Company registration number 03600959 (England and Wales)

LAING INVESTMENTS MANAGEMENT SERVICES LIMITED ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022



COMPANY INFORMATION

Directors

J Abbott

S Colvin

C Underwood

W Lee

A Truscott

B Grew

J Christmas

(Appointed 20 March 2023)

(Resigned 14 January 2022) (Appointed 14 January 2022 and

(Resigned 6 April 2023)

resigned 20 March 2023)

(Appointed 17 July 2023)

(Appointed 20 March 2023)

(Appointed 6 April 2023 and resigned

11 May 2023)

Company number

03600959

Registered office

1 Kingsway

London

United Kingdom WC2B 6AN

CONTENTS

	Page
Directors' report	1 - 2
Statement of comprehensive income	3
Balance sheet	4
Statement of changes in equity	5
Notes to the financial statements	6 - 14

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their annual report and unaudited financial statements for the year ended 31 December 2022.

Principal activities

The principal activities of the Company continued to be the provision of bidding and investing services for the Group in the regions in which Group operates and invests and the provision of asset management services to Group's investment portfolio. The Company also provides management and director services to certain projects in which the Group invests.

Going concern

The Company had net liabilities at 31 December 2022 and is reliant on the support of its immediate parent company to be able to meet its liabilities as they fall due over a period of at least 12 months from the date of signing of these financial statements. The Directors have concluded that this support is still present.

After making enquiries and taking account of the factors noted above, the Directors have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Directors

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

J Abbott (Appointed 20 March 2023) S Colvin (Resigned 6 April 2023)

C Underwood (Resigned 14 January 2022)

W Lee (Appointed 14 January 2022 and resigned 20 March 2023)

J Christmas (Appointed 20 March 2023) A Truscott (Appointed 17 July 2023)

B Grew (Appointed 6 April 2023 and resigned 11 May 2023)

Qualifying third party indemnity provisions

The Directors of the Company benefit from qualifying third party indemnity provisions provided by the Company's parent undertaking.

Directors' insurance

The Company's Directors are covered by insurance policies entered into by its parent undertaking, John Laing Group Limited, that insure them against liability arising from negligence, breach of duty and breach of trust in relation to the Company.

Post reporting date events

For details of post reporting date events, see the 'Events after the reporting date' note to the financial statements.

Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

On behalf of the board

-DocuSigned by: Jamie Christmas B34BA65DD9864CB...
J Christmas

Director

7 September 2023

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

		2022	2021
	Notes	£'000	£'000
Turnover		36,151	56,532
Administrative expenses		(34,323)	(55,313)
Operating profit		1,828	1,219
Interest receivable and similar income	4	1	-
Interest payable and similar expenses	5	(973)	(1,147)
Profit before taxation		856	72
Tax on profit	6	(1,803)	103
(Loss)/profit for the financial year		(947)	175
			

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

BALANCE SHEET

AS AT 31 DECEMBER 2022

		202:	2	2021	1
	Notes	£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	7		358		485
Current assets					
Debtors	8	4 ,619		2,734	•
Cash at bank and in hand		113 ———		38	
		4,732		2,772	
Creditors: amounts falling due within one year	9	(21,115)		(17,788)	
			((0.000)		(4= 0.40)
Net current liabilities			(16,383)		(15,016) —
Total assets less current liabilities			(16,025)		(14,531)
Provisions for liabilities			-		(547)
Net liabilities			(16,025) =====		(15,078) =====
Canital and recornes					
Capital and reserves Called up share capital			23,400		23,400
Profit and loss account		,	(39,425)		(38,478)
i tont and 1055 account			(55,425)		(30,476)
Total deficit			(16,025)		(15,078)

For the financial year ended 31 December 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provision applicable to companies subject to the small companies regime and in accordance with the provision of FRS 102 Section 1A - small entities.

The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The financial statements were approved by the board of Directors and authorised for issue on 7 Septmber 2023 and are signed on its behalf by:

J Christmas

—Docusigned by:

Jamil Linstmas

—834BAB5DD8884CB...

