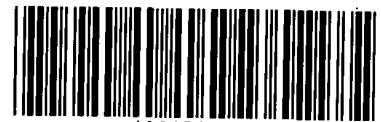


Company Registration No. SC291481

ADDIEWELL PRISON (HOLDINGS) LIMITED
Report and Financial Statements

For the year ended
31 March 2017

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ADDIEWELL PRISON (HOLDINGS) LIMITED
REPORT AND FINANCIAL STATEMENTS 2017
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ADDIEWELL PRISON (HOLDINGS) LIMITED

STRATEGIC REPORT

For the year ended 31 March 2017

The directors present their strategic report on the group for the year ended 31 March 2017.

The group is a Private Finance Initiative (“PFI”) vehicle whose purpose is to design, construct, finance and manage HMP Addiewell. It has a 25 year operational contract with the Scottish Prison Service (“SPS”), due to complete in December 2033. The directors do not expect any change in the nature of the group’s business in the immediate future.

In the year the group made a profit of £2,220,000 (2016 £2,456,000) and closed the year with net liabilities of £11,751,000 (2016 £14,049,000).

The group’s operations are managed under the supervision of its shareholders and funders and are monitored by key performance indicators in the PFI contract with the SPS and the subcontract with Sodexo Limited who supply the facilities maintenance services throughout the life of the concession. These key performance indicators are in place to monitor certain operational functions and failure to meet minimum targets result in financial penalties, which are ultimately payable by Sodexo Limited. For this reason, the company’s directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business. In the year these penalties amounted to £nil (2016: £nil).

The PFI contract and Subcontracts with SPS and Sodexo Limited are fixed for the life of the contract and this enables the group to have certainty over its income and major expenses until 2033. Furthermore the subsidiary has a Credit Agreement with its lender which fixes the level of borrowing and repayments due until the loan is fully repaid in 2032. Its main exposure is to financial risks as detailed in the following section.

PRINCIPAL RISK AND UNCERTAINTIES

The group’s principal activity as detailed above is risk free as its trading relationships with its customer, funders and sub-contractors are determined by the terms of their respective detailed PFI contracts with the subsidiary.

FINANCIAL RISK MANAGEMENT

The group has exposure to a variety of financial risks which are managed with the purpose of minimising any potentially adverse effect on the company’s performance.

The board has policies for managing each of these risks and they are summarised below:

INTEREST RATE RISK

The group hedged its interest rate risk at the inception of the project by swapping its variable rate debt into fixed rate by the use of an interest rate swap.

INFLATION RISK

The group’s project revenue and most of its costs were linked to inflation at the inception of the project, resulting in the project being largely insensitive to inflation.

LIQUIDITY RISK

The group adopts a prudent approach to liquidity management by maintaining sufficient cash and liquid resources to meet its obligations. Due to the nature of the project cash flows are reasonably predictable and so this is not a major risk area for the group.

CREDIT RISK

The group receives the bulk of its revenue from a Government agency and therefore is not exposed to significant credit risk.

Cash investments and interest rate swap arrangements are with institutions of a suitable credit quality.

ADDIEWELL PRISON (HOLDINGS) LIMITED

STRATEGIC REPORT (CONTINUED)

For the year ended 31 March 2017

EVENTS AFTER REPORTING DATE

On 30 June 2017 an agreement was signed for the acquisition of Interserve Investments Ltd's Holding in Addiewell Prison (Holdings) Ltd by Infrastructure Investments Holdings Ltd. Completion of the sale is expected shortly.

OWNERSHIP

The group is owned by its ultimate shareholders Sodexo Investment Services Limited, Interserve Investments plc and Infrastructure Investments Holdings Limited.

GOING CONCERN

The directors confirm that the financial statements have been prepared on the going concern basis and do not intend to liquidate the company or cease trading as we consider we have realistic alternatives to doing so. The consolidated balance sheet on page 9 of the financial statements shows that the company is in a net liabilities position due largely to providing for the interest rate swap hedging costs under FRS 102 accounting requirements.

The directors are not aware of any material uncertainties related to events or conditions that may cast significant doubt upon the company's ability to continue as a going concern. The directors confirm the completeness of the information provided regarding events and conditions relating to going concern at the date of approval of the financial statements, including plans for future actions.

Approved by the Board of Directors and signed on its behalf

A handwritten signature in black ink, appearing to be 'C Field', written over a horizontal line.

C Field
Director

30 October 2017

ADDIEWELL PRISON (HOLDINGS) LIMITED

DIRECTORS' REPORT

For the year ended 31 March 2017

Details of the principal risks and uncertainties are included in the Strategic Report.

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2017.

STRATEGIC REPORT

The information that fulfils the Companies Act requirements of the business review is included in the Strategic Report. This includes a review of the development of the business of the company during the year, of its position at the end of the year and of the likely future developments in its business.

