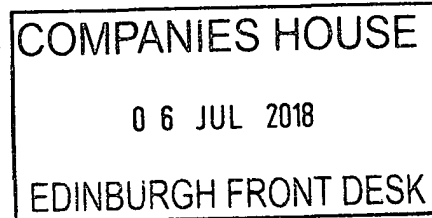


SC294870

COMPANY REGISTRATION NUMBER:

PPP Services (North Ayrshire) Limited
Annual Report and Financial Statements
31 December 2017



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PPP Services (North Ayrshire) Limited

Annual Report and Financial Statements

Year Ended 31 December 2017

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PPP Services (North Ayrshire) Limited

Officers and Professional Advisers

The Board of Directors

S Cook
A Robinson
D Gilmour
J Cavill
D Davies
J George

Company Secretary

Infrastructure Managers Limited

Registered Office

2nd Floor
11 Thistle Street
Edinburgh
EH2 1DF

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Level 4
Atria One
144 Morrison Street
Edinburgh
EH3 8EX

Bankers

Barclays Bank Plc
Market Place
Leicester
LE87 2BB

PPP Services (North Ayrshire) Limited

Directors' Report

Year Ended 31 December 2017

The directors present their report and the audited Annual Report and Financial Statements of PPP Services (North Ayrshire) Limited ("the Company") for the year ended 31 December 2017.

Principal Activities

The principal activity of the Company is the provision of design, construction, finance and facilities management services for four schools to North Ayrshire Council under the Government's Public Private Partnership (PPP) programme. The concession commenced in 2007 and runs for 30 years until 2037.

Performance Review

The profit for the financial year, after taxation, amounted to £894,412 (2016: £152,514).

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.

Going Concern

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 brought onto 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.

Directors

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

S Cook
A Robinson
D Gilmour
J Cavill
D Davies
J George

Dividends

Particulars of recommended dividends are detailed in note 11 to the Annual Report and Financial Statements.

PPP Services (North Ayrshire) Limited

Directors' Report *(continued)*

Year Ended 31 December 2017

Financial Instruments

Due to the nature of the Company's business, the only financial risks the directors consider relevant to this Company is credit, cash flow, interest rate and liquidity risk. The credit and cash flow risks are 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 where they cannot be addressed by means of contractual provisions. 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

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

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.

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 auditors 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 30 April 2018 and signed by order of the board by:



Infrastructure Managers Limited
Company Secretary

PPP Services (North Ayrshire) Limited

Directors' Responsibilities Statement

Year Ended 31 December 2017

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

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

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the Annual Report and Financial Statements; and
- prepare the Annual Report and 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 Annual Report and 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.

PPP Services (North Ayrshire) Limited

Independent Auditors' Report to the Members of PPP Services (North Ayrshire) Limited

Year Ended 31 December 2017

Report on the Audit of the Financial Statements

Opinion

In our opinion, PPP Services (North Ayrshire) Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 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 2017; 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

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

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

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

PPP Services (North Ayrshire) Limited

Independent Auditors' Report to the Members of PPP Services (North Ayrshire) Limited *(continued)*

Year Ended 31 December 2017

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 the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require 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 2017 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 set out on page 4, 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.

PPP Services (North Ayrshire) Limited

Independent Auditors' Report to the Members of PPP Services (North Ayrshire) Limited *(continued)*

Year Ended 31 December 2017

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.

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

Use of This Report

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

Other Required Reporting

Companies Act 2006 Exception Reporting

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

- we have not 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to Exemptions

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



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

30 April 2018

PPP Services (North Ayrshire) Limited

Statement of Comprehensive Income

Year Ended 31 December 2017

	Note	2017 £	2016 £
Turnover	4	6,827,171	5,328,873
Cost of sales		(4,322,249)	(3,673,239)
Gross profit		2,504,922	1,655,634
Administrative expenses		(621,249)	(609,369)
Other operating income	5	24,644	24,402
Operating profit	6	1,908,317	1,070,667
Interest receivable	8	4,239,109	4,284,975
Interest payable	9	(5,038,797)	(5,166,405)
Profit before taxation		1,108,629	189,237
Taxation on ordinary activities	10	(214,217)	(36,723)
Profit for the financial year		894,412	152,514
Fair value movements on cash flow hedging instruments, net of tax		2,911,913	(6,855,439)
Total comprehensive income for the financial year		3,806,325	(6,702,925)

All the activities of the Company are from continuing operations.

The notes on pages 11 to 21 form part of the Annual Report and Financial Statements.


PPP Services (North Ayrshire) Limited

Statement of Financial Position

As at 31 December 2017

	Note	2017 £	2016 £
Current assets			
Debtors: amounts falling due within one year	12	4,536,534	4,074,573
Debtors: amounts falling due after more than one year	12	78,162,319	80,903,706
Cash at bank and in hand		8,056,596	6,674,967
		<u>90,755,449</u>	<u>91,653,246</u>
Creditors: amounts falling due within one year	13	<u>(4,651,602)</u>	<u>(3,886,436)</u>
Net current assets		<u>86,103,847</u>	<u>87,766,810</u>
Total assets less current liabilities		<u>86,103,847</u>	<u>87,766,810</u>
Creditors: amounts falling due after more than one year	14	(110,185,962)	(115,340,046)
Provisions for liabilities			
Taxation including deferred taxation	15	<u>(22,434)</u>	<u>(25,638)</u>
Net liabilities		<u>(24,104,549)</u>	<u>(27,598,874)</u>
Capital and reserves			
Called up share capital	18	370,000	370,000
Hedging reserve	19	(25,096,567)	(28,008,480)
Profit and loss account	19	622,018	39,606
Total shareholders' deficit		<u>(24,104,549)</u>	<u>(27,598,874)</u>

The Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 30 April 2018, and are signed on behalf of the board by:



D Gilmour
Director

Company registration number: SC294870

PPP Services (North Ayrshire) Limited

Statement of Changes in Equity

Year Ended 31 December 2017

		Called up share capital £	Hedging reserve £	Profit and loss account £	Total £
At 1 January 2016		370,000	(21,153,041)	362,092	(20,420,949)
Profit for the financial year				152,514	152,514
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		—	(6,855,439)	—	(6,855,439)
Total comprehensive income for the financial year		—	(6,855,439)	152,514	(6,702,925)
Dividends paid and payable	11	—	—	(475,000)	(475,000)
Total investments by and distributions to owners		—	—	(475,000)	(475,000)
At 31 December 2016		370,000	(28,008,480)	39,606	(27,598,874)
Profit for the financial year				894,412	894,412
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		—	2,911,913	—	2,911,913
Total comprehensive income for the financial year		—	2,911,913	894,412	3,806,325
Dividends paid and payable	11	—	—	(312,000)	(312,000)
Total investments by and distributions to owners		—	—	(312,000)	(312,000)
At 31 December 2017		<u>370,000</u>	<u>(25,096,567)</u>	<u>622,018</u>	<u>(24,104,549)</u>

Included in the fair value movement on cash flow hedging instruments is £3,049,390 (2016: £2,979,195) that was recycled through Interest Payable in the Statement of Comprehensive Income.

The notes on pages 11 to 21 form part of the Annual Report and Financial Statements.

PPP Services (North Ayrshire) Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 December 2017

1. General Information

PPP Services (North Ayrshire) Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in the UK. 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 design, construction, finance and facilities management services for four schools to North Ayrshire Council under the Government's Public Private Partnership (PPP) programme. The concession commenced in 2007 and runs for 30 years until 2037.

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

2. Statement of Compliance

The individual financial statements of PPP Services (North Ayrshire) 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.

(b) Going concern

The directors acknowledge that the Company has net liabilities, however this is a result of the interest rate and RPI swaps, which are significantly out of the money, being brought onto the Statement of Financial Position. It is not the intention to close out these instruments before their maturity date, therefore there is no impact on the Company's ability to meet its liabilities as they fall due. 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.

(c) Disclosure exemptions

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

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

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.

Significant judgments

The judgments (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

i) Hedge accounting and consideration of the fair value of derivative financial instruments

The Company uses derivative financial instruments to hedge certain economic exposures in relation to movements in interest rates and movements in RPI as compared with the position that was expected at the date the underlying transaction being hedged was entered into. The Company fair values its derivative financial instruments and records the fair value of those instruments on its Statement of Financial Position. No market prices are available for these instruments and consequently the fair values are determined by calculating the present value of the estimated future cashflows based on observable yield curves. There is also a judgment on whether an economic hedge relationship exists in order to achieve hedge accounting. Appropriate documentation has been prepared detailing the economic relationship between the hedging instrument and the underlying loan being hedged.

ii) Deferred taxation

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Judgment is required in the case of the recognition of deferred taxation assets, the Directors have to form an opinion as to whether it is probable that the deferred taxation asset recognised is recoverable against future taxable profits arising. This exercise of judgment requires the Directors to consider forecast information over a long time horizon having regard to the risks that the forecasts may not be achieved and then form a reasonable opinion as to the recoverability of the deferred taxation asset.

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) Impairment of assets

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

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

3. Accounting Policies *(continued)*

appropriate discount rate to apply to those cash flows.

ii) Accounting for service concession arrangements

Accounting for the service concession contract and finance debtors requires estimation of service margins, finance debtor interest rates and associated amortisation profile which is based on forecast results 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 PFI (Private Finance Initiative) asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover 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.

