

## **BIIF Holdco Limited**

**Annual Report and Consolidated Financial Statements  
For the year ended 31 December 2021**

**Registered number 06704550**



# **BIIF Holdco Limited**

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# **BIIF Holdco Limited**

## **Company Information**

**Directors:** John Cavill  
James Dawes

**Company Secretary:** Infrastructure Managers Limited

**Registered Office:** Cannon Place  
78 Cannon Street  
London  
EC4N 6AF

**Independent Auditors:** PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Level 4  
Atria One  
144 Morrison Street  
Edinburgh  
EH3 8EX

# **BIIF Holdco Limited**

## **Strategic Report**

### **Year Ended 31 December 2021**

The directors present their Annual Report and the audited consolidated financial statements of BIIF Holdco Limited ("the Company") and its consolidated subsidiaries ("the Group") for the year ended 31 December 2021.

### **Purpose, Principal Objectives and Strategies**

The Company's purpose is to invest in operational projects that deliver an income yield to investors. The principal activity of the Company was that of a holding company. The principal activity of the Group was the provision, operation and maintenance of various assets under the Private Finance Initiative ('PFI') and within regulated renewable energy markets.

### **Review of the Business**

The results for the year are in line with management's current expectations with each of the Group's investments performing materially in line with the relevant financial model.

### **Future Developments**

The directors intend for the business to continue to run the assets and hold its interests in the investments.

### **Key Performance Indicators**

Group performance is measured on the basis of cash flows, both for shareholders and lenders. As with all companies in this sector, detailed cash flow projections are prepared to demonstrate the ability of the business to service its debt. Current projections demonstrate that the business can continue to maintain its debt service cover ratios at the base case levels agreed with the Group's lenders and will continue to pay returns to shareholders. As such the directors are satisfied that the Group's performance is in line with forecast and, therefore, consider the going concern basis of preparation to be appropriate.

### **Going Concern**

The Group has received loans from external banks, which are secured against the cash flows from the Group's investments together with issued Eurobonds. The financial statements have been prepared on a going concern basis following an assessment of the financial viability of each of the Group's principal investments, and also the sources of cash flow projected to be available to service the portfolio debt obligations and meet the covenant ratios within the Group. This assessment indicates that although the Group currently has net liabilities, sufficient funds will be generated to allow ongoing obligations to be met as they fall due.

The directors have carried out a reverse stress test analysis on the BIIF Bidco debt facility, covering the majority of the projects in the portfolio, and have analysed the scenarios which would need to occur for the portfolio to be unable to service its debt and be in default of its covenants, in the next 12 months. Based on this analysis, the directors have no concerns and consider these scenarios to be highly unlikely.

Distributions from the PFI Senior Funding senior debt facility, covering 18 of the projects in the portfolio, have been adversely affected by the increase in corporation tax rates from 19% to 25% in 2023 as opposed to any underlying project performance. This has resulted in the project life cover ratios falling below the lock up level however, the directors intend to accelerate the repayment of the senior debt in lieu of paying distributions, reducing overall risk. In due course this will return the facility to above lock up levels and normal distributions will be able to recommence. Cashflow projections for this facility indicate that there are sufficient funds available to continue servicing the debt, and the impact of this restriction is not significant to the results of the group. Again, directors have performed a reverse stress test analysis on the facility and have analysed the scenarios which would need to occur for the portfolio to be unable to service its debt in the next 12 months and be in breach of its covenant levels. Based on this analysis, the directors have no concerns and consider these scenarios to be highly unlikely, such that the risk that the group breaches the default ratios is considered remote.

After making the assessment on going concern, the directors considered it appropriate to prepare the financial statements of the Company on a going concern basis. The Company has sufficient financial resources and liquidity in the current economic environment to continue operations for a period of at least 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

# BIIF Holdco Limited

## Strategic Report (continued)

### Financial Risk Management

The Group is exposed to a variety of financial risks that include retail price indices, interest rate risk and liquidity risk. The Group has in place measures to limit the adverse effects of changes in these risks. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash deposits and proceeds from investment sums. The Group also invests in cash deposits at floating rates.

#### *Objectives and policies*

The Group's exposure to and management of interest rate risk, credit risk and liquidity risk are detailed below:

#### *Interest rate risk*

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

#### *Inflation risk*

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

#### *Credit risk*

Credit risk is the risk of financial loss to the Group if a customer, counterparty to a financial instrument or counterparty for facility management services, fails to meet their contractual obligations.

Credit risk is overseen by management, and arises mainly from:

- cash and cash equivalents;
- derivative financial instruments;
- credit exposures to amounts due from outstanding receivables; and
- other committed transactions with counterparties.

The Group's objective is to minimise credit risk to an acceptable level whilst not overly restricting the Group's ability to generate revenue and profit. It is the Group's policy to invest assets safely and profitably. Management monitors credit risk closely and considers that its current policies in managing the exposure to credit risk are appropriate.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of its key customers or counterparties. The Group's largest credit exposures are to public sector bodies and financial institutions. The amounts owed by the public sector bodies in the United Kingdom are considered to be a low credit risk by the Group. The counterparties for facility management are with well-established companies that operate several facility management contracts and the Group considers these companies unlikely to default on their respective liabilities to the Group.

In determining whether a financial asset is impaired due to credit or counterparty risks, the Group takes account of:

- The fair value of the asset at the date of the Statement of Financial Position and, where applicable, the historic fair value of the asset;
- In the case of receivables, the counterparty's typical payment patterns; and
- In the case of other counterparty's, the current contract performance and the latest available information on the counterparty's credit worthiness.

#### *Liquidity risk*

The Group's liquidity risk is principally managed through financing the Group by means of long term borrowing.

# **BIIF Holdco Limited**

## **Strategic Report (continued)**

### **Principal Risks and Uncertainties**

The Group's activities are based on long-term contracts with public sector counterparties. There is a risk, arising from any future changes in political priorities, that the public sector may wish to terminate these contracts early. In most cases, the contracts have robust provisions which set out the basis on which investors will be compensated in the event of early termination at the request of the public sector. Where such provisions do not exist, termination and associated compensation is subject to mutual agreement. Overall, the directors consider the risk of material loss arising from widespread early termination of the projects to be low.

Another risk faced by the Group is the future cost of lifecycle expenditure. Each project has a lifecycle profile which is regularly reviewed and managed, to highlight and mitigate any potential adverse effects.

### **Events after the End of the Reporting Period**

Particulars of events after the reporting date are detailed in note 20 to the Annual Report and Financial Statements.

### **S172 Statement**

The directors of the Group consider that they have adhered to the requirements of section 172 of the Companies Act 2006 (the 'Act') and have, in good faith, acted in a way that they consider would be most likely to promote the success of the Group for the benefit of its shareholder and have had regard to and recognised the importance of considering all stakeholders and other matters (as set out in s.172(1) (a-f) of the Act) in its decision making.

Taking into account the relative size of the Group, it is considered reasonable that the day to day decision making of the subsidiary assets is delegated to project directors, regularly reporting to the Group Board. This promotes full and effective interaction across all levels of the Group and supports the delivery of strategic and business objectives within a framework of best corporate governance practice.

The following paragraphs summarise how the Directors' fulfil their duties:

#### *Business conduct*

The Group relies on maintaining a strong reputation. We ensure our values and ethics are aligned with our purpose and ways of working.

#### *Our People*

The Group is committed to being a responsible business with its behaviour aligned with expectations of society as a whole. Given the nature of the group there are very few employees, however, for the Group to succeed we need to manage their performance, develop and bring through talent while ensuring we operate as efficiently as possible. We must also ensure we share common values that inform and guide our behaviour so we achieve the goals of the Group in the right way.

#### *Business Relationships*

The Board has an important relationship with Infrastructure Managers Limited ("IML"), the Company Secretary and a key stakeholder. IML, which is also a Group company, provides financial and operational management services to the Group. The project directors meet with the Board on a quarterly basis and information is provided at the meeting by the operational and financial management teams. This information will have regard to health and safety matters, the operational and financial performance of the project, planned major maintenance works and relationships with the client and the main subcontractors. The operational and financial management team make recommendations to the Board. These Board meetings are minuted and actions arising are monitored.

#### *Community and Environment*

The Group's approach is to create positive change for the people and communities with which we interact. The Board recognises that the Group is a key partner in the delivery of public infrastructure and encourages its partners in considering and delivering Environmental, Social and Governance ("ESG") values.

# BIIF Holdco Limited

## Strategic Report (continued)

### S172 Statement (continued)

#### Shareholders

The Board is committed to openly engaging with their shareholders, as they recognise the importance of a continuing effective dialogue to ensure full understanding of Group strategy and objectives. The ultimate parent and controlling entity of the Group is BIIF LP. BIIF LP is owned by a number of professional investors and the directors of the company meet regularly with these investors to update them on the performance of the Group.

#### Principal decisions

The Board is focused on long-term predictable returns and risks across the business are carefully assessed and managed. The Group's principal risks and uncertainties are detailed earlier in the Strategic Report.

Examples of principal decisions made by the Board during the year ended 31 December 2021 were as follows:

<b>Decision</b>	<b>Undertake detailed analysis on the new Asset Holding Company regime and whether entry into the regime would be beneficial for the Group.</b>
Context	The government introduced a new regime for the taxation of qualifying asset holding companies (QAHCs) and certain payments that QAHCs may make. It is effective from 1 April 2022 and Companies may elect into the regime. The key potential benefits would be an exemption from tax on chargeable gains assets held by companies and that payments of interest would not be subject to withholding tax.
Outcome	The review explored the impact on the Group of the new rules and concluded that it would not be beneficial due to a loss of tax deduction on payment of interest.

<b>Decision</b>	<b>Undertake detailed analysis on the corporation tax impact of the treatment of swap break costs following a refinancing of the senior debt facility.</b>
Context	The Group refinanced a senior debt facility and incurred significant swap break costs that were being amortised. The capacity of the portfolio to utilise the resultant tax losses in future periods and the impact on the Group corporate interest restriction calculation needed to be assessed.
Outcome	The review identified that the portfolio had capacity to utilise the additional tax losses and that the Group corporate interest restriction calculation would not be adversely affected.