RESULTS AND DIVIDENDS

The consolidated profit for the financial year was £2,220,000 (2016: £2,456,000). Dividends of £300,000 (2016: £600,000) were approved and paid during the year. This has led to net liabilities of £11,751,000 (2016: £14,049,000).

ENVIRONMENT

The company recognises the importance of its environmental responsibilities, monitors its impact on the environment, and implements policies via its subcontractors to reduce any damage that might be caused by the company's activities.

EMPLOYEES

The company has no direct employees.

EVENTS AFTER REPORTING DATE

On 30 June 2017 an agreement was signed for the acquisition of Interserve Investments Ltd's Holding in Addiewell Prison (Holdings) Ltd by Infrastructure Investments Holdings Ltd. Completion of the sale is expected shortly.

GOING CONCERN

Information related to the going concern assumptions is included in the strategic report.

DIRECTORS

The directors who served throughout the year and up to the date of signing the financial statements were as follows:

S Carter
J Cowdell
C Field
M Holden
J McDowell (resigned 01 October 2017)
G Quaife
I Renhard
G Laker (appointed 01 October 2017)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

ADDIEWELL PRISON (HOLDINGS) LIMITED

DIRECTORS' REPORT (CONTINUED)

For the year ended 31 March 2017

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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 is 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 accordance with Section 418 of the Companies Act 2006, each of the persons who is a director at the date of approval of this report confirm that:

(a) As far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

(b) The director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office as auditors and appropriate arrangement have been put in place for them to be deemed reappointed in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed on its behalf

C Field
Director

30 October 2017



ADDIEWELL PRISON (HOLDINGS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ADDIEWELL PRISON (HOLDINGS) LIMITED

REPORT ON THE FINANCIAL STATEMENTS

Our opinion

In our opinion, Addiewell Prison (Holdings) Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2017 and of the group's profit and cash flows 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.

What we have audited

The financial statements, included within the Directors Report and Financial Statements (the "Annual Report"), comprise:

- the consolidated and company balance sheets as at 31 March 2017;
- the consolidated profit and loss account and consolidated statement of comprehensive income for the year then ended;
- the consolidated cash flow statement for the year then ended;
- the consolidated and company statements of changes in equity for the year ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

OPINIONS ON OTHER MATTER 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.

In addition, in light of the knowledge and understanding of the group, the company and their environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' report. We have nothing to report in this respect.

OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Adequacy of accounting records and information and explanations received

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

- we have not received 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
- the company financial statements are not in agreement with the accounting records and returns.

ADDIEWELL PRISON (HOLDINGS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ADDIEWELL PRISON (HOLDINGS) LIMITED (CONTINUED)

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on pages 3 and 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

What an audit of financial statements involves

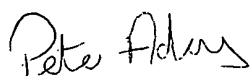
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the group's and the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' report, we consider whether those reports include the disclosures required by applicable legal requirements.



Peter Adams (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Hull
30 October 2017

ADDIEWELL PRISON (HOLDINGS) LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

For the year ended 31 March 2017

| | Note | 2017 £'000 | 2016 £'000 |
|--|------|---------------|---------------|
| Turnover | 2 | 25,041 | 24,646 |
| Cost of sales | | (21,972) | (21,620) |
| Gross Profit | | 3,069 | 3,026 |
| Administrative expenses | | (1,235) | (1,103) |
| Operating Profit | 3 | 1,834 | 1,923 |
| Interest receivable and similar income | 5 | 6,125 | 6,305 |
| Interest payable and similar expenses | 6 | (5,393) | (5,648) |
| Profit before taxation | | 2,566 | 2,580 |
| Tax on profit | 7 | (346) | (124) |
| Profit for the financial year | | 2,220 | 2,456 |

All activities are derived from continuing operations.

As permitted by Section 408 of the Companies Act 2006, the company has not presented its own profit and loss account. The profit of the company in the year was £300,000 (2016: £600,000).

There is no material difference between the profit before taxation and the profit for the financial year stated above and their historical cost equivalents.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2017

| | 2017 £'000 | 2016 £'000 |
|---|---------------|---------------|
| Profit for the financial year | 2,220 | 2,456 |
| Other comprehensive income: | | |
| Change in value of hedging instrument | 730 | 466 |
| Deferred tax charge in relation to hedging instrument | (352) | (549) |
| Total comprehensive income for the year | 2,598 | 2,373 |