(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.

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

3. Accounting Policies *(continued)*

(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.

(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.

(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) Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the Statement of Financial Position and the amount of the provision as an expense. Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

(k) 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.

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

3. Accounting Policies *(continued)*

Financial instruments *(continued)*

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.

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.

(I) Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash flows arising on variable rate interest loan arrangements, with the net effect of exchanging the cash 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 future cash receipts arising from its principal activity (RPI swaps). The Company has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Company's net cash flows.

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.

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

4. Turnover

Turnover arises from:

	2017 £	2016 £
Rendering of services	<u>6,864,516</u>	<u>5,306,239</u>

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

5. Other Operating Income

	2017 £	2016 £
Other operating income	<u>24,644</u>	<u>24,402</u>

6. Operating Profit

Operating profit or loss is stated after charging:

	2017 £	2016 £
Fees payable for the audit of the annual report and financial statements	<u>9,500</u>	<u>9,500</u>

Included in the fee above is £1,929 (2016: £1,929) for the audit of the immediate parent entity PPP Services (North Ayrshire) Holdings Limited.

7. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year, including the directors, amounted to nil (2016: nil). The directors did not receive any remuneration from the Company during the year (2016: £nil).

8. Interest Receivable

	2017 £	2016 £
Interest on cash and cash equivalents	438	17,576
Interest receivable on finance debtor	<u>4,238,671</u>	<u>4,267,399</u>
	<u>4,239,109</u>	<u>4,284,975</u>

9. Interest Payable

	2017 £	2016 £
Interest on bank loans and overdrafts	3,921,813	4,017,056
Interest due to Group undertakings	1,075,302	1,075,109
Other interest payable and similar expenses	<u>41,682</u>	<u>74,240</u>
	<u>5,038,797</u>	<u>5,166,405</u>

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

10. Taxation on Ordinary Activities

Major components of tax expense

	2017 £	2016 £
Current tax:		
UK current tax expense	217,007	41,618
Adjustments in respect of prior periods	415	6
Total current tax	<u>217,422</u>	<u>41,624</u>
Deferred tax:		
Origination and reversal of timing differences	(3,205)	(4,901)
Taxation on ordinary activities	<u>214,217</u>	<u>36,723</u>

Reconciliation of tax expense

The tax assessed on the profit for the year is higher than (2016: lower than) the standard rate of corporation tax in the UK of 19.25% (2016: 20%).

	2017 £	2016 £
Profit before taxation	1,108,629	189,237
Profit by rate of tax	213,374	37,848
Adjustment to tax charge in respect of prior periods	415	6
Change in tax rates	430	(1,131)
Total tax charge	<u>214,219</u>	<u>36,723</u>

11. Dividends

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

	2017 £	2016 £
Interim dividend of £0.84 (2016: £1.28) per ordinary share	<u>312,000</u>	<u>475,000</u>

12. Debtors

Debtors amounts falling due within one year are as follows:

	2017 £	2016 £
Trade debtors	10,797	1,218,701
Prepayments and accrued income	190,543	171,879
Finance Debtor	2,145,432	2,032,705
Other debtors	2,189,762	651,288
	<u>4,536,534</u>	<u>4,074,573</u>

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

12. Debtors *(continued)*

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

	2017 £	2016 £
Deferred tax asset	5,140,261	5,736,677
Finance Debtor	73,022,058	75,167,029
	<u>78,162,319</u>	<u>80,903,706</u>

The movement in the finance debtor is analysed as follows:

	2017 £	2016 £
At beginning of year	77,199,734	79,125,544
Repayments	(2,032,244)	(1,925,810)
At end of year	<u>75,167,490</u>	<u>77,199,734</u>

13. Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	674,980	392,841
Amounts owed to Group undertakings	281,040	226,804
Accruals and deferred income	1,744,370	1,261,050
Corporation tax	64,332	106,316
Taxation and social security	268,767	373,490
Bank loan	1,606,906	1,514,690
Grants	11,207	11,245
	<u>4,651,602</u>	<u>3,886,436</u>

14. Creditors: amounts falling due after more than one year

	2017 £	2016 £
Bank loans and overdrafts	71,780,858	73,387,763
Amounts owed to Group undertakings	7,679,342	7,679,342
Accruals and deferred income	488,934	527,785
Derivative financial liability	30,236,828	33,745,156
	<u>110,185,962</u>	<u>115,340,046</u>

a) The bank loan bears interest based on LIBOR. As part of the interest rate management strategy the Company entered into an interest rate swap in respect of part of the debt maturing in September 2036. Under these swaps and the senior debt financing in place, the company pays interest at a fixed rate of 5.385%. The bank loan is secured by a floating charge over the assets of the company and is repayable in quarterly instalments from January 2008 and in full by 15 October 2036.

b) Amounts owed to Group undertakings relate to the subordinated debt and carries an interest rate of 14% and the principal is repayable in quarterly instalments commencing 15 July 2036 and in full by 15 April 2037. The subordinated debt is unsecured.