Director

Company Registration No. 03600959

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

•	Share capital	Other reserves	Profit and loss account	Total
	£'000	£'000	£'000	£'000
Balance at 1 January 2021	23,400	4,198	(44,153)	(16,555)
Year ended 31 December 2021:				
Profit and total comprehensive income for the year Share based payments	-	- (4,198)	175 5,500	175 1,302
Share based payments				
Balance at 31 December 2021	23,400	-	(38,478)	(15,078)
Year ended 31 December 2022:				
Loss and total comprehensive income for the year	<u> </u>		(947)	(947)
Balance at 31 December 2022	23,400	-	(39,425)	(16,025)
	====			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Laing Investments Management Services Limited is a private company limited by shares incorporated in England and Wales. The registered office is 1 Kingsway, London, United Kingdom, WC2B 6AN.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

The Company had net liabilities at 31 December 2022 and is reliant on the support of its immediate parent company to be able to meet its liabilities as they fall due over a period of at least 12 months from the date of signing of these financial statements. The Directors have concluded that this support is still present.

After making enquiries and taking account of the factors noted above, the Directors have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Turnover

Turnover represents income receivable in the ordinary course of business for services provided and excludes value added tax. Fees receivable in respect of management services agreements with project companies are recognised evenly over the period of the agreement; and income arising in respect of recoveries of bid costs from the financial close of investments in project companies is recognised when recovery is virtually certain.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Leasehold improvements

- Lower of lease term or 50 years

Computers

- 3 to 5 years

Computer software

- 5 years

Office equipment

- 3 to 5 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.5 Impairment of fixed assets

At each reporting end date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.6 Cash and cash equivalents

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

1.7 Financial instruments

The Company 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 assets are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Basic financial assets

Basic financial assets, which include debtors 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. Financial assets classified as receivable within one year are not amortised.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR FNDFD 31 DECEMBER 2022

1 Accounting policies

(Continued)

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.

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 Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors and loans from fellow group companies are initially recognised at transaction price. Financial liabilities classified as payable within one year are not amortised.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts 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 creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.9 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.10 Provisions

Provisions are recognised when the Company has a legal or constructive present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

The Company's normal policy on unused annual leave entitlement is that employees can carry forward up to five days of unused leave from their annual entitlement to be taken by 31 March following the end of the year. Since the maximum number of leave days is only five and these have to be taken in the first three months of the next year, the Company does not accrue for the costs of any unused holiday entitlement in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.13 Share-based payments

The Company had certain employees who were previously eligible for awards under John Laing Group Limited's share based incentive arrangements. John Laing Group Limited previously operated share-based incentive arrangements for Executive Directors, senior executives and other eligible employees under which awards are granted over John Laing Group Limited's ordinary shares. Awards were conditional on the relevant employee completing three years' service (the vesting period). The awards vested three years from the grant date, subject to the Group achieving a target share-based performance condition, total shareholder return (50% of the award), and a non-market based performance condition, net asset value growth per share (50% of the award). The Group had no legal or constructive obligation to repurchase or settle the awards in cash.

In addition, the John Laing Group previously operated a Deferred Share Bonus Plan under which executive directors and certain senior executives, including employees of the Company, were awarded shares in John Laing Group Limited in relation to that part of their annual bonus which exceeded 60% of their base salary. These awards vested in equal tranches on the first, second and third anniversary of grant, normally subject to continued employment.

The cost of the two share based incentive arrangements was calculated for each individual eligible employee and then aggregated to arrive at the total Group cost. The Company recognised an expense through its income statement in relation to its own employees and also recognised a capital contribution through other reserves to reflect that the cost was ultimately borne by John Laing Group Limited through the issue or purchase of ordinary shares.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under both the original terms and conditions and under the modified terms and conditions is determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern over which economic benefits from the lease asset are consumed.

1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

Given the nature of the Company's assets and liabilities, the Directors are of the opinion that there are no critical accounting judgements or key sources of estimation uncertainty.