ADDIEWELL PRISON (HOLDINGS) LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2017

| | Note | 2017 £'000 | 2016 £'000 |
|--|------|---------------|---------------|
| CURRENT ASSETS | | | |
| Debtors: | | | |
| Amounts falling due after more than one year | 10 | 83,191 | 85,914 |
| Amounts falling due within one year | 10 | 17,516 | 5,943 |
| Cash at bank and in hand | | 4,815 | 6,277 |
| | | <hr/> | <hr/> |
| | | 105,522 | 98,134 |
| CREDITORS: amounts falling due within one year | 11 | (17,670) | (8,189) |
| | | <hr/> | <hr/> |
| NET CURRENT ASSETS | | 87,852 | 89,945 |
| CREDITORS: amounts falling due after more than one year | 12 | (98,272) | (103,141) |
| PROVISIONS FOR LIABILITIES | 13 | (1,331) | (853) |
| | | <hr/> | <hr/> |
| NET LIABILITIES | | (11,751) | (14,049) |
| | | <hr/> | <hr/> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 15 | 100 | 100 |
| Profit and loss account | | 6,441 | 4,521 |
| Hedging reserve | | (18,292) | (18,670) |
| | | <hr/> | <hr/> |
| TOTAL SHAREHOLDERS' DEFICIT | | (11,751) | (14,049) |
| | | <hr/> | <hr/> |

The financial statements of Addiewell Prison (Holdings) Limited, registered number SC291481 on pages 7 to 25, were approved by the Board of Directors and authorised for issue on 30 October 2017.

Signed on behalf of the Board of Directors

C Field
Director



ADDIEWELL PRISON (HOLDINGS) LIMITED

COMPANY BALANCE SHEET

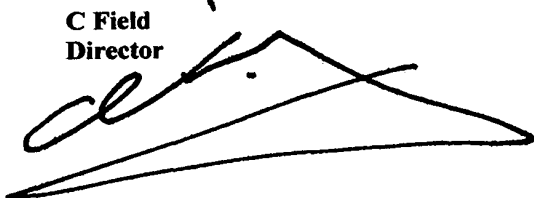
As at 31 March 2017

| | Note | 2017 £'000 | 2016 £'000 |
|--|------|---------------|---------------|
| FIXED ASSETS | | | |
| Investments | 9 | 100 | 100 |
| CURRENT ASSETS | | | |
| Debtors | | | |
| Amounts falling due after more than one year | 10 | 8,295 | 8,462 |
| Amounts falling due within one year | 10 | 1,021 | 406 |
| | | <hr/> | <hr/> |
| | | 9,316 | 8,868 |
| CREDITORS: amounts falling due within one year | 11 | (1,021) | (406) |
| | | <hr/> | <hr/> |
| NET CURRENT ASSETS | | 8,295 | 8,462 |
| | | <hr/> | <hr/> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 8,395 | 8,562 |
| CREDITORS: amounts falling due after more than one year | 12 | (8,295) | (8,462) |
| | | <hr/> | <hr/> |
| NET ASSETS | | 100 | 100 |
| | | <hr/> | <hr/> |
| CAPITAL AND RESERVES | | | |
| Called-up share capital | 15 | 100 | 100 |
| Profit and loss account | | - | - |
| | | <hr/> | <hr/> |
| TOTAL SHAREHOLDERS' FUNDS | | 100 | 100 |
| | | <hr/> | <hr/> |

The financial statements of Addiewell Prison (Holdings) Limited, registered number SC291481 on pages 7 to 25, were approved by the Board of Directors and authorised for issue on 30 October 2017.

Signed on behalf of the Board of Directors

C Field
Director



ADDIEWELL PRISON (HOLDINGS) LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2017

| | Note | Called-up share capital | Hedging reserve | Profit and loss account | Total shareholders' deficit |
|---|------|----------------------------|--------------------|----------------------------|-----------------------------------|
| | | £'000 | £'000 | £'000 | £'000 |
| Balance as at 1 April 2015 | | 100 | (18,587) | 2,665 | (15,822) |
| Profit for the year | | - | - | 2,456 | 2,456 |
| Other comprehensive loss for the year | | - | (83) | - | (83) |
| Total comprehensive (loss)/income for the year | | - | (83) | 2,456 | 2,373 |
| Dividends | 8 | - | - | (600) | (600) |
| Balance as at 31 March 2016 | | 100 | (18,670) | 4,521 | (14,049) |
| Balance as at 1 April 2016 | | 100 | (18,670) | 4,521 | (14,049) |
| Profit for the year | | - | - | 2,220 | 2,220 |
| Other comprehensive income for the year | | - | 378 | - | 378 |
| Total comprehensive income for the year | | - | 378 | 2,220 | 2,598 |
| Dividends | 8 | - | - | (300) | (300) |
| Balance as at 31 March 2017 | | 100 | (18,292) | 6,441 | (11,751) |

The hedging reserve arose on the revaluation of a financial instrument on transition to FRS 102 and includes the associated deferred tax of £3,746,000 (2016: £4,098,000).