Approved by the board on 26 September 2022 and signed on its behalf by:



James Dawes  
Director

# BIIF Holdco Limited

## Directors' Report

The directors present their report and the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2021.

### Results and Dividends

The consolidated profit after tax and minority interests in the financial year was £7,539K (2020: a loss of £35,920K). The result for the year will be transferred to reserves. The Company made a loss of £1,989K (2020: profit of £1,520K) for the financial year.

No dividends (2020: £nil) were paid by the Company during the year.

### Emissions and Energy Use

The Group and Company have a very limited direct impact on the environment and are not significant producers of greenhouse gas emissions. The Group consumed less than 40,000 kilowatt hours of energy in the financial year and are therefore exempt from the streamlined energy and carbon reporting disclosure requirements.

### Financial Risk Management

See information provided in the Strategic Report.

### Going Concern

See information provided in the Strategic Report.

### Future Developments

See information provided in the Strategic Report.

### Directors and their Interests

The directors in office during the year and up to the date of this report, shown on page 1, had no beneficial interest in the Company or its subsidiaries.

### Disclosure of Information to Auditors

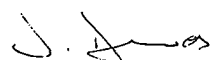
Each of the persons who is a director at the date of the approval of this report confirms that:

- 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.

### Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General meeting.

The Directors' Report was approved by the board on 26 September 2022 and signed on its behalf by:



James Dawes  
Director



## **BIIF Holdco Limited**

### **Statement of Directors' Responsibilities**

The directors are responsible for preparing the Annual Report and Group 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 prepared the Group and Company 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 Group and Company and of the profit or loss of the Group and Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed for the Group and Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

The Directors' Responsibilities were approved by the board on 26 September 2022 and signed on its behalf by:



James Dawes  
Director

# **BIIF Holdco Limited**

## **Independent Auditors' Report to the members of BIIF Holdco Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion, BIIF Holdco 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 December 2021 and of the Group's profit and the group's cash flows 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 Consolidated Financial Statements (the "Annual Report"), which comprise: the Consolidated and Company Statements of Financial Position as at 31 December 2021; the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Cash Flows, and the Consolidated and Company Statements 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 group 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, as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Our audit approach**

##### *Overview*

##### *Audit scope*

- The group comprises 164 components, being operating subsidiaries and intermediary holding companies, as well as joint ventures and associates.
- Our audit scope was tailored to provide appropriate coverage of the consolidated financial statements through audit procedures performed across the components by the group audit team.
- The components where we performed full scope audit work accounted for approximately 92% of the group's turnover, 89% of profit before tax and 79% of net assets
- All audit work was performed by the same engagement team in the UK.

##### *Key audit matters*

- Risk of incorrect recognition of turnover as a result of inappropriate calculation and allocation of the unitary charge (group)
- Carrying Value of Investments (company)

# BIIF Holdco Limited

## Independent Auditors' Report to the members of BIIF Holdco Limited

### Materiality

- Overall group materiality: £7,025,970 (2020: £5,437,800) based on 5% of earnings before interest, tax, depreciation and amortisation ("EBITDA").
- Overall company materiality: £387,050 (2020: £406,941) based on 1% of total assets.
- Performance materiality: £5,269,478 (2020: £4,078,350) (group) and £290,288 (2020: £305,205) (company).

### The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

### Key audit matters

Key audit matters are those matters that, in the auditors' professional judgment, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The Impact of Covid-19 (Group and Company), which was a key audit matter last year, is no longer included because of the impact of Covid-19 is no longer considered to be significant or material. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><i>Risk of incorrect recognition of turnover as a result of inappropriate calculation and allocation of the unitary charge (Group)</i></p> <p>Through its subsidiaries, joint ventures and associates, the group has service concession arrangements with external parties for the design, construction, finance and maintenance of various public use assets including education facilities, railways, hospitals, roads, prisons and police stations.</p> <p>A significant proportion of the service concession arrangements are accounted for as finance debtors (as per note 10 and 11 of the financial statements), with amortisation and finance income recognised each year at a constant rate.</p> <p>The unitary charge payments received from customers for the service concession arrangements are allocated to turnover, finance income and the finance debtor amortisation. The allocation to turnover is calculated by applying a margin to the costs incurred in the operations and ongoing maintenance of the related asset. Due to the judgment required to estimate the margin over the life of the project and the significant impact that the allocation of the unitary charge has on key accounts: turnover, finance income, the finance debtor and any unitary charge control accounts ("UCCA"), including those most susceptible to fraudulent manipulation, we consider this risk to be a key area of audit focus.</p>	<p>Our audit addressed the risk as follows:</p> <p>In each project where such accounting is applied, we:</p> <ul style="list-style-type: none"><li>- tested a sample of unitary charge payments received from the customer, agreeing to invoice and evidence of cash receipt and used this to determine an expectation for total value of payments received in the year;</li><li>- compared the margin applied in the current year to the margin applied in the prior year. Where there was a material movement in the margin, we sought to understand and corroborate the factors that have driven this change. This included analysing the project financial models to establish any changes in trends for expected future costs which impact the lifetime margin of the project, and investigating unusual trends in key elements of the project forecasts;</li><li>- recalculated the revenue recognised by applying the margin to qualifying costs incurred in the year ended 31 December 2021;</li><li>- re-performed the allocation of the unitary payment between turnover, finance debtor amortisation, finance income and where applicable the UCCA and checked that the allocated amounts had been recognised appropriately.</li></ul> <p>Our audit work did not identify any issues and we therefore concluded that there was no material misstatement in any of the impacted financial statement lines.</p>

# BIIF Holdco Limited

## Independent Auditors' Report to the members of BIIF Holdco Limited

<i>Key audit matter</i>	<i>How our audit addressed the key audit matter</i>
<p><i>Carrying Value of Investments (Company)</i></p> <p>The company acts as a holding company for a portfolio of PFI investments. These investments are carried at cost. There is an inherent risk in such an entity that the carrying value of the investments could be impaired.</p> <p>As per note 8 of these financial statements, the Company's investment is in the share capital of two immediate, which each hold a portfolio of further holding companies and PFI project companies.</p> <p>As at 31 December 2021, the directors assessed the carrying value of the investments held by the Company.</p> <p>The directors designated a Valuations Committee to oversee the preparation of a discounted cash flow model, based upon forecast PFI project performance, to calculate the net present value ("NPV") of the investment portfolio. They compared this NPV to the carrying value of the investments in the financial statements.</p> <p>This assessment, by its nature, requires the use of judgements and estimates, and as a result was an area of focus for us in our audit.</p>	<p>We considered the process undertaken by the directors in concluding on the NPV of the portfolio, including the expertise of the members of the Valuation Committee and the approval process of the key assumptions and conclusions.</p> <p>We obtained the discounted cash flow model used by the directors to calculate the NPV of the investment portfolio.</p> <p>Our procedures over this model were as follows:</p> <ul style="list-style-type: none"> <li>- We compared the underlying forecast cash flows, for a sample of investments, to the individual project model.</li> <li>- We performed testing on a sample of the project models, including look-back tests to assess the models' historical forecasting accuracy.</li> <li>- For each of the key assumptions applied in the calculation of the discounted cash flows, including inflation rates and discount rates, we compared them to market expectations and independent sources.</li> <li>- We tested the mathematical and formulaic accuracy of the NPV calculation.</li> <li>- We used our knowledge of the underlying portfolio of investments to ensure that any specific issues or challenges on individual projects had been appropriately factored into the models for those projects.</li> </ul> <p>Our procedures did not identify any issues with the carrying value of the investments.</p>

### *How we tailored the audit scope*

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

The group comprises of 164 components, being operating subsidiaries and intermediary holding companies, as well as a number of joint ventures and associates. The principal activity of the majority of the operating subsidiaries is the provision, operation and maintenance of various assets under the Private Finance Initiative ('PFI'). The majority of the group's operations are within the UK, with two entities based in France. The group is partly funded by loan notes issued on the International Stock Exchange, issued by the Company and its subsidiary BIIF Issuerco.

None of the components are individually financially significant, however, we perform a full scope audit over 103 components.

All audit work was performed by the same engagement team within the UK.

The company BIIF Holdco Limited is a holding company for the two portfolio but is not itself a trading entity. We perform a full scope audit over the company.

### *Materiality*

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

## BIIF Holdco Limited

### Independent Auditors' Report to the members of BIIF Holdco Limited

	<i>Group financial statements</i>	<i>Company financial statements</i>
<b>Overall materiality</b>	£7,025,970 (2020: £5,437,800).	£387,050 (2020: £406,941).
<b>How we determined it</b>	5% of earnings before interest, tax, depreciation and amortisation ("EBITDA")	1% of total assets
<b>Rationale for benchmark applied</b>	EBITDA is a generally accepted performance benchmark which is commonly used by shareholders of groups with investment portfolios which are financed through debt. It is a benchmark that is closely correlated to the cash flows generated by the portfolio of investments. It is therefore considered the most appropriate benchmark for assessing materiality for the audit of the Group.	The principal operations of the Company are to operate as a holding company and to provide funding for its investments. We believe therefore that total assets is the primary measure used by the shareholders in assessing the performance and financial position of the entity, and is a generally accepted auditing benchmark.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £14,494 and £6,323,373. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2020: 75%) of overall materiality, amounting to £5,269,478 (2020: £4,078,350) for the group financial statements and £290,288 (2020: £305,205) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £271,890 (group audit) (2020: £440,000) and £20,300 (company audit) (2020: 396,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

#### Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- assessing management's going concern models for reasonableness, including the review of the inputs and key assumptions used in those models;
- testing the underlying data generated to prepare the forecasted model and determined whether there was adequate support for the assumptions underlying the forecasts, including considering the accuracy of prior year forecasts;
- obtaining an understanding of the debt covenants associated with the loan facilities, and ensuring that the forecasts show that the group will remain in compliance with them;
- ensuring that there was sufficient cash available to repay the group debt liabilities in line with the terms of the debt in place;
- and reviewing managements going concern disclosures.

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

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

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

# **BIIF Holdco Limited**

## **Independent Auditors' Report to the members of BIIF Holdco Limited**

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

### **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 Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

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

### *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2021 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 group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

### **Responsibilities for the financial statements and the audit**

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities, 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 group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

#### *Auditors' responsibilities for the audit of the financial statements*

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

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements.

## **BIIF Holdco Limited**

### **Independent Auditors' Report to the members of BIIF Holdco Limited**

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and the risk of management bias in accounting estimates. Audit procedures performed by the engagement team included:

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

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

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

## **BIIF Holdco Limited**

### **Independent Auditors' Report to the members of BIIF Holdco Limited**

#### *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 company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



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

Date 26 September 2022



# BIIF Holdco Limited

## Consolidated Statement of Comprehensive Income

For the year ended 31 December 2021

	Note	Year ended 31 Dec 2021		Year ended 31 Dec 2020	
		£000	£000	£000	£000
<b>Turnover</b>	2		351,735		346,084
Cost of sales			<u>(274,698)</u>		<u>(257,511)</u>
<b>Gross profit</b>			77,037		88,573
Operating expenses			(41,834)		(40,443)
Gain on revaluation of investment properties			16,404		4,711
<b>Operating profit</b>			<u>51,607</u>		<u>52,841</u>
Net finance costs	3				
- Group interest receivable and payable		(61,817)		(78,903)	
- Fair value gain/(loss) on derivatives		<u>25,035</u>		<u>(6,975)</u>	
			(36,782)		(85,878)
Share of results in joint ventures and associates	9		<u>10,555</u>		<u>9,823</u>
<b>Profit/ (loss) before taxation</b>	4		25,380		(23,214)
Tax on profit/ (loss)	6		(15,238)		(8,275)
<b>Profit/ (loss) after taxation</b>			<u>10,142</u>		<u>(31,489)</u>
<b>Profit/ (loss) attributable to:</b>					
Owners of the parent company			7,539		(35,920)
Non-controlling interests			2,603		4,431
<b>Profit/ (loss) for the financial year</b>			<u>10,142</u>		<u>(31,489)</u>
<b>Other comprehensive income/(expense)</b>					
Fair value movements on cash flow hedging instruments, net of tax					
- Group		18,054		160	
- Associates and joint ventures		<u>526</u>	18,580	<u>2,933</u>	3,093
Exchange differences on retranslation of subsidiary undertakings			(1,048)		969
<b>Total comprehensive income/ (expense) for the year</b>			<u>27,674</u>		<u>(27,427)</u>
<b>Total comprehensive income/ (expense) for the year attributable to:</b>					
Owners of the parent company			24,291		(31,810)
Non-controlling interests			<u>3,384</u>		<u>4,383</u>
			<u>27,674</u>		<u>(27,427)</u>

# BIIF Holdco Limited

## Consolidated and Company Statements of Financial Position

As at 31 December 2021

	Note	Group 31 Dec 2021 £000	Group 31 Dec 2020 £000	Company 31 Dec 2021 £000	Company 31 Dec 2020 £000
<b>Fixed assets</b>					
Tangible assets	7	239,728	261,559	-	-
Investment properties	7	68,800	86,671	-	-
<b>Investments</b>	8	-	-	34,547	37,621
Interests in joint ventures:	9				
Share of gross assets		1,569,107	1,641,466	-	-
Share of gross liabilities		(1,338,372)	(1,388,976)	-	-
Associates:	9				
Interest in associates		70,391	80,959	-	-
<b>Total equity investments</b>		<u>301,126</u>	<u>333,449</u>	<u>-</u>	<u>-</u>
		609,654	681,679	34,547	37,621
<b>Current assets</b>					
Investment properties	7	34,000	-	-	-
Debtors: due within one year	10	185,758	140,300	4,158	3,073
Debtors: due after more than one year	11	956,083	1,087,998	-	-
Cash in hand and at bank		252,799	233,845	-	-
		<u>1,428,640</u>	<u>1,462,143</u>	<u>4,158</u>	<u>3,073</u>
<b>Creditors: amounts falling due within one year</b>	12	(477,991)	(350,227)	-	-
<b>Net current assets</b>		<u>950,649</u>	<u>1,111,916</u>	<u>4,158</u>	<u>3,073</u>
<b>Total assets less current liabilities</b>		<u>1,560,303</u>	<u>1,793,595</u>	<u>38,705</u>	<u>40,694</u>
<b>Creditors: amounts falling due after more than one year</b>	13	(1,647,574)	(1,866,803)	(38,078)	(38,078)
<b>Derivative financial instruments</b>	14	(286,526)	(335,726)	-	-
<b>Provision for liabilities and charges</b>					
Deferred taxation	15	(73,780)	(60,804)	-	-
<b>Net (liabilities)/assets</b>		<u>(447,577)</u>	<u>(469,738)</u>	<u>627</u>	<u>2,616</u>

**BIIF Holdco Limited****Consolidated and Company Statements of Financial Position**

As at 31 December 2021

	Note	Group 31 Dec 2021 £000	Group 31 Dec 2020 £000	Company 31 Dec 2021 £000	Company 31 Dec 2020 £000
<b>Capital and reserves</b>					
Called up share capital	16	-	-	-	-
Hedging reserve		(323,757)	(341,557)	-	-
Other reserves		49,145	33,912	-	-
Profit and loss account		(204,633)	(195,891)		
At beginning of year		-	-	2,616	1,096
Loss/ (profit) for the year		-	-	(1,989)	1,520
At end of year		-	-	627	2,616
Total shareholders' (deficit)/funds		<u>(479,245)</u>	<u>(503,536)</u>	<u>627</u>	<u>2,616</u>
Non-controlling interests		31,668	33,798	-	-
		<u>(447,577)</u>	<u>(469,738)</u>	<u>627</u>	<u>2,616</u>

These financial statements on pages 15 to 53 were approved by the directors and authorised for issue on 26 September 2022 and are signed on its behalf by:



James Dawes

Director

Company registration number: 06704550

**BIIF Holdco Limited**
**Consolidated Statement of Changes in Equity**

For the year then ended 31 December 2021

Group	Called up share capital £'000	Profit and loss account £'000	Hedging reserve £'000	Other reserves		Non-controlling interests £'000	Total equity £'000
				Revaluation reserve £'000	Foreign exchange reserve £'000		
As at 1 January 2020	-	(156,598)	(344,698)	27,734	1,836	51,738	(419,988)
<i>(Loss)/ profit for the year</i>	-	(35,920)	-	-	-	4,431	(31,489)
<i>Other comprehensive income</i>							
Fair value movements on cash flow hedging instruments, net of tax	-	-	3,141	-	-	(48)	3,093
Exchange differences on retranslation of subsidiary undertakings	-	-	-	-	969	-	969
Dividends	-	(35,920)	3,141	-	969	4,383	(27,427)
<i>Transfers</i>						(22,323)	(22,323)
Revaluation of investment property	-	(4,711)	-	4,711	-	-	-
Gain on disposal of investment property	-	1,338	-	(1,338)	-	-	-
<i>Total comprehensive expense for the year</i>	-	(39,293)	3,141	3,373	969	(17,940)	(49,750)
As at 31 December 2020	-	(195,891)	(341,557)	31,107	2,805	33,798	(469,738)
<i>Profit for the year</i>	-	7,539	-	-	-	2,603	10,142
<i>Other comprehensive income</i>							
Fair value movements on cash flow hedging instruments, net of tax	-	-	17,800	-	-	780	18,580
Exchange differences on retranslation of subsidiary undertakings	-	-	-	-	(1,048)	-	(1,048)
Dividends	-	7,539	17,800	-	(1,048)	3,383	27,674
<i>Transfers</i>						(5,513)	(5,513)
Revaluation of investment property	-	(16,404)	-	16,404	-	-	-
Gain on disposal of investment property	-	123	-	(123)	-	-	-
<i>Total comprehensive expense for the year</i>	-	(8,742)	17,800	16,281	(1,048)	(2,130)	22,161
As at 31 December 2021	-	(204,633)	(323,757)	47,388	1,757	31,668	(447,577)

## **BIIF Holdco Limited**

### **Company Statement of Changes in Equity**

For the year then ended 31 December 2021

<b>Company</b>	<b>Called up share capital £'000</b>	<b>Profit and loss account £'000</b>	<b>Total equity £'000</b>
As at 1 January 2020	-	1,096	1,096
Profit for the year	-	1,520	1,520
Total comprehensive income for the year	-	1,520	1,520
As at 31 December 2020	-	2,616	2,616
Loss for the year	-	(1,989)	(1,989)
Total comprehensive expense for the year	-	(1,989)	(1,989)
As at 31 December 2021	-	627	627

**BIIF Holdco Limited**  
**Consolidated Statement of Cash Flows**  
For the year ended 31 December 2021

		<b>Year ended 31 Dec 2021</b>	<b>Year ended 31 Dec 2020</b>
	<b>Note</b>	<b>£000</b>	<b>£000</b>
<b>Net cash from operating activities</b>	17	<b>160,079</b>	<b>141,673</b>
Taxation		(1,118)	(11,244)
<b>Net cash generated from operating activities</b>		<b>158,961</b>	<b>130,429</b>
<b>Investing activities</b>			
Interest received		50,139	53,773
Dividends received		38,257	24,903
Purchase of tangible fixed assets		(2,758)	(1,510)
Proceeds from disposal of tangible fixed assets		-	19,300
Proceeds from disposal of investment property		318	-
<b>Net cash generated from investing activities</b>		<b>85,956</b>	<b>96,466</b>
<b>Financing activities</b>			
Interest paid		(112,788)	(143,181)
Receipt of new banking facilities		-	601,165
Issue costs of new banking facility		-	(5,304)
Repayment of bank borrowings and other loans		(130,037)	(585,439)
Repayment of swaps		-	(142,550)
Capital repayments of loan amounts issued to joint ventures and associates		4,743	3,797
Receipt from loan amounts due from project companies in the Group under sub participation agreement from the bank		12,368	13,503
<b>Net cash used in financing activities</b>		<b>(225,714)</b>	<b>(258,009)</b>
<b>Increase/(decrease) in cash and cash equivalents</b>		<b>19,203</b>	<b>(31,114)</b>
<b>Effect of exchange rates on cash and cash equivalents</b>		<b>(249)</b>	<b>273</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>233,845</b>	<b>264,686</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>252,799</b>	<b>233,845</b>

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **I. Accounting policies**

A summary of the principal Group Accounting Policies, all of which have been applied consistently throughout the year, are set out below.

#### **Statement of compliance**

BIIF Holdco Limited is a private company limited by shares incorporated in England. The Registered Office is Cannon Place, 78 Cannon Street London EC4N 6AF.

The Group's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Group for the year ended 31 December 2021.

#### **Basis of preparation**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments and in accordance with Companies Act 2006 and applicable Accounting Standards in the United Kingdom. The financial statements are prepared in sterling which is the functional currency of the Group and rounded to the nearest £'000.

The directors have taken advantage of the exemption available under section 408 of the Companies Act 2006 and have not prepared a statement of comprehensive income for BIIF Holdco Limited.

#### **Going concern**

The Group has received loans from external banks, which are secured against the cash flows from the Group's investments together with issued Eurobonds. The financial statements have been prepared on a going concern basis following an assessment of the financial viability of each of the Group's principal investments, and also the sources of cash flow projected to be available to service the portfolio debt obligations and meet the covenant ratios within the Group. This assessment indicates that although the Group currently has net liabilities, sufficient funds will be generated to allow ongoing obligations to be met as they fall due.

The directors have carried out a reverse stress test analysis on the BIIF Bidco debt facility, covering the majority of the projects in the portfolio, and have analysed the scenarios which would need to occur for the portfolio to be unable to service its debt and be in default of its covenants, in the next 12 months. Based on this analysis, the directors have no concerns and consider these scenarios to be highly unlikely.

Distributions from the PFI Senior Funding senior debt facility, covering 18 of the projects in the portfolio, have been adversely affected by the increase in corporation tax rates from 19% to 25% in 2023 as opposed to any underlying project performance. This has resulted in the project life cover ratios falling below the lock up level however, the directors intend to accelerate the repayment of the senior debt in lieu of paying distributions, reducing overall risk. In due course this will return the facility to above lock up levels and normal distributions will be able to recommence. Cashflow projections for this facility indicate that there are sufficient funds available to continue servicing the debt, and the impact of this restriction is not significant to the results of the group. Again, directors have performed a reverse stress test analysis on the facility and have analysed the scenarios which would need to occur for the portfolio to be unable to service its debt in the next 12 months and be in breach of its covenant levels. Based on this analysis, the directors have no concerns and consider these scenarios to be highly unlikely, such that the risk that the group breaches the default ratios is considered remote.

After making the assessment on going concern, the directors considered it appropriate to prepare the financial statements of the Company on a going concern basis. The Company has sufficient financial resources and liquidity in the current economic environment to continue operations for a period of at least 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **Accounting policies (continued)**

#### **Method of consolidation – subsidiaries**

On acquisition of a business, all the business' assets and liabilities that exist at the date of acquisition are recorded at their fair values. Initially, provisional fair values are allocated and these are finalised within twelve months of the date of control. All changes to those assets and liabilities and resulting gains and losses that arise after the Group has gained control of the subsidiary are charged to the post acquisition statement of comprehensive income. The purchase consideration is measured as the fair value of the assets given up or liabilities undertaken plus costs directly attributable to the acquisition. Goodwill is the excess purchase consideration over the fair value of the identifiable assets and liabilities acquired.

Subsidiaries are enterprises that are controlled by the Group over which it typically has in excess of 50% of the voting rights. The Group consolidates the results of the company and its subsidiaries. Subsidiary acquisitions are accounted for using the acquisition method of accounting. All inter-group transactions, balances and unrealised gains on transactions between Group entities have been eliminated in full.

Fair value adjustments which are made at the date of acquisition are amortised on a straight line basis over the period of the life of the underlying asset.

Uniform accounting policies are applied across all subsidiaries within the Group.

#### **Method of consolidation – associates and joint ventures**

Investments in associates and joint ventures are consolidated using the equity method. In arriving at the amounts to be included by the equity method, the same accounting policies as those of BIIF Holdco Limited are applied. Where practicable, associates and joint ventures are included on the basis of financial statements prepared for a period not more than three months before the Group's year end. Where the associate's or joint venture's accounting reference date is greater than three months prior to 31 December, the associates are consolidated based on the latest statutory accounts adjusted for management accounts to 31 December.

Associates are enterprises, other than joint ventures, that are not controlled by the Group, over which the Group generally has between 20% and 50% of the voting rights, or over which the Group has significant influence.

All balances and effects of transactions between each associate and joint venture and the Group have been eliminated to the extent of the Group's interest in the associate and joint venture.



# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **Accounting policies (continued)**

#### **Judgments and key sources of estimation uncertainty**

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

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

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

##### **i) Impairment of assets**

The carrying value of those assets recorded on the Group's Statement of Financial Position at amortised cost could be materially reduced if the value of those assets were assessed to have been impaired. Impairment reviews are performed in the event that circumstances change which might indicate that an asset has been impaired. In principle, such 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 on the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Income Statement. 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 appropriate discount rate to apply to those cash flows.

##### **ii) Accounting for service concession agreements**

Accounting for the service concession contracts and finance debtors requires estimation of service margins, finance debtor interest rates and associated amortisation profiles which are based on forecast results of the contracts.

##### **iii) Revaluation of investment properties**

The Group carries its investment properties at fair value, with changes in fair value being recognised in the Statement of Comprehensive Income. The aggregate surplus or deficit is transferred to or from a revaluation reserve except where a deficit is deemed to represent a permanent impairment in the value of the property, in which event it is charged to the Statement of Comprehensive Income. The Group engages independent valuation specialists to determine fair value of the residential property and the commercial property. Both valuations relate to the year ended 31 December 2021. When valuing the residential properties, the valuer uses a valuation technique based on a discounted cash flow model as there is a lack of comparable market data because of the nature of the property. The determined fair value of the investment property is most sensitive to the estimated yield as well as the long term vacancy rate. The commercial property was revalued using a market approach based on vacant possession. The key assumptions used to determine the fair value of investment properties are further explained in note 7.

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

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

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **Accounting policies (continued)**

#### **Taxation**

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, 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 evaluates 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 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 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 timing difference.

#### **Turnover**

Turnover represents the services share of the management services income received by the Group for the provision of a PFI asset to the customer. This income is received over the life of the concession period. Management service income is allocated between revenue and reimbursement of finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

#### **Interest income**

Interest income is recognised as interest accrues using the effective interest method.

#### **Dividends**

Dividends are recognised as income when the Group's right to receive payment is established.

#### **Foreign currencies**

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The assets and liabilities of overseas subsidiary undertakings are translated into the presentational currency at the rate of exchange ruling at the statement of financial position date. Income and expenses for each statement of comprehensive income are translated at exchange rates at the dates of transaction. All resulting exchange differences are recognised in other comprehensive income.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **Accounting policies (continued)**

#### **Accounting for PFI assets**

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

#### **i. Finance debtor**

The Group 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 Group on the design and construction of the assets have been treated as a finance debtor within these financial statements.

#### **ii. Tangible fixed assets**

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

#### **iii. Investment properties**

Investment properties are accounted for in accordance with FRS 102 Section 16 'Investment Property'. Investment properties are revalued every two to three years by an external qualified and registered property valuer and every other year the directors assess the carrying value in light of any changes in market conditions. The aggregate surplus or deficit is charged to the income statement; and no amortisation is provided in respect of long leasehold investment properties.

#### **Depreciation**

On completion (date on which an availability certificate is issued), depreciation is charged on buildings on a straight line basis to the income statement over the useful economic life of each asset. The annual rates applied to each class of asset are:

Buildings	concession period 25 to 35 years – 2.9% to 4.0% straight line
Equipment	concession period 25 to 29 years straight line
	short life assets 3-4 years straight line and 12.5% – 33% reducing balance

#### **Impairment**

All assets, including financial assets, are reviewed for impairment annually at the reporting date. Where an indicator of impairment or objective evidence exists, an estimate of the asset's recoverable amount is made. An impairment loss is recognised in the income statement for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. This is at the individual project company level within the Group.

#### **Government grants**

Grants which relate to specific capital expenditure are accounted for using the accrual model. These are initially treated as deferred income and subsequently released to the income statement on a straight line basis over the asset's useful economic life. Other grants are recognised in the income statement when any associated performance conditions are met.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **Accounting policies (continued)**

#### **Accounting for PFI assets (continued)**

#### **Deferred income**

Deferred income also includes capital contributions towards the construction of fixed assets from the public sector counterparty on certain projects completed by the Group. These are accounted for using the accrual model and released to the income statement on a straight line basis over the life of the related asset.

#### **Capital instruments**

Shares are included in shareholder funds. Debt instruments, which contain an obligation to repay, are classified as liabilities. The finance costs recognised in the income statement in respect of capital instruments, other than shares, are allocated to periods over the operating life of the instrument to which they relate at a constant carrying amount in accordance with FRS 102 section 22.

#### **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, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Other financial instruments are subsequently measured at fair value, with any changes recognised in the income statement, 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 income statement 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 profit or loss 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.

#### **Hedge accounting**

Some entities in the Group have 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"). Some entities have also entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its principal activity (RPI swaps). These entities have designated that these arrangements are a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Group'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 income statement. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the income statement 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.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **Accounting policies (continued)**

#### **Hedge accounting (continued)**

The UK Financial regulator (the FCA) legislated that sterling LIBOR would cease to be published after 31 December 2021, however, has confirmed it will allow the temporary use of 'synthetic' sterling LIBOR rates in all legacy LIBOR contracts that had not been changed at or ahead of 31 December 2021. As described at Note 14, the Group's borrowings and hedge agreements are linked to LIBOR.

The companies within the group are at different stages in their negotiations with lenders to agree an amendment to both the loan and swap agreement to provide for the replacement of LIBOR, with an interest rate based on the Compounded Reference Rate. The Compounded Reference rate will be SONIA (sterling overnight index average) plus a 5 day credit adjustment spread. The use of the same LIBOR replacement rate for both the loan and swap agreement means that the LIBOR Transition Amendments are materially net cash neutral for the company and that the current hedge effectiveness continues.

#### **Capital risk management**

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

#### **Defined contribution plans**

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

#### **Company**

##### **Disclosure exemptions**

The Company satisfies the criteria of being a qualifying entity as defined in FRS 102. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) The Company 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.

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the Group and arise entirely from continuing operations. An analysis of revenue is given below:

	31 Dec 2021 £000	31 Dec 2020 £000
United Kingdom	341,564	336,906
Other European Union	10,171	9,178
Total revenue	<u>351,735</u>	<u>346,084</u>

### 3. Net finance costs

	31 Dec 2021 £000	31 Dec 2020 £000
<b>Interest payable</b>		
Interest payable on bank loans and overdrafts	(43,167)	(60,888)
Interest payable on Eurobond	(49,998)	(50,380)
Interest on long term bond	(6,736)	(8,949)
Other interest payable and similar items	(1,980)	(1,515)
Total interest payable and similar items	<u>(101,881)</u>	<u>(121,732)</u>
<b>Interest receivable</b>		
Bank interest receivable	38	199
Other interest receivable	4,679	4,443
Finance debtor interest receivable	35,347	38,187
Total interest receivable	<u>40,064</u>	<u>42,829</u>
Net interest payable and similar items	<u>(61,817)</u>	<u>(78,903)</u>

## BIIF Holdco Limited

### Notes to the financial statements

For the year ended 31 December 2021

#### 4. Profit/ (loss) before taxation

	31 Dec 2021 £000	31 Dec 2020 £000
Profit/ (loss) before taxation is stated after charging:		
Depreciation of tangible fixed assets	23,101	22,846
Amortisation of fair value adjustments	30,211	30,221
(Loss)/gain on disposal of tangible fixed assets	-	1,112
Gain/ (loss) on disposal of investment properties	43	(520)
Gain on revaluation of investment properties	16,404	4,711
Wages and salaries	8,371	7,532
Social security costs	912	904
Other pension costs	1,146	999
Fees payable to the Company auditors for the audit of the parent company, subsidiary companies and consolidated financial statements (parent company: 2021: £4K 2020: £4K)	1,049	1,056
Fees payable to the company auditors for other services		
- Audit-related services	-	-
- Tax compliance and advisory services	343	317

Within the Group, the number of monthly average employees in the financial year other than the directors was 118 (2020: 105).

None of the directors of the Company received any remuneration from the Group during the year (2020: £nil). Attention is drawn to the payments made to certain directors of subsidiary undertakings disclosed in note 19.

#### 5. Results of holding company

A Company loss of £1,989K (2020: profit of £1,520K) is dealt with by the group financial statements of BIIF Holdco Limited. The directors have taken advantage of the exemption available under section 408 of the Companies Act 2006 and have not presented a Statement of Comprehensive Income for the Company.

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 6. Tax on profit/ (loss)

	31 Dec 2021 £000	31 Dec 2020 £000
<b>Current tax</b>		
UK corporation tax on profit/(loss) for the year	8,669	6,446
Adjustments in respect of prior periods for subsidiary companies	(4,576)	(300)
<b>Current tax on profit/ (loss)</b>	<u>4,093</u>	<u>6,146</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	6,821	1,736
Adjustments in respect of prior periods for subsidiary companies	(88)	(490)
Impact of change in tax rate	4,412	883
Total deferred tax charge	<u>11,145</u>	<u>2,129</u>
<b>Tax on profit/ (loss) on ordinary activities</b>	<u>15,238</u>	<u>8,275</u>

The tax assessed for the year is higher than (2020: higher than) the standard rate applying in the UK (19.00%) (2020: 19.00%). The differences are explained below:

	31 Dec 2021 £000	31 Dec 2020 £000
Group profit / (loss) before tax	<u>25,380</u>	<u>(23,214)</u>
Profit/ (loss) before tax at the UK tax rate 19.00% (2020: 19.00%)	4,822	(4,411)
Effects of:		
Expenses not deductible for tax purposes	6,129	14,279
Losses utilised	168	(2,338)
Adjustment in respect of prior year tax charge	(4,664)	(790)
Non-trading transfer pricing adjustment	4,371	4,406
Group relief not paid	-	(3,753)
Effect of rate change	4,412	882
<b>Tax on profit/ (loss) activities</b>	<u>15,238</u>	<u>8,275</u>

During the year, as a result of the increase in the UK main corporation tax rate from 19% to 25% that was enacted in May 2021 to take effect from 1 April 2023, the relevant deferred tax balances have been remeasured at 25%. This change has increased the deferred tax asset at the balance sheet date, and so has increased the profit in the year by £3,681K.



**BIIF Holdco Limited**  
**Notes to the financial statements**  
For the year ended 31 December 2021

**7. Tangible fixed assets - Group**

	<b>Buildings £000</b>	<b>Equipment £000</b>	<b>Total £000</b>
<b>Cost or valuation</b>			
As at 1 January 2021	408,274	133,386	541,660
Additions	-	2,750	2,750
Disposals	-	(89)	(89)
Foreign exchange translation adjustment	-	(2,853)	(2,853)
<b>As at 31 December 2021</b>	<b>408,274</b>	<b>133,194</b>	<b>541,468</b>
<b>Accumulated depreciation</b>			
As at 1 January 2021	198,668	81,433	280,101
Charge for the period	17,285	5,816	23,101
Disposals	-	(89)	(89)
Foreign exchange translation adjustment	-	(1,373)	(1,373)
<b>As at 31 December 2021</b>	<b>215,953</b>	<b>85,787</b>	<b>301,740</b>
<b>Net book value</b>			
<b>As at 31 December 2021</b>	<b>192,321</b>	<b>47,407</b>	<b>239,728</b>
As at 31 December 2020	209,606	51,953	261,559

Included in the total net book value of tangible fixed assets is £19,613K (2020: £19,234K revised) in respect of interest capitalised. Depreciation for the year on these assets was £710K (2020: £673K).

**Company**

The Company had no tangible fixed assets at 31 December 2021 (2020: none).

<b>Investment properties - Group</b>	<b>Land &amp; Buildings £000</b>
<b>Cost or valuation</b>	
As at 1 January 2021	86,671
Disposals	(275)
Revaluation	16,404
<b>As at 31 December 2021</b>	<b>102,800</b>

The Group holds residential and commercial investment properties.

The basis of the valuation of the residential property was the approved offer of sale for all 121 properties. The sale took place in March 2022 and as such the residential property is recognised in the Current Assets in the Statement of Financial Position.

**BIIF Holdco Limited**  
**Notes to the financial statements**  
For the year ended 31 December 2021

**Investment properties – Group (continued)**

The commercial property was revalued using a market approach on a vacant possession basis as at 31 December 2021 in January 2022 by David Ingham a member of the Royal Institution of Chartered Surveyors on behalf of CBRE. The valuation has been recognised in the financial statements to 31 December 2021. When carrying out the valuation the following assumptions have been made:

- A) An equivalent yield of 5.25%
- B) A reversionary yield of 5.87%
- C) Capital value of £5,393.50 per sq m (£501.05 per sq ft)

**Company**

The Company had no investment properties at 31 December 2021 (2020: none).

**8. Investments**

The Group had no fixed asset investments at 31 December 2021 (2020: none)

**Company**

**Investments**

	<b>Total £000</b>
<b>Cost</b>	
As at 1 January 2021 and 31 December 2021	<u><u>37,621</u></u>
<b>Impairment</b>	
As at 1 January 2021	-
Impairment losses	<u>3,074</u>
As at 31 December 2021	<u><u>3,074</u></u>
<b>Carrying amount</b>	
As at 31 December 2021	<u><u>34,547</u></u>
As at 31 December 2020	<u><u>37,621</u></u>

**Subsidiaries, associates and other investments**

The Company owns 100% of the issued share capital of BIIF Holdco II Limited and BIIF Issuerco Limited. Both investments are held at cost with an impairment applied against the carrying value of the investment in BIIF Holdco II Limited.

**BIIF Holdco Limited**  
**Notes to the financial statements**  
For the year ended 31 December 2021

**9. Investments – Group**

**Interests in joint ventures and associates**

	<b>Joint ventures £000</b>	<b>Associates £000</b>	<b>Loans to joint ventures £000</b>	<b>Loans to associates £000</b>	<b>Total £000</b>
<b>Cost or valuation</b>					
As at 1 January 2021	100,687	64,004	151,803	16,955	333,449
Additions	-	-	248	990	1,238
Share of retained profits	6,930	3,625	-	-	10,555
Dividends receivable	(20,910)	(17,347)	-	-	(38,257)
Movement on hedge reserve	(1,914)	2,440	-	-	526
Foreign exchange movement	(134)	47	(568)	-	(655)
Repayment of loan	-	-	(5,407)	(323)	(5,730)
<b>As at 31 December 2021</b>	<b>84,659</b>	<b>52,769</b>	<b>146,076</b>	<b>17,622</b>	<b>301,126</b>

The following additional information is provided in respect of equity accounted investments:

	<b>Share of Revenue £000</b>	<b>Share of non- current assets £000</b>	<b>Share of current assets £000</b>	<b>Share of non-current liabilities £000</b>	<b>Share of current liabilities £000</b>	<b>Share of net assets £000</b>
<b>31 December 2021</b>						
Joint ventures	131,256	1,343,394	225,713	1,253,506	84,866	230,735
Associates	51,355	213,276	62,376	180,260	25,001	70,391
<b>31 December 2020</b>						
Joint ventures	141,291	1,414,030	227,436	1,295,588	93,388	252,490
Associates	45,711	230,732	82,891	193,645	39,019	80,959

Investments in Group undertakings are stated at amortised cost and are listed in note 24 and 25. The directors consider that to give full particulars of all subsidiaries would lead to a statement of excessive length.

The Group accounts for an investment as an associate when it has significant influence but not control. This is typically demonstrated when the Group nominates one or more directors to the board of the investment. Where the shareholder agreements stipulate that all shareholders with board representation must consent to the approval of key matters the Group designates the investment to be a joint venture, even if the equity holding is not 50%.

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 10. Debtors: amounts falling due within one year

	Group 31 Dec 2021 £000	Group 31 Dec 2020 £000	Company 31 Dec 2021 £000	Company 31 Dec 2020 £000
Trade debtors	13,858	9,874	-	-
Finance debtor	92,011	44,080	-	-
Sub participation amounts due (note 11)	13,961	12,926	-	-
Prepayments and accrued income	47,804	51,477	-	-
Other debtors	18,124	21,943	4,158	3,073
	<u>185,758</u>	<u>140,300</u>	<u>4,158</u>	<u>3,073</u>

Refer to note 23 for further information in relation to credit risk exposure in the Group.

### 11. Debtors: amounts falling due after one year

	Group 31 Dec 2021 £000	Group 31 Dec 2020 £000	Company 31 Dec 2021 £000	Company 31 Dec 2020 £000
Sub participation amounts due	130,905	144,308	-	-
Finance debtor	723,302	837,534	-	-
Derivative financial instruments	43,432	44,883	-	-
Deferred tax asset (note 15)	58,444	61,273	-	-
	<u>956,083</u>	<u>1,087,998</u>	<u>-</u>	<u>-</u>

Sub participation amounts due represents debt due from project companies in the Group, which were the subject of a sub participation agreement from the bank to the Company. These loans are secured by a fixed and floating charge over all the assets, rights and undertakings of the individual project companies. They bear interest at a range of rates between a minimum of LIBOR plus 1.84% and a maximum of a fixed swap rate plus margin of 7.45%.

The companies within the group are at different stages in their discussions with lenders to replace the LIBOR reference in the loan agreement with SONIA, adjusted for a historic credit adjustment spread.

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

	Group 31 Dec 2021 £000	Group 31 Dec 2020 £000	Company 31 Dec 2021 £000	Company 31 Dec 2020 £000
Trade creditors	12,777	9,537	-	-
Accruals	150,613	120,589	-	-
Corporation tax	11,416	8,442	-	-
Other taxes and social security costs	6,159	7,596	-	-
Bank loans and overdrafts (note 13(a))	247,564	176,727	-	-
Eurobond (note 13(b))	20,000	-	-	-
Guaranteed secured bonds (note 13(c))	8,154	8,221	-	-
Zero coupon bond (note 13(d))	6,748	-	-	-
Other loans (note 13(e))	2,602	1,198	-	-
Other creditors (note 13(f))	10,476	16,011	-	-
Deferred income (note 13(g))	1,482	1,906	-	-
	<u>477,991</u>	<u>350,227</u>	<u>-</u>	<u>-</u>

**BIIF Holdco Limited**  
**Notes to the financial statements**  
For the year ended 31 December 2021

13. **Creditors: amounts falling due after one year**

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>31 Dec 2021</b>	<b>31 Dec 2020</b>	<b>31 Dec 2021</b>	<b>31 Dec 2020</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Bank loans and overdrafts (note 13(a))	897,949	1,061,503	-	-
Eurobond (note 13(b))	597,020	628,020	38,078	38,078
Guaranteed secured bonds (note 13(c))	107,965	116,945	-	-
Zero coupon bond (note 13(d))	-	6,121	-	-
Other loans (note 13(e))	2,367	4,397	-	-
Other creditors (note 13(f))	7,586	11,754	-	-
Deferred income (note 13(g))	34,687	38,063	-	-
	<u>1,647,574</u>	<u>1,866,803</u>	<u>38,078</u>	<u>38,078</u>

The repayment of bank and other loans is due as follows:

<b>Group</b>	<b>31 Dec 2021</b>	<b>31 Dec 2020</b>
	<b>£000</b>	<b>£000</b>
Due within one year	250,166	178,847
Due in two to five years	543,460	635,936
Due in over five years	356,856	429,042
	<u>1,150,482</u>	<u>1,243,825</u>

**Company**

The Company did not have any bank or other loans at 31 December 2021 (2020: none).

**Group**

*(a) Bank loans*

The total amount drawn down under bank loans at the year end was £1,162,791K (2020: £1,257,220K). Costs of £17,278K (2020: £18,990K) have been set off against the total loan drawdowns, with a charge for the year of £2,738K (2020: £10,122K) included in the income statement, as part of interest payable on bank loans.

An amount of £771,542K (2020: £819,997K) relates to two senior banking facilities. The first facility of £255,271K (2020: £263,711K) relates to the finance of 18 PFI projects which fully amortises on 30 September 2035. The Group has entered into interest rate swap arrangements and under these arrangements the Group receives interest on a variable basis and pays interest at a fixed rate of 8.55%. The second facility £516,271K (2020: £556,286K) was refinanced in February 2020 and is split into 3 facilities which fully amortise in 2037. The Group has entered into interest rate swap arrangements and under these arrangements the group receives interest on a variable basis and pays interest at rates between 2.496% - 2.948%. The second facility includes a loan that is RPI linked and the principal balance on this loan is adjusted for the increase in the Retail Price Index every six months. The un-indexed principal balance outstanding at 31 December 2021 is £125,556K (2020: £137,293K). The senior banking facilities are secured against the cash flows from the Group's equity and loan investments and have principal payments due at six monthly intervals.

The remaining facilities relate to borrowings held by individual project subsidiary companies and they are secured by way of fixed and floating charges over the assets of the specific project company which holds the borrowings. Maturity of these facilities ranges from 2022 to 2035. Interest payable on the Group's bank loans ranges from rates of 5.11% to 7.99%.

The companies within the group are at different stages in their discussions with lenders to replace the LIBOR reference in the loan agreement with SONIA, adjusted for a historic credit adjustment spread.

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

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

#### (b) Eurobonds

A subsidiary in the Group has issued a Eurobond, listed on the Channel Islands Securities Exchange, totalling £578,942K (2020: £589,942K) which was subscribed for in full by the ultimate parent entity, BIIF LP. This Eurobond bears interest at 8% per annum and falls due for repayment on 31 December 2045.

The Company has issued a Eurobond, listed on the Channel Islands Securities Exchange totalling £38,078K (2020: £38,078K) which was subscribed for in full by the ultimate parent entity, BIIF LP. This Eurobond bears interest at 8% per annum and falls due for repayment on 31 December 2045.

#### (c) Guaranteed secured bonds

A subsidiary has issued, at par value, £75,057K (2020: £79,507K) 3.443% index-linked guaranteed secured bonds due 2004-2036. The bond is secured by way of a fixed and floating charge over the assets of the subsidiary and two immediate holding companies. Both the interest and principal balances are adjusted for the increase in the Retail Price Index at six monthly intervals, which cumulatively at 31 December 2021 amounted to 75.91% (2020: 75.91%).

A subsidiary has issued £41,062K (2020: £45,659K) 7.12% secured bonds which are due 2028. The bond is secured by way of a fixed and floating charge over the assets of the subsidiary.

#### (d) Zero coupon bond

A subsidiary company has in issue a zero coupon bond with a redemption value of £8,000K (2020: £8,000K) on 3 October 2023. This bond was issued at a discount value of £633K which is amortised to maturity at a constant rate on the carrying amount of the debt. The balance was reclassified from non-current liabilities to current liabilities due to the early termination of the contract on 31 July 2022.

The maturity profile of all bonds is as follows:

	31 Dec 2021 £000	31 Dec 2020 £000
Amounts repayable in one year or less or on demand	34,978	8,298
Amounts falling due within one to five years	94,725	61,531
Amounts falling due after five years	610,790	690,160
	<u>740,493</u>	<u>759,989</u>
Unamortised finance costs associated with the bond issue	(606)	(682)
	<u>739,887</u>	<u>759,307</u>
Included within creditors: amounts falling due within one year	(34,902)	(8,221)
Amounts falling due after one year	<u>704,985</u>	<u>751,086</u>

#### (e) Other loans (all unsecured)

A subsidiary in the Group has issued loan notes totalling £1,457K (2020: £1,250K) which bear interest at 13.5%. Of this balance, £1,170K (2020: £1,052K) represents unpaid interest on the loan notes and is due for payment within twelve months. The loan balance falls due for payment on 31 March 2032.

A subsidiary in the Group has issued a £77K (2020: £67K) loan stock instrument. The loan bears a Coupon of 13.5% per annum and payment of capital falls due in the year 2035. The Coupon on the principal amount accrues daily and is payable on 30 September and 31 March each year. The amount is charged to the income statement as interest falls payable. The sum was advanced under a subordinated loan agreement and is, therefore, unsecured and would rank alongside ordinary creditors in the event of a winding up.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

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

The same subsidiary also issued a £166K (2020: £158K) subordinated loan note issued at a price of 20 pence for each £1 in nominal value of loan stock held. The loan bears a Coupon of 13.5% per annum and payment of capital falls due in the year 2035. The Coupon on the principal amount accrues daily and is payable on 30 September and 31 March each year. The sums were advanced under a subordinated loan agreement and rank alongside ordinary creditors but above the loan stock detailed above in the event of a winding up.

The same subsidiary also issued a £267K (2020: £267K) subordinated loan note. The loan bears a Coupon of 13.5% per annum and payment of capital falls due in the year 2035. The Coupon on the principal amount accrues daily and is payable on 30 September and 31 March each year. The sums were advanced under a subordinated loan agreement and rank alongside ordinary creditors but above the loan stock detailed above in the event of a winding up.

A subsidiary in the Group has issued an unsecured loan with a value of £678K (2020: £400K) due 2037, bearing interest at 13.04%.

A subsidiary in the Group has issued loan stock with a value of £699K (2020: £715K) bearing interest at 13% per annum. Of this balance, £23K (2020: £64K) represents unpaid interest on the loan notes and is due for payment within twelve months. The principal is repayable in full in February 2036.

A subsidiary in the Group has issued loan stock with a value of £1,602K (2020: £2,523K). The loan stock bears interest at the rate per annum determined by the lender which will be calculated according to the aggregate of margin, LIBOR, and mandatory costs. The debt is repayable in 41 consecutive six monthly instalments, the first of which was repaid in August 2002 with the final instalment due on 31 August 2023.

The company is currently in discussions with the lenders to replace the LIBOR reference in the loan agreement with SONIA, adjusted for a historic credit adjustment spread.

A subsidiary in the Group has issued loan stock with a value of £24K (2020: £123K). The loan stock bears interest at 8.5%.

#### *(f) Other creditors*

Included in other creditors is a decommissioning provision of £672K (2020: £611K) which provides for the future costs of decommissioning a wind farm. The provision has been discounted at an annual rate of 4% and this discount is charged to the statement of comprehensive income until 2027, the estimated date of decommissioning.

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

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

#### (g) Deferred income

	31 Dec 2021 £000	31 Dec 2020 £000
<b>Group</b>		
As at 1 January	39,969	43,797
Arising during the year	51	-
Amortised during the period	(3,038)	(3,457)
Foreign exchange translation adjustment	(813)	(371)
As at 31 December	<u>36,169</u>	<u>39,969</u>

Deferred income is divided as follows:

- In 14 projects, on completion of construction of the facilities, the public sector client made payments to the respective project companies (Eastbrook Facilities Limited, GH Newham Limited, GH Bodmin Limited, Kintra Limited, Bannockburn Homes Limited, KE Project Limited, LH Project Limited, Machrie Limited, NewSchools (Penweddig) Limited, Connect A50 Limited, Infrastructure Investors Castlehill Limited, Blackshaw Healthcare Services Limited and Adams Campus Limited) as a contribution to the capital cost of the works. These contributions were deferred and will be amortised over the life of the project. The balance as at 31 December 2021 was £19,229K (2020: £20,660K).
- £6,252K (2020: £7,080K) in respect of funding grants which will be amortised over the lifetime of the PFI concession contract.
- £3,484K (2020: £3,824K) received following the arrangement of an RPI SWAP which will be amortised over the lifetime of the contract.
- £7,204K (2020: £8,405K) in respect of asset renewal underspend.

Of the balance at the year end, it is expected that £1,482K (2020: £1,906K) will be realised within 12 months and £34,687K (2020: £38,063K) will be realised after 12 months.

### 14. Derivative financial instruments

	<b>Group</b> 31 Dec 2021 £000	<b>Group</b> 31 Dec 2020 £000	<b>Company</b> 31 Dec 2021 £000	<b>Company</b> 31 Dec 2020 £000
<i>Liabilities</i>				
Interest rate swaps	158,698	236,881	-	-
RPI swaps	127,828	98,845	-	-
	<u>286,526</u>	<u>335,726</u>	<u>-</u>	<u>-</u>



# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 15. Deferred taxation

	31 Dec 2021 £000	31 Dec 2020 £000
<b>Group</b>		
As at 1 January	469	(3,400)
Adjustment in respect of prior year deferred tax charge	5,507	2,462
Revised balance as at 1 January	5,976	(938)
Movement through other comprehensive income	(10,166)	3,537
Deferred tax (charge)/ credit for the year	(11,146)	(2,130)
As at 31 December	<u>(15,336)</u>	<u>469</u>
<b>Analysis of deferred tax balances:</b>		
Accelerated capital allowances	(72,359)	(51,606)
Derivatives	36,389	40,096
Other timing differences	11,808	16,518
Losses/(Gains)	8,826	(4,539)
	<u>(15,336)</u>	<u>469</u>
Deferred tax asset	58,444	61,273
Deferred tax liability	(73,780)	(60,804)
	<u>(15,336)</u>	<u>469</u>

The Group has an un-provided deferred tax asset of £23,386K (2020: £13,916K). The deferred tax asset arises on unrelieved losses within certain Group companies. This asset would be recoverable if the Group companies made sufficient taxable profits in future periods against which the losses could be offset.

### 16. Called up share capital

	31 Dec 2021 £	31 Dec 2020 £
<b>Group and Company</b>		
<b>Authorised</b>		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
<b>Issued, called up and fully paid</b>		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

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

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 17. Net cash flow from operating activities

Reconciliation of profit to net cash (outflow)/inflow from operating activities	31 Dec 2021 £000	31 Dec 2020 £000
Operating profit	51,607	52,841
Revaluation of investment property	(16,404)	(4,711)
Gain on sale of the investment property	(43)	(520)
Depreciation charge	23,101	22,846
Amortisation of fair value adjustments	15,772	15,787
Amortisation of deferred income	(3,851)	(3,828)
Foreign exchange	2,388	(2,011)
Decrease in debtors	57,465	51,427
Increase in creditors	30,044	9,842
Net cash inflow from operating activities	<u>160,079</u>	<u>141,673</u>

### 18. Reconciliation of cash and cash equivalents

Cash and cash equivalents comprise the following:

	1 Jan 2021 £000	Cash flow £000	Non- cash movements £000	31 Dec 2021 £000
Cash in hand and at bank	<u>233,845</u>	<u>18,954</u>	<u>-</u>	<u>252,799</u>
Debt payable: within one year	(186,146)	(72,174)	-	(258,320)
Debt payable: after one year	(1,828,740)	202,211	(13,106)	(1,639,635)
	<u>(2,014,886)</u>	<u>130,037</u>	<u>(13,106)</u>	<u>(1,897,955)</u>
Loan payments: receivable within one year	12,926	1,035	-	13,961
Loan payments: receivable after one year	144,308	(13,403)	-	130,905
	<u>157,234</u>	<u>(12,368)</u>	<u>-</u>	<u>144,866</u>
Total	<u>(1,623,807)</u>	<u>136,623</u>	<u>(13,106)</u>	<u>(1,500,290)</u>

The non-cash movements are in respect of effective interest rate charges and fair value amortisation.

### 19. Related party transactions

The Group paid £48K (2020: £47K) to the Sodexo Group for the services of the Sodexo employees as directors to HpC King's College Hospital (Holdings) Limited, a subsidiary of the Group in which Sodexo hold a minority interest. At 31 December 2021, £nil (2020: £nil) remained outstanding.

Sodexo Group also manage the non-clinical services for HpC Kings College Hospital (Holdings) Limited, a subsidiary of the Group in which the Sodexo Group hold a minority interest. The amount charged for these services was £nil (2020: £nil). At 31 December 2021, £nil (2020: £9K) remained outstanding.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **19. Related party transactions (continued)**

Sodexo Group also manage the lifecycle and estate services for HpC Kings College Hospital (Holdings) Limited, a subsidiary of the Group in which the Sodexo Group hold a minority interest. The amount charged for these services was £1,572K (2020: £1,533K). At 31 December 2021, £22K (2020: £nil) remained outstanding.

A director of Innovate East Lothian Limited is also a director of FES Limited. FES Limited is the holder of loan notes issued by Innovate East Lothian Limited totalling £433K (2020: £426K) and loan notes issued by Innovate East Lothian (Holdings) Limited totalling £77K (2020: £67K).

The Group has subcontracted the design, build, operation and maintenance of Alert Communications Group Holdings Limited to Babcock Communications Limited, a company which, through an intermediary holding company, holds a minority interest in Alert Communications Group Holdings Limited. During the year Alert Communications Limited was invoiced £5,462K (2020: £4,008K) by Babcock Communications Limited in connection with operation and maintenance fees. At 31 December 2021, £902K (2020: £366K) remained outstanding.

Veolia manage the operational activities of Catchment Limited, Catchment Moray Limited and Catchment Tay Limited, subsidiaries of the Group in which Veolia Group hold a minority interest. The total invoices raised in the year in respect of these services amounted to £18,539K (2020: £16,258K). At 31 December 2021, £3,284K (2020: £2,050K) remained outstanding.

Balfour Beatty Investments Limited, a subsidiary of Balfour Beatty plc, is employed under a Secondment Arrangement with Connect A50 Limited for the provision of managerial staff. The value of the services provided in the year was £236K (2020: £263K). At 31 December 2021, £nil (2020: £nil) remained outstanding.

Balfour Beatty Infrastructure Services Limited, a subsidiary of Balfour Beatty plc, is employed under a contract with Connect A50 Limited for the provision of technical supervision and maintenance of a roadway. The value of the contract in the year was £7,800K (2020: £6,850K). At 31 December 2021, £572K (2020: £517K) remained outstanding.

The Group has subcontracted the design, build, operation and maintenance of Societe Des Bus Hybrids Dijonnais to Heuliez Bus, a company which holds a minority interest in Societe Des Bus Hybrids Dijonnais. During the year Societe Des Bus Hybrids Dijonnais was invoiced £3,222K (2020: £2,387K) by Heuliez Bus for these services. At 31 December 2021, £nil (2020: £65K) remained outstanding.

The Group has subcontracted the design, build, operation and maintenance of Helios B to Engie Group, a company which holds a minority interest in Helios B. Engie Group also receives a reimbursement of the costs of a corporate guarantee. During the year Helios B was invoiced £2,504K (2020: £2,548K) by Engie Group in connection with these services. At 31 December 2021 £1,171K (2020: £970K) remained outstanding.

### **20. Events after the End of the Reporting Period**

On 11 March 2022, the contract of one of the subsidiaries with Defence Housing Executive came to an end. All properties were sold for £34 million. Subsequently the Company ceased trading and the intention is for the Company to be wound up some time in the future.

On 28<sup>th</sup> May 2022, the contract of one of the subsidiaries with Scottish Water expired. The fixed assets of the Company will be sold to Scottish Water at fair market value, the price of which is currently in negotiation.

On 31st July 2022, the contract of another subsidiary with Nottingham College was terminated a year early. Subsequently the Company ceased trading and the intention is for the Company to be wound up some time in the future.

### **21. Parent undertaking and ultimate controlling party**

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

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 22. Pension

A subsidiary of the Group operates a defined contribution pension scheme for its employees.  
The amount recognised as an expense in the statement of comprehensive income was:

	31 Dec 2021 £000	31 Dec 2020 £000
Current year contributions	<u>1,146</u>	<u>999</u>

### 23. Financial instruments

#### (a) Carrying amount of financial instruments

	31 Dec 2021 £000	31 Dec 2020 £000
Assets measured at amortised cost	1,055,040	1,143,174
Assets measured at cost less impairment	301,126	333,448
Assets measured at fair value	43,432	44,883
Liabilities measured at fair value through profit and loss (note 14)	(286,526)	(335,726)
Liabilities measured as amortised cost	<u>(1,890,369)</u>	<u>(2,003,132)</u>

#### (b) Financial instruments measured at fair value

##### *Derivative financial instruments*

The fair value of interest rate swaps is based on valuations provided by the swap counterparties. Those valuations are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

The interest rates used to discount estimated cash flows, where applicable are based on market interest rates.

The fair value of RPI swaps is based on valuations provided by the swap counterparties. Those valuations are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market forecast inflation rates.

The amount of change in fair value attributable to own credit risk cannot be measured reliably.

The derivative contracts used by the Group are typical for PFI projects. Where projects are debt-funding, interest on the loan is calculated by reference to a floating rate. Interest rate swaps hedge LIBOR fluctuations and mitigate the risk that debt interest costs will fluctuate as LIBOR fluctuates. The full amount of the senior debt service payment is hedged in this way.

RPI swaps are used to hedge fluctuations in the inflation index which is relevant for the project. Low inflation would otherwise cause a shortfall in cash with which to make senior debt service payments. RPI swaps are structured in such a way to ensure that any volatility in cash flow for senior debt service that could arise due to inflation fluctuations is effectively neutralized.

Interest rate swaps and RPI swaps, where used, are conditions imposed on the PFI project company by the senior debt provider to ensure stability in cash flows.

#### (c) Hedge accounting

The following table indicates the periods in which the cash flows associated with cash flow hedging instruments are expected to occur and affect profit and loss as required by FRS 102.29(a) for the cash flow hedge accounting models:

**BIIF Holdco Limited**  
**Notes to the financial statements**  
For the year ended 31 December 2021

23. **Financial instruments (continued)**

	Carrying amount £000	Expected cash flows £000	1 year or less £000	1 year or more £000
<b>As at 31 December 2021</b>				
<b>Interest rate swaps:</b>				
Assets	43,432	43,432	-	43,432
Liabilities	(158,698)	(158,698)	(34,508)	(124,190)
<b>RPI swaps:</b>				
Liabilities	(127,828)	(127,828)	(27,795)	(100,033)
<b>As at 31 December 2020</b>				
<b>Interest rate swaps:</b>				
Assets	44,883	44,883	-	44,883
Liabilities	(236,881)	(236,881)	(34,061)	(202,820)
<b>RPI swaps:</b>				
Liabilities	(98,845)	(98,845)	(14,213)	(84,632)

The Group applies hedge accounting in accordance with FRS102.12.

Interest rate swaps are used as a hedging instrument against floating rate loans as the hedged item. RPI swaps are used as a hedging instrument against that portion of unitary payment receipts which are required to make periodic senior debt service payments.

Fair value of these hedging instruments are reported in note 23(d). The amount of the change in fair value of the hedging instruments recognised in other comprehensive income for the period and the amount that was recycled to profit or loss for the year are shown in the Statement of Consolidated Other Comprehensive Income.

**(d) Fair values**

The amounts for all financial assets and financial liabilities carried at fair value are as follows:

	Fair value 31 Dec 2021 £000	Fair value 31 Dec 2020 £000
Interest rate swap contracts	(158,698)	(236,881)
RPI swap contracts	(127,828)	(98,845)

During 2021, a hedging gain of £18,054K (2020: £160K) was recognised in other comprehensive income for changes in the fair value of the interest rate swap together with a profit of £25,035K (2020: loss £6,975K) recognised in the profit and loss for the financial year.

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **24. Investments in Subsidiaries**

The companies listed below are wholly owned subsidiaries of the Company and all investments are in ordinary shares:

*Registered Office -Cannon Place, 78 Cannon Street, London, EC4N 6AF*

A-Roads Investments Limited  
Adams Campus Limited  
AM Holdco Limited  
Anavon Holdings Limited  
Anavon Limited  
BIIF Bidco Limited  
Blackshaw Healthcare Services Holdings Limited  
Blackshaw Healthcare Services Ltd  
BIIF Holdco II Limited  
BIIF Holdco III Limited  
BIIF IssuerCo Limited  
BIIF Parentco Limited  
CH Bolton Limited  
CH Holton (Holdings) Limited  
Cricketdrift Limited  
Defence Management Group (Holdings) Limited  
Defence Management (Holdings) Limited  
Defence Management (Watchfield) Limited  
Duchesspark Holdings Limited  
Duchesspark Limited  
Durham Investments Holdco Limited  
Eastbrook Facilities Holdings 2 Limited  
Eastbrook Facilities Holdings Limited  
Eastbrook Facilities Limited  
Elbon Holdings (1) Limited  
Elbon Holdings (2) Limited  
Elbon Holdings (3) Limited  
Elbon PFI Fund (Investments) Limited  
ERI Holdings Limited  
Grannag Limited  
GH Bodmin Holdings Limited  
GH Bodmin Limited  
GH Bury Holdings Limited  
GH Bury Limited  
GH Newham Holdings Limited  
GH Newham Limited  
HSC Investments Limited  
I2 Bidco Limited  
I2 Holdco 2 Limited  
I2 Holdco Limited  
Infrastructure Investors Castlehill Holdings Limited  
Infrastructure Investors Castlehill Limited  
International Water (Highland) Limited

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 24. Investments in Subsidiaries *(continued)*

International Water (Tay) Limited  
 Investment Holdings (Genistics) Limited  
 IWL Moray Montrose Limited  
 IWUHH Limited  
 Kilmarnock PFI Holdings Limited  
 Kilmarnock Prison Services Limited  
 Kinnoull House Holdings Limited  
 Kintra Limited  
 Lanterndew Limited  
 Lowdham Grange Prison Services Limited  
 Luton Health Facilities (Holdings) Limited  
 Luton Health Facilities Limited  
 M1-A1 Investments Limited  
 M1-A1 Yorkshire Limited  
 Machrie Burn Limited  
 Machrie Limited  
 Matrix FPMS Holdings Limited  
 Matrix FPMS Limited  
 Matrix PFI Developments Limited  
 Matrix PFI GP Limited  
 Matrix PFI Holdings Limited  
 Matrix Premier Holdings Limited  
 Moreton Prison Services Limited  
 Newmount Holdings Limited  
 Newmount Limited  
 Newschools (Penweddig) Holdings Limited  
 Newschools (Penweddig) Limited  
 Normanby Healthcare Group Holdings Limited  
 Normanby Healthcare (Holdings) Limited  
 Normanby Healthcare (Projects) Limited  
 Nuffield Albion Healthcare Limited  
 NVSH TopCo Limited  
 PFI Infrastructure Finance Limited  
 PFI Senior Funding Limited  
 PIF Vulcans Lane Limited  
 PIF West Cumbria Limited  
 Premier Custodial Finance Limited  
 Premier Custodial Investments Limited  
 Premier Custodial Sub-debt Limited  
 Pucklechurch Custodial Services Limited  
 Reno Water (Moray) Limited  
 Reno Water (Tay) Limited  
 Robertson Education (Aberdeenshire) Group Holdings Limited  
 Robertson Education (Ingleby Barwick) Group Holdings Limited  
 Robertson Education (Ingleby Barwick) Holdings Limited  
 Robertson Education (Ingleby Barwick) Limited  
 Robertson Health (Chester le Street) Group Holdings Limited  
 Robertson Health (Chester le Street) Holdings Limited  
 Robertson Health (Chester le Street) Limited  
 SD Marine Services (Holdings) Limited  
 SD Marine Services Limited  
 Tiverton Healthcare Facilities Limited

# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **24. Investments in Subsidiaries *(continued)***

VLE Holdings Limited  
Vulcans Lane Estates Limited  
Wansbeck Healthcare Facilities (Holdings) Limited  
Wansbeck Healthcare Facilities Limited  
WCEM Holdings Limited  
West Cumbria Estates Management Limited

#### ***Registered Office -2<sup>nd</sup> Floor, 11 Thistle Street, Edinburgh, EH2 1DF***

ABC Schools (Holdings) Limited  
ABC Schools Limited  
Alpha Schools (West Lothian) Holdings Limited  
Alpha Schools (West Lothian) Limited  
Bannockburn Group Limited  
Bannockburn Holdings Limited  
Bannockburn Homes Limited  
Catchment Highland Holdings Limited  
Catchment Highland Limited  
Catchment Limited  
Covesea Holdings Limited  
Dumfries Facilities (Holdings) Limited  
Dumfries Facilities Ltd  
Elgin Water Limited  
Forfar Healthcare (Holdings) Limited  
Forfar Healthcare Limited  
Infrastructure Managers Limited  
International Water UU (Highland) Limited  
KE Project Limited  
Kinnoull House Limited  
LH Project Limited  
Lochgilphead Healthcare Services (Holdings) Limited  
Midlothian Schools (Debtco) Limited  
Midlothian Schools (Holdings) Limited  
Midlothian Schools Limited  
Morris Eddie Limited  
NVSH Holdco Limited  
Robertson Education (Aberdeenshire) Holdings Limited  
Robertson Education (Aberdeenshire) Limited  
Salisbury Healthcare Facilities (Holdings) Limited  
Salisbury Healthcare Facilities Limited  
Tiverton Healthcare Facilities (Holdings) Limited  
West Lothian Education Limited

#### ***Registered Office -4/7 Esplanade , St Helier, