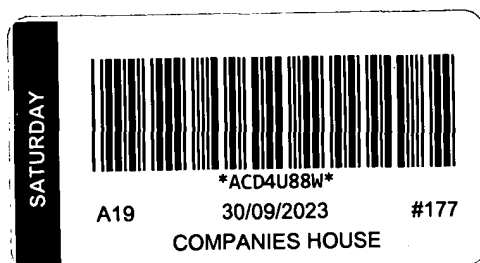


# BHX (Scotland) Limited

Annual Report and Unaudited Financial Statements  
for the Year Ended 31 March 2023



Registration number: SC445279

## **BHX (Scotland) Limited**

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## **BHX (Scotland) Limited**

### **Company Information**

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**Chairman** T Clarke

**Chief Executive** N Barton

**Directors** N Barton  
T Clarke  
S L C Richards

**Company Secretary** S L C Richards

**Registered office** 1 Rutland Court  
Edinburgh  
EH3 8EY

## **BHX (Scotland) Limited**

### **Directors' Report for the Year Ended 31 March 2023**

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The Directors present their report and the financial statements for the year ended 31 March 2023.

#### **Principal activity**

The principal activity of the Company is the general partner in the management of BHX Limited Partnership. BHX (Scotland) Limited has not traded during the period 1 April 2022 to 31 March 2023.

#### **Small companies provision statement**

This report has been prepared in accordance with the small companies regime within part 15 under the Companies Act 2006.

#### **Strategic report**

In August 2013 the Department for Business, Innovation and Skills ('BIS') published new narrative reporting regulations requiring companies to produce a 'strategic' report. The company have taken advantage of the small company exemption within these regulations.

#### **Directors of the Company**

The Directors who held office during the year were as follows:

T Clarke - Chairman

N Barton - Chief Executive

S L C Richards

Approved by the Board on 22 June 2023 and signed on its behalf by:

...*Simon Richards*.....

S L C Richards

Company Secretary

## **BHX (Scotland) Limited**

### **Statement of Directors' Responsibilities in respect of the financial statements**

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The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and 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.

The Directors 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.

Approved by the Board on 22 June 2023 and signed on its behalf by:

...*Simon Richards*.....  
S L C Richards  
Company Secretary

**BHX (Scotland) Limited****(Registration number: SC445279)****Statement of Financial Position as at 31 March 2023**

	Note	2023 £	2022 £
<b>Fixed assets</b>			
Investments	3	<u>100</u>	<u>100</u>
<b>Capital and reserves</b>			
Called up share capital	4	<u>100</u>	<u>100</u>
<b>Total equity</b>		<u>100</u>	<u>100</u>

For the financial year ending 31 March 2023 the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

## Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and the Company has elected not to file a copy of the profit and loss account for this accounting period.

The members of the Company have agreed to the preparation of abridged accounts for this accounting period in accordance with section 444(2A) of the Companies Act 2006.

The financial statements on pages 4 to 8 were approved and authorised by the Board on 22 June 2023

*Tim Clarke* .....

T Clarke  
Chairman

The notes on pages 6 to 8 form an integral part of these financial statements.

**BHX (Scotland) Limited**

**Statement of Changes in Equity for the Year Ended 31 March 2023**

	<b>Called up share capital £</b>	<b>Total equity £</b>
At 1 April 2021	100	100
At 31 March 2022	100	100
At 1 April 2022	100	100
At 31 March 2023	100	100

The notes on pages 6 to 8 form an integral part of these financial statements.

## **BHX (Scotland) Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 March 2023**

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#### **1 General information**

The Company is incorporated and domiciled in Scotland, United Kingdom.

The address of its registered office is:

1 Rutland Court  
Edinburgh  
EH3 8EY  
Scotland

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

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

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

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

The financial statements have been prepared under the historical cost convention and in accordance with FRS102. The principle accounting policies, which have been applied consistently throughout the year are set out below.

##### **Summary of disclosure exemptions**

FRS 102 allows a qualifying entity certain disclosure exemptions. The Company has taken advantage of the following exemptions:

- the requirement to prepare a statement of cash flows (FRS 102 para 1.12(b));
- the requirement to disclose transactions with group members (FRS 102 para 33.1A);
- the non-disclosure of key management personnel compensation in total (FRS 102 para 33.7); and
- the requirement to complete a reconciliation of the number of shares outstanding at the beginning and end of the period (FRS 102 para 4.12(a)(iv)).

The Company notified and did not receive any objections to the use of the above exemptions by its shareholders.



**BHX (Scotland) Limited****Notes to the Unaudited Financial Statements for the Year Ended 31 March 2023**  
**(continued)****2 Accounting policies (continued)****Going concern**

The group of companies to which the Company belongs has external debt facilities in the form of £371 million of private placement loan notes and an undrawn £25 million revolving credit facility, for which the Company has cross guarantees.

The Directors have reviewed the prospects for the Group and Company through to March 2025 (twenty four months from the balance sheet date) in the context of continued recovery from the Covid-19 pandemic, economic impacts of the war in Ukraine and the higher inflation and interest rate environment. At the balance sheet date, the Group had strong liquidity, with a cash balance of £65.9 million and an undrawn £25 million revolving credit facility. Passenger volume continues to recover and in 2022/23 was 10.5 million (86.3% of the volume in 2019/20, the last pre-pandemic year). Along with actions taken during the pandemic which give ongoing reductions in expenditure, this led to a cash inflow of £11.3 million. Looking forward, 2023/24 passenger volume is forecast to grow to 12.3 million (very similar to the level pre-Covid). This will increase revenue, profitability and operating cash inflow.

In the 2022 financial statements the additional December 2022 covenant test represented a material uncertainty in the going concern assessment because compliance was dependent on the timing and pace of recovery from the pandemic. As the Group is now compliant with its covenants and forecasts to continue to be compliant, this uncertainty is no longer present.

After due consideration of the matters set out above, the Directors are satisfied that it remains appropriate to prepare the financial statements on a going concern basis.

These financial statements do not contain any adjustment that would arise if the financial statements were not drawn up on a going concern basis.

**Investments**

Investments in subsidiary companies are held at cost less accumulated impairment losses.

**Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

**3 Investments**

	2023	2022
	£	£
Investments in group undertaking	<u>100</u>	<u>100</u>

**BHX (Scotland) Limited****Notes to the Unaudited Financial Statements for the Year Ended 31 March 2023**  
**(continued)****4 Share capital****Allotted, called up and fully paid shares**

	No.	2023 £	No.	2022 £
Ordinary share of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

**5 Related party transactions**

The Company has taken advantage of the exemption under paragraph 33.1A of FRS 102, on the grounds that it is a wholly owned subsidiary of a group headed by Birmingham Airport Holdings Limited, whose financial statements are publicly available.

**6 Parent and ultimate parent undertaking**

The Company's immediate parent is Birmingham Airport Limited, incorporated in England. The ultimate parent is Birmingham Airport Holdings Limited, incorporated in England.

The smallest and largest parent entity producing publicly available financial statements is Birmingham Airport Holdings Limited. These financial statements are available upon request from  
Diamond House  
Birmingham Airport  
Birmingham  
B26 3QJ