ADDIEWELL PRISON (HOLDINGS) LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2017

| | Note | Called-up share capital £'000 | Profit and loss account £'000 | Total shareholders' funds £'000 |
|---|------|-------------------------------------|-------------------------------------|--|
| Balance as at 1 April 2015 | | 100 | - | 100 |
| Profit for the financial year | | - | 600 | 600 |
| Other comprehensive income for the year | | - | - | - |
| Total comprehensive income for the year | | - | 600 | 600 |
| Dividends | 8 | - | (600) | (600) |
| Balance as at 31 March 2016 | | 100 | - | 100 |
| Balance as at 1 April 2016 | | 100 | - | 100 |
| Profit for the financial year | | - | 300 | 300 |
| Other comprehensive income for the year | | - | - | - |
| Total comprehensive income for the year | | - | 300 | 300 |
| Dividends | 8 | - | (300) | (300) |
| Balance as at 31 March 2017 | | 100 | - | 100 |

ADDIEWELL PRISON (HOLDINGS) LIMITED

CONSOLIDATED CASH FLOW STATEMENT For the year ended 31 March 2017

| | Note | 2017 £'000 | 2016 £'000 |
|---|------|---------------|---------------|
| CASH FLOW FROM OPERATING ACTIVITIES | 18 | 1,497 | 3,747 |
| Taxation paid | | (2) | (2) |
| Net cash generated from operating activities | | 1,495 | 3,745 |
| Cash flow from investing activities | | | |
| Interest received | | 6,125 | 6,305 |
| Interest paid | | (4,903) | (5,648) |
| Net cash generated from investing activities | | 2,717 | 4,402 |
| Net cash flow from financing activities | | | |
| Repayment of bank loans | | (3,807) | (3,561) |
| Repayment of subordinated debt | | - | (3,000) |
| Subordinated debt | | (72) | (133) |
| Dividends paid to owners of the parent | | (300) | (600) |
| Net cash used in financing activities | | (4,179) | (7,294) |
| Net decrease in cash and cash equivalents in the year | | (1,462) | (2,892) |
| Cash and cash equivalents at the beginning of the year | | 6,277 | 9,169 |
| Cash and cash equivalents at the end of the year | | 4,815 | 6,277 |

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2017

1. ACCOUNTING POLICIES

The company and its subsidiary (together "the Group") are a Private Finance Initiative ("PFI") vehicle whose purpose is to design, construct, finance and manage Addiewell Prison. The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is 35, North Canal Bank Street, Glasgow, G4 9XQ..

Statement of compliance

The individual financial statements of Addiewell Prison (Holdings) Limited have been prepared in compliance with United Kingdom 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.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated 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.

Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, under the historic cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit and loss. The Group has a long term agreement with Scottish Prison Service which envisages losses in the early years, but overall a substantial profit. The Group is currently performing in line with expectations and has adequate resources to continue in operational existence for the foreseeable future. The Group therefore continues to adopt the going concern basis in preparing its financial statements.

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 judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions are estimates are significant to the financial statements are disclosed where appropriate.

The company has taken advantage of the exemption in section 408 of the Companies Act from disclosing its individual profit and loss account.

Exemptions

Under the provision of FRS 102, the company is exempt from the requirement to produce a cash flow statement on the grounds that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows.

Turnover and Private Finance Initiative ("PFI") contract accounting

Turnover, which excludes VAT and originates solely in the United Kingdom, represents amounts receivable from the operation of the prison, provided in the normal course of the subsidiary's business. On commencement of its management of the prison, the group recorded a financial asset, being the amounts due for the completed property. This asset was deemed to be sold at fair value and was recorded as turnover at the inception of the lease. This amount reduces each year as payments are received (the "Capital Repayment").

In addition, finance income on this asset is recorded as interest receivable using a project property specific interest rate of 7.38% (the "Imputed Finance Charge"). The remaining PFI payments, being the full amounts received less the Capital Repayment and less the Imputed Finance Charge, are recorded as turnover.

Basis of consolidation

The group consolidated financial statements include the financial statements of the company and its subsidiary undertaking to 31 March each year.

The subsidiary does not have differing accounting policies to the Group.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 March 2017

1. ACCOUNTING POLICIES (Continued)

Taxation

Current 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 balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Interest

The group has hedged its interest rate risk at the inception of the project by swapping its variable debt into fixed rate by the use of an interest rate swap. Interest is recognised on the accruals basis at the appropriate rate.

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 three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

Investment in subsidiary undertakings

Investments in subsidiary is held at the cost of the shares and the face value of the loan less any provision for impairment in value.

Derivative financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic financial assets and liabilities, including trade debtors, cash at bank and in hand, trade creditors and bank loans are initially recognised at transaction value. Such assets and liabilities are subsequently carried at amortised cost.

The company holds derivative financial instruments which hedge its exposure to interest rate risk. This has the effect of fixing the interest rate payable on bank borrowings. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value within the company's balance sheet at each balance sheet date. The changes in fair value of these financial instruments that are designated as effective hedges of future cash flows are recognised directly in the other comprehensive income statement. Any ineffective portion is recognised immediately in the income statement

value within the company's balance sheet at each balance sheet date. The changes in fair value of these financial instruments that are designated as effective hedges of future cash flows are recognised directly in the other comprehensive income statement. Any ineffective portion is recognised immediately in the income statement.

Related party transactions

The Group discloses transactions with related parties which are not wholly owned within the same Group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the Group financial statements.