3 Employees

The average monthly number of persons (including directors) employed by the Company during the year was 58 (2021: 61).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

		· -	
4	Interest receivable and similar income	2022	2021
	Interest receivable and similar income includes the following:	£'000	£'000
	Interest receivable from group companies	<u>1</u>	-
5	Interest payable and similar expenses		2224
	Interest payable and similar expenses includes the following:	2022 £'000	2021 £'000
	Interest payable to group undertakings	972	1,147
6	Taxation		
Ū	Taxation	2022 £'000	2021 £'000
	Current tax Adjustments in respect of prior periods Charge/(credit) for group relief	543 973	188 (543)
	Total UK current tax	1,516	(355)
	Adjustments in foreign tax in respect of prior periods	(1)	
	Total current tax	1,515 ——	(355)
	Deferred tax Origination and reversal of timing differences Changes in tax rates	219 69	- (69)
	Adjustment in respect of prior periods Deferred tax on share-based payments charge		31 244
	Other adjustments Total deferred tax	 	46 —— 252
		4000	
	Total tax charge/(credit)	1,803 	(103)

For the year ended 31 December 2022, a tax rate of 19% has been applied (2021 – 19%).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

6 Taxation	(Continued)
------------	-------------

The actual expense/(credit) for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £'000	2021 £'000
Profit before taxation	856	72
	==	
Expected tax charge based on the standard rate of corporation tax in the UK of		
19.00% (2021: 19.00%)	163	14
Tax effect of expenses that are not deductible in determining taxable profit	1,767	6
Adjustments in respect of prior years	543	188
Effect of change in corporation tax rate	69	(69)
Depreciation on assets not qualifying for tax allowances	-	15
Share based payment charge	-	(288)
Deferred tax adjustments in respect of prior years	-	31
Movement in deferred tax not recognised	(739)	
Taxation charge/(credit) for the year	1,803	(103)
	==	

7 Tangible fixed assets

J	Land and buildings	Plant and machinery etc	Computer software	Office equipment	Total
	£'000	£'000	£'000	£'000	£'000
Cost					
At 1 January 2022 and 31 December					
2022	569	54	790	1,993	3,406
Depreciation and impairment					
At 1 January 2022	179	36	770	1,936	2,921
Depreciation charged in the year	77	17	13	18	125
		-			
At 31 December 2022	256	54	783	1,955	3,048
		-			
Carrying amount					
At 31 December 2022	314	-	7	38	359
		=		===	
At 31 December 2021	390	18	20	57	485
	===			====	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

8	Debtors		
		2022	2021
	Amounts falling due within one year:	£'000	£'000
	Trade debtors	3,738	1,158
	Corporation tax recoverable	-	543
	Amounts due from group undertakings	38	72
	Other debtors	843	673
		4,619	2,446
	Deferred tax asset	-	288
		4,619	2,734
			====
9	Creditors: amounts falling due within one year	2022 £'000	2021 £'000
	Trade creditors	558	63
	Amounts owed to group undertakings	4,866	7,565
	Corporation tax	973	- ,,,,,,
		1,005	
	Other taxation and social security	1.003	309
	Other taxation and social security Other creditors	13,713	309 9,851

10 Operating lease commitments

Lessee

The Company rents offices at No. 1 Kingsway, London, WC2B 6AN. There are no remaining rent free periods in operation on this lease and the lease runs to 3 November 2026.

At the reporting end date the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

	2022 £'000	2021 £'000
Within one year Between two and five years	691 2,072	691 2,762
	2,763	3,453

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

11 Events after the reporting date

There have been no significant events after the balance sheet date.

12 Related party transactions

As a wholly owned subsidiary of John Laing Group Limited , the Company has taken advantage of the exemption under FRS 102 Section 33 not to provide information on related party transactions with other undertakings in the John Laing Group Limited group. A copy of the published financial statements of John Laing Group Limited can be obtained from Companies House.

13 Parent company

The Company's immediate parent company is John Laing Group Limited, a listed Company incorporated in Great Britain and registered in England and Wales, same registered office as the company. The smallest and largest group in which its results are consolidated is John Laing Group Limited. Copies of its accounts are available from Companies House.

The Company is ultimately owned by funds advised and managed by KKR & Co. Inc and there is no ultimate parent undertaking.

The Company considers the ultimate controlling party to be KKR & Co. Inc, incorporated in Delaware, United States of America and registered at 30 Hudson Yards, Suite 7500, New York, New York, 1001, United States of America.