabilities</b>		<u>(2,819,158)</u>	<u>(6,673,082)</u>
<b>Capital and reserves</b>			
Called up share capital	16	30,062	30,062
Hedging reserve	17	(4,738,229)	(8,263,604)
Retained earnings	17	1,889,009	1,560,460
<b>Total shareholders' deficit</b>		<u>(2,819,158)</u>	<u>(6,673,082)</u>

The Financial Statements were approved by the board of directors and authorised for issue on 25 May 2023, and are signed on behalf of the board by:



Carl Dix  
Director

Company registration number: SC275420

The notes on pages 14 to 25 form part of these Financial Statements.

# Stobhill Healthcare Facilities Limited

## Statement of Changes in Equity

Year Ended 31 December 2022

		Called up share capital £	Hedging reserve £	Retained earnings £	Total £
<b>At 1 January 2021</b>		30,062	(8,833,710)	1,639,266	(7,164,382)
Profit for the financial year				254,194	254,194
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		—	570,106	—	570,106
<b>Total comprehensive income for the year</b>		—	570,106	254,194	824,300
Dividends paid and payable	10	—	—	(333,000)	(333,000)
<b>Total investments by and distributions to owners</b>		—	—	(333,000)	(333,000)
<b>At 31 December 2021</b>		30,062	(8,263,604)	1,560,460	(6,673,082)
Profit for the financial year				364,188	364,188
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		—	3,525,375	—	3,525,375
<b>Total comprehensive income for the year</b>		—	3,525,375	364,188	3,889,563
Dividends paid and payable	10	—	—	(35,639)	(35,639)
<b>Total investments by and distributions to owners</b>		—	—	(35,639)	(35,639)
<b>At 31 December 2022</b>		30,062	(4,738,229)	1,889,009	(2,819,158)

Included in the fair value movement on cash flow hedging instruments is £505,754 (2021: £800,985) that was recycled through Interest Payable in the Statement of Comprehensive Income.

The notes on pages 14 to 25 form part of these Financial Statements.

# **Stobhill Healthcare Facilities Limited**

## **Notes to the Annual Report and Financial Statements**

### **Year Ended 31 December 2022**

#### **1. General Information**

Stobhill Healthcare Facilities Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in Scotland. The address of its registered office is 2nd Floor, 11 Thistle Street, Edinburgh, EH2 1DF.

*The principal activity of the Company is the provision of a hospital building and associated facilities management for NHS Greater Glasgow & Clyde.*

The Company's functional and presentation currency is the pound sterling.

#### **2. Statement of Compliance**

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

#### **3. Accounting Policies**

##### **(a) Basis of preparation**

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

*The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.*

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.



# **Stobhill Healthcare Facilities Limited**

## **Notes to the Annual Report and Financial Statements *(continued)***

### **Year Ended 31 December 2022**

#### **3. Accounting Policies *(continued)***

##### **(b) Going concern**

The financial statements are prepared on a going concern basis notwithstanding net liabilities of £2,819,158 (2021: £6,673,082) which the directors believe to be appropriate for the following reasons.

The directors acknowledge that the Company is in net liabilities, however this is a result of the interest rate and RPI swaps, which are significantly out of the money, being included on the Statement of Financial Position. After reviewing the Company's forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

The Company prepares cash flow forecasts covering the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. Based on these forecasts the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

##### **(c) Disclosure exemptions**

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of BIIF Holdco Limited which can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF. As such, advantage has been taken of the following disclosure exemptions available under FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) Certain disclosures required by Sections 11 and 12 of FRS 102 (Basic Financial Instruments and Other Financial Instruments Issues respectively)

The Company is wholly owned by Stobhill Healthcare Facilities (Holdings) Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

# **Stobhill Healthcare Facilities Limited**

## **Notes to the Annual Report and Financial Statements** *(continued)*

### **Year Ended 31 December 2022**

#### **3. Accounting Policies** *(continued)*

##### **(d) Judgments and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### **Key sources of estimation uncertainty**

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

##### **i) Fair values for derivative contracts**

Fair values for derivative contracts are based on mark-to-market valuations provided by the contract counterparty. Whilst these can be tested for reasonableness, the exact valuation methodology and forecast assumptions for future interest rates or inflation rates are specific to the counterparty.