Share capital

Share capital recognised at amortised cost represents the amount of equity in the form of shares invested by the shareholders.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) **For the year ended 31 March 2017**

1. ACCOUNTING POLICIES (Continued)

Distribution to equity holders

Dividends and other distributions to the Group'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 shareholder. These amounts are recognised in the statement of changes in equity.

Hedging reserve

The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item effects profit or loss or when the hedging relationship ends.

Critical accounting policies and key judgements

The preparation of financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

Certain critical accounting judgements in applying the group's accounting policies are described below:

- Accounting for the service concession contract and financial assets require an estimation of service margins, financial assets interest rates and associated amortisation profile which is based on forecast results of the PFI contract detailed below;
- Derivative financial instruments are held at fair value detailed below.
- Applicability of hedge accounting detailed below

Other financial instruments

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

Financial instruments are recognised in the Group's statement of financial position when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Loans and receivables

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

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

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) **For the year ended 31 March 2017**

1. ACCOUNTING POLICIES (Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss are assessed for indicators of impairment at each reporting end date.

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

Derecognition of financial assets

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

Classification of financial liabilities

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

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

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

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless they are included in a hedging arrangement.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the obligation specified in the contract is discharged, cancelled, or expires.

Hedge accounting

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the fair value of the derivative financial instrument is recognised directly in the statement of comprehensive income as other comprehensive income or expense. Any ineffective portion of the hedge is recognised immediately in profit or loss. Where hedge accounting recognises a liability or asset then an associated deferred tax asset or liability is also recognised.

2. TURNOVER

All turnover is generated from the principal activity of the company. All turnover arose within the United Kingdom.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

3. OPERATING PROFIT

| | 2017 £'000 | 2016 £'000 |
|---|---------------|---------------|
| Operating profit is stated after charging: | | |
| Auditors' remuneration | | |
| - audit fee | 8 | 8 |
| Directors' services | 102 | 92 |
| | <hr/> | <hr/> |

4. EMPLOYEES AND DIRECTORS

The group and company has no employees (2016: none).

No directors' emoluments for services in respect of the group and company were paid during the year (2016: £nil).
Amounts paid as a management fee to related parties for directors' services for the group and company totalled £102,000 (2016: £92,000).

5. INTEREST RECEIVABLE AND SIMILAR INCOME

| | 2017 £'000 | 2016 £'000 |
|------------------------------------|---------------|---------------|
| Interest income on financial asset | 6,097 | 6,281 |
| Bank interest receivable | 28 | 24 |
| | <hr/> | <hr/> |
| | 6,125 | 6,305 |
| | <hr/> | <hr/> |

6. INTEREST PAYABLE AND SIMILAR EXPENSES

| | 2017 £'000 | 2016 £'000 |
|---|---------------|---------------|
| Interest payable to controlling parties (note 17) | 1,035 | 1,044 |
| Bank term loan interest payable | 4,310 | 4,540 |
| Other bank loans interest payable | 6 | 22 |
| Other finance costs | 42 | 42 |
| | <hr/> | <hr/> |
| | 5,393 | 5,648 |
| | <hr/> | <hr/> |

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

7. TAX ON PROFIT

| | 2017 £'000 | 2016 £'000 |
|--|---------------------|---------------------|
| Current tax | | |
| The tax credit is based on the profit for the year comprises: | | |
| UK corporation tax on profits of the year | (220) | (2) |
| | <u>(220)</u> | <u>(2)</u> |
| Deferred tax | | |
| Accelerated capital allowances and other short term timing differences | (469) | (672) |
| Changes in tax rates or laws | 345 | 550 |
| Adjustments in respect of prior year | <u>(2)</u> | <u>-</u> |
| Total deferred tax (note 13) | <u>(126)</u> | <u>(122)</u> |
| Tax on profit | <u><u>(346)</u></u> | <u><u>(124)</u></u> |
| Tax expense included in other comprehensive income | | |
| Deferred tax | | |
| Origination and reversal of timing differences | (146) | (93) |
| Changes in tax rate or laws | (206) | (456) |
| Total tax expense included in other comprehensive income | <u><u>(352)</u></u> | <u><u>(549)</u></u> |
| The tax assessed for the year is lower (2016: lower) than the standard rate of corporation tax in the UK of 20% (2016: 20%). | | |
| Profit before taxation | <u>2,566</u> | <u>2,580</u> |
| Profit at the UK tax rate 20% (2016: 20%) | <u>513</u> | <u>516</u> |
| Tax rate changes | (345) | (550) |
| Expenses not deductible for tax purposes | 176 | 158 |
| Adjustments in respect of prior year | <u>2</u> | <u>-</u> |
| Total tax charge | <u><u>346</u></u> | <u><u>124</u></u> |

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) **For the year ended 31 March 2017**