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

15. Provisions for Liabilities

	Deferred tax (note 16) £
At 1 January 2017	25,638
Deferred tax	(3,204)
At 31 December 2017	<u>22,434</u>

16. Deferred Tax

The deferred tax included in the statement of financial position is as follows:

	2017 £	2016 £
Included in debtors (note 12)	5,140,261	5,736,677
Included in provisions for liabilities (note 15)	(22,434)	(25,638)
	<u>5,117,827</u>	<u>5,711,039</u>

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

	2017 £	2016 £
Accelerated capital allowances	22,434	25,638
Derivative financial instruments	(5,140,261)	(5,736,677)
	<u>(5,117,827)</u>	<u>(5,711,039)</u>

The net deferred tax liability expected to reverse in 2018 is £3,582. This relates to the reversal of short term timing differences.

	2017 £
Opening balance	(5,711,039)
Movement through the profit or loss	(3,204)
Movement through other comprehensive income	596,416
Closing balance	<u>(5,117,827)</u>

17. Financial Instruments

The carrying amount for each category of financial instrument is as follows:

	2017 £	2016 £
Financial assets that are debt instruments measured at amortised cost		
Financial assets that are debt instruments measured at amortised cost	<u>75,167,490</u>	<u>77,199,734</u>
Financial liabilities measured at fair value through profit or loss		
Financial liabilities measured at fair value through profit or loss - user defined 2	<u>(30,236,828)</u>	<u>(33,745,156)</u>

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

17. Financial Instruments *(continued)*

	2017 £	2016 £
Financial liabilities measured at amortised cost		
Financial liabilities measured at amortised cost	(81,067,106)	(82,581,795)

Hedge accounting

Derivatives are financial instruments that derive their value from the price of an underlying item, such as interest rates or other indices. The Company's use of derivative financial instruments is described below.

Interest rate swaps

The Company has entered into both interest rate swaps and RPI swaps with third parties for the same notional amount as all of the Company's variable rate borrowings with banks which has the commercial effect of swapping the variable rate interest coupon on those loans for a fixed rate coupon. The bank loans and related interest rate swaps amortise at the same rate over the life of the loan/swap arrangements. The interest rate swaps were entered into on 24 November 2009 and expire on 15 October 2036. The RPI swaps were entered into on 15 March 2007 and expire on 30 September 2036.

The Directors believe that the hedging relationship between the interest rate swaps and related variable rate bank loans is highly effective and as a consequence have concluded that these derivatives meet the definition of a cash flow hedge and have formally designated them as such.

Carrying value of all derivative financial instruments All of the Company's derivative financial instruments are carried at fair value. The net carrying value of all derivative financial instruments at 31 December 2017 amounted to net liabilities of £30,236,828 (2016: £33,745,156) for interest rate swaps. All of the movements during the year in the fair value of these derivative financial instruments have been recorded in the cash flow hedge reserve amounting to a credit of £3,508,328 (2016: debit of £7,948,764).

18. Called Up Share Capital

Issued, called up and fully paid

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	<u>370,000</u>	<u>370,000</u>	<u>370,000</u>	<u>370,000</u>

19. Reserves

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

Retained earnings records retained earnings and accumulated losses.

PPP Services (North Ayrshire) Limited

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

Year Ended 31 December 2017

20. Related Party Transactions

The company is wholly owned by PPP Services (North Ayrshire) 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 £72,612 (2016: £51,532) to BIIF Bidco Limited and its subsidiaries for the provision of 2 directors and the provision of management services.

The company paid £16,157 (2016: £21,270) to Nord/LB Project Holding Limited for the provision of 2 directors.

The company paid £32,587 (2016: £73,305) to Schools Capital Limited for the provision of 2 directors and for the provision of management services.

21. Controlling Party

The immediate parent undertaking is PPP Services (North Ayrshire) Holdings Limited.

The company is a wholly owned subsidiary of PPP Services (North Ayrshire) Holdings Limited, a company incorporated in Scotland, registered number SC294861. The financial statements of PPP Services (North Ayrshire) Holdings Limited can be obtained from Companies House.

Ownership of PPP Services (North Ayrshire) Holdings Limited is split between Schools Capital Limited (50%), PFI Infrastructure Finance Limited (30%) and Nord/LB Project Holding Company Limited (20%). Accordingly there is no overall parent company and no ultimate controlling party.