##### **ii) Service concession contract**

Accounting for the service concession contract and finance debtor requires estimation of service margin, finance debtor interest rates and associated amortisation profile which is based on projected trading results to the end of the contract.

##### **(e) Revenue recognition**

Turnover represents the services' share of the management services income received by the Company for the provision of a Private Finance Initiative ("PFI") asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover, finance debtor interest and reimbursement of the finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

# **Stobhill Healthcare Facilities Limited**

## **Notes to the Annual Report and Financial Statements *(continued)***

### **Year Ended 31 December 2022**

#### **3. Accounting Policies *(continued)***

##### **(f) Income tax**

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

##### **i) Current Tax**

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### **ii) Deferred tax**

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the Statement of Comprehensive Income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

##### **(g) Finance debtor**

The Company has taken the transition exemption in FRS 102 Section 35.10(i) that allows the Company to continue the service concession arrangement accounting policies from previous UK GAAP.

The Company is accounting for the concession asset based on the ability to substantially transfer all the risks and rewards of ownership to the customer, with this arrangement the costs incurred by the Company on the design and construction of the assets have been treated as a finance debtor within these financial statements.

# **Stobhill Healthcare Facilities Limited**

## **Notes to the Annual Report and Financial Statements** *(continued)*

### **Year Ended 31 December 2022**

#### **3. Accounting Policies** *(continued)*

##### **(h) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of six months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

The Company is obligated to keep cash reserves as at the balance sheet date in respect of requirements in the company's funding agreements. This restricted cash balance, which is shown within the "cash at bank and in hand" balance amounts to £1,323,125 (2021: 1,103,628).

##### **(i) Borrowings**

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

##### **(j) Financial instruments**

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Other financial instruments are subsequently measured at fair value, with any changes recognised in the Statement of Comprehensive Income, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in the Statement of Comprehensive Income immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

# Stobhill Healthcare Facilities Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2022

#### 3. Accounting Policies *(continued)*

##### **(j) Financial instruments *(continued)***

Any reversals of impairment are recognised in the Statement of Comprehensive Income immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the Statement of Comprehensive Income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

##### **(k) Hedge accounting**

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement. Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in a hedging reserve in equity and any ineffective portion is recognised immediately in the Statement of Comprehensive Income. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Statement of Comprehensive Income in the same period in which the hedged item affects net profit or loss or the hedging relationship is terminated and the underlying position being hedged has been extinguished.

The UK Financial regulator (the FCA) legislated that sterling LIBOR would cease to be published after 31 December 2021. As described at Note 13, the Company's borrowings and hedge agreements have historically been linked to LIBOR.

The company completed negotiations with lender, effective from 10 June 2022, to agree an amendment to both the loan and swap agreement to provide for the replacement of LIBOR, with an interest rate based on the Compounded Reference Rate. The Compounded Reference Rate will be SONIA (sterling overnight index average) plus a 5 day credit adjustment spread. The use of the same LIBOR replacement rate for both the loan and swap agreement means that the LIBOR Transition Amendments are materially net cash neutral for the company and that the current hedge effectiveness continues flows arising under those arrangements for a stream of fixed interest cash flows ("interest rate swaps"). The Company has also entered into an arrangement with third parties that is designed to hedge potential volatility on the Company's net cash flows.

# Stobhill Healthcare Facilities Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2022

#### 4. Turnover

Turnover arises from:

	2022 £	2021 £
Rendering of services	<u>1,278,786</u>	<u>1,051,302</u>

The whole of the turnover is attributable to the principal activity of the Company wholly undertaken in the United Kingdom.

#### 5. Auditors' Remuneration

	2022 £	2021 £
Fees payable for the audit of the annual report and financial statements	<u>12,250</u>	<u>11,130</u>

Included in the fee above is £2,490 (2021: £2,260) for the audit of the immediate parent entity Stobhill Healthcare Facilities (Holdings) Limited.

#### 6. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year amounted to nil (2021: nil). The directors are not employed by the Company and did not receive any remuneration from the Company during the year (2021: £nil).