8. DIVIDENDS

| | 2017 £'000 | 2016 £'000 |
|--|-----------------------------|-----------------------------|
| Equity – Ordinary share | | |
| Interim paid (June 2016): £3.00 (2015: £3.00) per £1 share | 300 | 300 |
| Interim paid (December 2016): £nil (2015: £3) per £1 share | - | 300 |
| | <hr/> 300 <hr/> | <hr/> 600 <hr/> |

9. INVESTMENTS

| | Company 2017 £'000 | Company 2016 £'000 |
|---|---|---|
| Shares in subsidiary undertaking – cost | 100 | 100 |
| | <hr/> 100 <hr/> | <hr/> 100 <hr/> |

The company holds the following interest in:

| Name of company | Country of registration | Class of share | Proportion held | Nature of business |
|--------------------------|--------------------------------|-----------------------|------------------------|----------------------------------|
| Addiewell Prison Limited | Scotland | Ordinary | 100% | Prison construction & management |

The directors believe that the carrying value of the investment is supported by its operating cash flows.

The above subsidiary is included in the consolidation and registered address is 35, North Canal Bank Street, Glasgow, G4 9XQ.

The parent company's only subsidiary undertaking is Addiewell Prison Limited. Its activity is to design, build, finance and operate HMP Addiewell. Under a share pledge agreement Addiewell Prison (Holdings) Limited transferred the entire shareholding of Addiewell Prison Limited to Project & Export Finance (Nominees) Limited who are a nominee subsidiary of the company's bankers The Royal Bank of Scotland Plc (a related party). However, although in the legal form Addiewell Prison Limited is owned by Project & Export Finance (Nominees) Limited in substance Addiewell Prison (Holdings) Limited is able to exercise control via voting rights and is entitled to dividends, interest and other payments (whether of an income or capital nature) paid in respect of the shares. The directors believe that the carrying value of the investment is supported by its underlying net assets.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

10. DEBTORS

| | Group | Company | Group | Company |
|---|---------------|--------------|---------------|--------------|
| | 2017 | 2017 | 2016 | 2016 |
| | £'000 | £'000 | £'000 | £'000 |
| Amounts falling due within one year: | | | | |
| Trade debtors | 14,871 | - | 3,345 | - |
| Amount owed by subsidiary undertakings | - | 243 | - | 148 |
| Interest owed by subsidiary undertakings | - | 778 | - | 258 |
| Financial asset | 2,562 | - | 2,390 | - |
| Prepayments and accrued income | 83 | - | 208 | - |
| | <u>17,516</u> | <u>1,021</u> | <u>5,943</u> | <u>406</u> |
| Amounts falling due after more than one year: | | | | |
| Amount owed by subsidiary undertakings | - | 8,295 | - | 8,462 |
| Financial asset | 83,191 | - | 85,914 | - |
| | <u>83,191</u> | <u>8,295</u> | <u>85,914</u> | <u>8,462</u> |

Interest is received on the subsidiary debtor balance at the rate of 12%. The debtor is unsecured and repayable in instalments over a period of 25 years, which commenced in 2009.

Trade debtors are stated after provision for impairment of £1,000,000 (2016: £Nil).

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | Group | Company | Group | Company |
|--|---------------|--------------|--------------|------------|
| | 2016 | 2016 | 2016 | 2016 |
| | £'000 | £'000 | £'000 | £'000 |
| Bank loans and overdrafts (net of unamortised issue costs) | 5,002 | - | 4,867 | - |
| Trade creditors | 59 | - | 3 | - |
| Amounts owed to controlling parties (note 16) | 243 | 243 | 148 | 148 |
| Interest owed to controlling parties (note 16) | 778 | 778 | 258 | 258 |
| Amounts owed to other related parties (note 16) | 10,237 | - | 2,174 | - |
| Corporation tax | 220 | - | 2 | - |
| Other taxation and social security | 596 | - | 585 | - |
| Accruals and deferred income | 535 | - | 152 | - |
| | <u>17,670</u> | <u>1,021</u> | <u>8,189</u> | <u>406</u> |

See note 12 for details of terms and security in respect of amounts due to related parties.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 March 2017

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | Group | Company | Group | Company |
|---|---------------|--------------|----------------|--------------|
| | 2016 | 2016 | 2016 | 2016 |
| | £'000 | £'000 | £'000 | £'000 |
| Bank loans and overdrafts | 67,939 | - | 71,911 | - |
| Amounts owed to controlling parties (note 16) | 8,295 | 8,295 | 8,462 | 8,462 |
| Derivative financial instruments (note 14) | 22,038 | - | 22,768 | - |
| | <u>98,272</u> | <u>8,295</u> | <u>103,141</u> | <u>8,462</u> |
| The maturity analysis of bank loan is: | | | | |
| Within one year | 4,014 | | 3,807 | |
| Between one and two years | 4,121 | | 4,014 | |
| Between two and five years | 11,020 | | 11,298 | |
| Over five years | 53,412 | | 57,255 | |
| | <u>72,567</u> | | <u>76,374</u> | |
| Less unamortised issue costs | (656) | | (698) | |
| | <u>71,911</u> | | <u>75,676</u> | |

The bank loan is secured by a fixed and floating charge over the assets of the company. Interest is charged on the above loan at the rate of LIBOR +0.85%. The loan is repayable in instalments over a period of 23 years, which commenced in 2009. The bank loan is with The Royal Bank of Scotland.

In June 2006 the company entered into a 25 year fixed interest rate swap arrangement (amended March 2011) to hedge its exposure to the effect of interest rate fluctuations.

The swap converts the bank loan to a fixed rate of 5.04% and is payable in semi-annual amounts between 30 June 2009 and 31 December 2031.

The maturity analysis of principal loan amounts owed to controlling parties (note 16) is:

| | Group | Company | Group | Company |
|----------------------------|--------------|--------------|--------------|--------------|
| | 2017 | 2017 | 2016 | 2016 |
| | £'000 | £'000 | £'000 | £'000 |
| Within one year | 243 | 243 | 148 | 148 |
| Between one and two years | 188 | 188 | 167 | 167 |
| Between two and five years | 1,015 | 1,015 | 902 | 902 |
| Over five years | 7,092 | 7,092 | 7,393 | 7,393 |
| | <u>8,538</u> | <u>8,538</u> | <u>8,610</u> | <u>8,610</u> |

Interest is charged on related party loan balances at the rate of 12%. The loans are unsecured and repayable in instalments over a period of 25 years, which commenced in 2009.

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

13. PROVISION FOR LIABILITIES

| | 2017 £'000 Provided | 2016 £'000 Provided |
|--|---------------------------|---------------------------|
| Accelerated capital allowances | 5,077 | 5,320 |
| Losses | - | (369) |
| Derivative financial instruments | (3,746) | (4,098) |
| | <hr/> | <hr/> |
| Deferred Tax Liability | 1,331 | 853 |
| | <hr/> | <hr/> |
| The movement in deferred tax in the year is | | £'000 |
| At 1 April 2016 | | 853 |
| Profit and loss account – total tax charge/(credit) | | 126 |
| Other comprehensive income – total tax charge/(credit) | | 352 |
| | | <hr/> |
| At 31 March 2017 | | 1,331 |
| | | <hr/> |

14. FINANCIAL INSTRUMENTS

The company has the following financial instruments:

| | Group 2017 £'000 | Company 2017 £'000 | Group 2016 £'000 | Company 2016 £'000 |
|---|------------------------|--------------------------|------------------------|--------------------------|
| Financial assets that are debt instruments measured at amortised cost | | | | |
| - Trade receivables (note 10) | 14,871 | - | 3,345 | - |
| - Amounts owed by group undertakings (note 10) | - | 8,538 | - | 8,610 |
| - Financial asset | 85,753 | - | 88,304 | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | 100,624 | 8,538 | 91,649 | 8,610 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Financial liabilities measured at fair value through other comprehensive income | | | | |
| - Derivative financial instruments | (22,038) | - | (22,768) | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Financial liabilities measured at amortised cost | | | | |
| - Bank loans (note 11 and 12) | (72,941) | - | (76,778) | - |
| - Trade creditors (note 11) | (59) | - | (3) | - |
| - Amounts owed to controlling parties (note 16) | (9,316) | (9,316) | (8,868) | (8,868) |
| - Amounts owed to related parties (note 16) | (10,237) | - | (2,174) | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | (92,553) | (9,316) | (87,823) | (8,868) |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| | (13,967) | (778) | (18,942) | (258) |
| | <hr/> | <hr/> | <hr/> | <hr/> |

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

14. FINANCIAL INSTRUMENTS (continued)

On 20 June 2006 in order to hedge against interest variations the company entered into a 25 year interest rate swap agreement with the Mitsubishi UFJ Securities International plc whereby, at monthly intervals during construction and six monthly intervals during operations, sums are exchanged reflecting the difference between the floating and fixed interest rates, calculated on a predetermined notional principal amount. The fixed interest rate is 5.04% on the senior loan. The interest rate swap is considered to be effective and has been designated a cash flow hedge. The fair value of the swap is calculated using valuation models operated by the counterparty financial institution. No charges have gone through the profit and loss account (2016: £nil) but £378,000 of gain (2016: £83,000 gain) has gone through other comprehensive income in respect to changes in fair value of the hedge.

15. CALLED UP SHARE CAPITAL

| | 2017 £'000 | 2016 £'000 |
|--|---------------|---------------|
| Company and Group | | |
| Called up, allotted and fully paid: | | |
| 99,999 (2015: 99,999) ordinary shares of £1 each | 100 | 100 |

16. RELATED PARTY TRANSACTIONS

| Name of company | Type of transaction | Year ended 31 March 2017 £'000 | Balance receivable/ (due) at 31 March 2017 £'000 |
|---|-----------------------------|---|--|
| Interserve Investments Ltd | Sub-ordinated debt | - | (2,846) |
| Interserve Investments Ltd | Sub-ordinated debt interest | (345) | (259) |
| Interserve Investments Ltd | Dividends | (100) | - |
| Sodexo Investment Services Ltd | Sub-ordinated debt | - | (2,846) |
| Sodexo Investment Services Ltd | Sub-ordinated debt interest | (345) | (259) |
| Sodexo Investment Services Ltd | Dividends | (100) | - |
| Infrastructure Investments Holdings Ltd | Sub-ordinated debt | - | (2,846) |
| Infrastructure Investments Holdings Ltd | Sub-ordinated debt interest | (345) | (260) |
| Infrastructure Investments Holdings Ltd | Dividends | (100) | - |
| Infrastructure Investments Holdings Ltd | SPV Charges | (34) | (31) |
| Sodexo Investment Services Ltd | SPV Charges | (95) | (16) |
| Interserve Investments Ltd | SPV Charges | (85) | (31) |
| Sodexo Ltd | Operator & SPV fees | (20,189) | (10,222) |

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

16. RELATED PARTY TRANSACTIONS (continued)

| Name of company | Type of transaction | Year ended 31 March 2016 £'000 | Balance receivable/ (due) at 31 March 2016 £'000 |
|---|-----------------------------|---|--|
| Interserve Investments Ltd | Sub-ordinated debt | - | (2,870) |
| Interserve Investments Ltd | Sub-ordinated debt interest | (348) | (86) |
| Interserve Investments Ltd | Dividends | (100) | - |
| Sodexo Investment Services Ltd | Sub-ordinated debt | - | (2,870) |
| Sodexo Investment Services Ltd | Sub-ordinated debt interest | (348) | (86) |
| Sodexo Investment Services Ltd | Dividends | (100) | - |
| Infrastructure Investments Holdings Ltd | Sub-ordinated debt | - | (2,870) |
| Infrastructure Investments Holdings Ltd | Sub-ordinated debt interest | (348) | (86) |
| Infrastructure Investments Holdings Ltd | Dividends | (100) | - |
| Infrastructure Investments Holdings Ltd | SPV Charges | (31) | (31) |
| Sodexo Investment Services Ltd | SPV Charges | (31) | (16) |
| Interserve Investments Ltd | SPV Charges | (91) | (20) |
| Sodexo Ltd | Operator & SPV fees | (20,863) | (1,854) |

All of the above transactions were at normal commercial rates.

The Company has taken advantage of the exemptions in FRS8 "Related Party Disclosures", not to disclose transactions with group undertakings.

17. ULTIMATE CONTROLLING PARTIES

Addiewell Prison (Holdings) Limited is owned equally by 3 parties: Sodexo Investment Services Limited, Interserve plc and Infrastructure Investments Holdings Limited. Accordingly, the Directors are of the opinion that the company does not have an ultimate controlling party. These are the smallest and largest group financial statements prepared of which the company is a member.

On 30 June 2017 an agreement was signed for the acquisition of Interserve Investments Ltd's Holding in Addiewell Prison (Holdings) Ltd by Infrastructure Investments Holdings Ltd. Completion of the sale is expected shortly.

18. NOTES TO THE CASH FLOW STATEMENT

| | 2017 £'000 | 2016 £'000 |
|--|---------------|---------------|
| Profit for the financial year | 2,220 | 2,456 |
| Adjustments for: | | |
| Tax on profit | 346 | 124 |
| Interest payable and similar expenses | 5,393 | 5,648 |
| Interest receivable and similar income | (6,125) | (6,305) |
| Operating Profit | 1,834 | 1,923 |
| Working capital movements: | | |
| (Increase)/decrease in debtors | (8,850) | 2,208 |
| (Decrease)/increase in payables | 8,513 | (384) |
| Cash flow from operating activities | 1,497 | 3,747 |

ADDIEWELL PRISON (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 March 2017

19. ANALYSIS OF MOVEMENT IN NET DEBT

| | 31 March 2016 £'000 | Cash flows £'000 | Other non cash movements £'000 | 31 March 2017 £'000 |
|---|---------------------------|------------------------|--------------------------------------|---------------------------|
| Cash at bank and in hand | 6,277 | (1,462) | - | 4,815 |
| Working capital loan | - | - | - | - |
| Debt issue costs | 698 | - | (42) | 656 |
| Term loan due within one year | (3,807) | 3,807 | (4,014) | (4,014) |
| Term loan due after one year | (72,566) | - | 4,014 | (68,552) |
| Controlling party loan due within 1 year | (148) | 72 | (167) | (243) |
| Controlling party loan due after 1 year | (8,462) | - | 167 | (8,295) |
| Hedging instrument | (22,768) | - | 730 | (22,038) |
| | <u>(100,776)</u> | <u>2,417</u> | <u>688</u> | <u>(97,671)</u> |

Non-cash movements represent reallocations between categories based on timing and adjustments to fair values of derivative financial instruments.