#### 7. Interest Receivable and Similar Income

	2022 £	2021 £
Interest on cash and cash equivalents	14,850	171
Interest received on finance debtor	<u>1,154,168</u>	<u>1,181,164</u>
	<u>1,169,018</u>	<u>1,181,335</u>

#### 8. Interest Payable and Similar Expenses

	2022 £	2021 £
Interest on bank loans and overdrafts	977,668	988,342
Interest due to Group undertakings	265,270	264,830
Other interest payable and similar expenses	<u>5,562</u>	<u>18,936</u>
	<u>1,248,500</u>	<u>1,272,108</u>

# Stobhill Healthcare Facilities Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2022

#### 9. Tax on Profit

##### Major components of tax expense

	2022 £	2021 £
<b>Current tax:</b>		
UK current tax expense	84,074	57,817
<b>Deferred tax:</b>		
Origination and reversal of timing differences	1,354	133
<b>Tax on profit</b>	<b>85,428</b>	<b>57,950</b>

##### Reconciliation of tax expense

The tax assessed on the profit for the year is the same as (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%).

	2022 £	2021 £
Profit before taxation	449,616	312,144
Profit before taxation by rate of tax	85,428	59,307
Effect of changes in tax rate	—	(1,357)
<b>Total tax charge</b>	<b>85,428</b>	<b>57,950</b>

#### 10. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2022 £	2021 £
Dividend of £1.19 (2021: £11.08) per ordinary share	35,639	333,000

#### 11. Debtors

Debtors amounts falling due within one year are as follows:

	2022 £	2021 £
Trade debtors	487	349
Deferred tax asset	—	42,948
Prepayments and accrued income	277,162	245,816
Finance debtor	445,886	412,326
Other debtors	898,455	983,416
	<b>1,621,990</b>	<b>1,684,855</b>

# Stobhill Healthcare Facilities Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2022

#### 11. Debtors *(continued)*

Debtors amounts falling due after more than one year are as follows:

	2022	2021
	£	£
Deferred tax asset	1,585,068	2,718,599
Finance debtor	16,364,215	16,814,020
	<u>17,949,283</u>	<u>19,532,619</u>

The movement in the finance debtor is analysed as follows:

	2022	2021
	£	£
At beginning of year	17,226,346	17,616,310
Amortisation	(416,245)	(389,964)
At end of year	<u>16,810,101</u>	<u>17,226,346</u>

Other debtors include the unitary charge control account as well as other small trading balances due within the year.

#### 12. Creditors: amounts falling due within one year

	2022	2021
	£	£
Bank loans and overdrafts	405,601	362,204
Trade creditors	26,012	6,037
Amounts owed to Group undertakings	89,018	89,018
Accruals and deferred income	598,126	479,097
Corporation tax	11,359	6,944
Taxation and social security	114,238	104,411
	<u>1,244,354</u>	<u>1,047,711</u>

Amounts owed to Group undertakings relate to accrued interest of £89,018 (2021: £89,018), due within the year, in respect of loan notes issued by Stobhill Healthcare Facilities (Holdings) Limited.

#### 13. Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Bank loans and overdrafts	16,267,593	16,672,566
Amounts owed to Group undertakings	2,009,994	2,009,994
Derivative financial liability	6,317,640	11,018,140
	<u>24,595,227</u>	<u>29,700,700</u>

Included within creditors: amounts falling due after more than one year is an amount of £16,065,460 (2021: £16,709,544) in respect of liabilities payable or repayable by instalments which fall due for payment after more than five years from the reporting date.



# Stobhill Healthcare Facilities Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2022

#### 13. Creditors: amounts falling due after more than one year *(continued)*

a) The Bank loans bear interest based on SONIA. On 13th July 2005, as part of its interest rate management strategy, the Company entered into an interest rate swap in respect of part of the debt maturing in February 2039. Under this swap, the Company receives interest on a variable basis and pays interest at a fixed rate of 4.74%. The loans represent amounts drawn from a facility of £16,642,215 (2021: £17,009,353) which is repayable in semi-annual instalments until February 2039. Issue costs of £30,979 (2021: £25,418) have been offset against total loan drawdowns. Bank loans are secured over the assets of the Company. In addition, the bank holds a Parent Security Agreement incorporating a floating charge over the assets of Stobhill Healthcare Facilities (Holdings) Limited. Under the Parent Security Agreement the parent company pledges as security its interest in the shares and loan stock of Stobhill Healthcare Facilities Limited.

b) Amounts owed to Group undertakings - In July 2005 the Company borrowed £1,512,200 from Stobhill Healthcare Facilities (Holdings) Limited under a subordinated debt agreement, with a further loan of £136,445 issued in April 2007. The interest rate on this loan is 13.25% per annum with the capital element being repaid by a one off payment in the year 2042. The Coupon on the principal amount accrues daily and is payable in cash on 30 September and 31 March each year. Interest not settled by cash on these dates is added to the principal and the Coupon accrues on this uplifted amount in the next interest period. Interest settled using this mechanism in the year was £nil (2021: £nil). The investment sum was advanced under a subordinated loan agreement and is therefore unsecured, and would rank alongside ordinary creditors in the case of a winding up.

#### 14. Deferred Tax

The deferred tax included in the Statement of Financial Position is as follows:

	2022	2021
	£	£
Included in debtors (note 11)	<u>1,585,068</u>	<u>2,761,547</u>

The deferred tax account consists of the tax effect of timing differences in respect of:

	2022	2021
	£	£
Accelerated capital allowances	(5,658)	(7,011)
Derivative financial instruments	<u>(1,579,410)</u>	<u>(2,754,536)</u>
	<u>(1,585,068)</u>	<u>(2,761,547)</u>

The net deferred tax asset expected to reverse in 2023 is £1,633 (2022: £1,353). This primarily relates to the reversal of timing differences on capital allowances.

	2022
	£
Opening balance	(2,761,547)
Movement through the profit or loss	1,354
Movement through other comprehensive income	<u>1,175,125</u>
Closing balance	<u>(1,585,068)</u>

# Stobhill Healthcare Facilities Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 December 2022

#### 15. Financial Instruments

The fair values of the interest rate and RPI swap have been calculated by discounting the fixed cash flows at forecasted forward interest and RPI rates over the term of the financial instrument. The bank borrowing and finance debtor are both held at amortised cost. The fair values of the fixed rate borrowing and the interest rate swap have been calculated by discounting the fixed cash flows at the prevailing interest rates at the year end.

#### 16. Called Up Share Capital

Issued, called up and fully paid

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	<u>30,062</u>	<u>30,062</u>	<u>30,062</u>	<u>30,062</u>

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

#### 17. Reserves

The hedging reserve records fair value movements on cash flow hedging instruments.

Retained earnings records retained earnings and accumulated losses.

#### 18. Related Party Transactions

The Company is wholly owned by Stobhill Healthcare Facilities (Holdings) Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

The following disclosures are with entities in the group that are not wholly owned:

The company paid £97,387 (2021: £91,049) to BILF Bidco Limited and its subsidiaries for the provision of 2 directors and the provision of management services.

The company paid £9,770 (2021: £9,318) to Equitix Infrastructure 4 Limited for the provision of 2 directors.

During the year Infrastructure Managers Limited, a fellow group company, provided management services to Stobhill Healthcare Facilities Limited.

## **Stobhill Healthcare Facilities Limited**

### **Notes to the Annual Report and Financial Statements** *(continued)*

#### **Year Ended 31 December 2022**

##### **19. Controlling Party**

The immediate parent undertaking is Stobhill Healthcare Facilities (Holdings) Limited.

The Company is a wholly owned subsidiary undertaking of Stobhill Healthcare Facilities (Holdings) Limited, a Company registered in Scotland. The share capital of Stobhill Healthcare Facilities (Holdings) Limited is held in the proportions of: PFI Infrastructure Finance Limited 60%, and Stobhill Holdco Limited 40%, the share capital of which is held by Equitix Infrastructure 4 Limited. Each of these Companies are registered in England and Wales.

The ultimate parent and controlling entity of Equitix Infrastructure 4 Limited is Equitix Fund IV LP. Equitix Fund IV LP is owned by a number of investors, with no one investor having individual control.

The ultimate parent and controlling entity of PFI Infrastructure Finance Limited is BIIF LP. BIIF LP is owned by a number of investors, with no one investor having individual control.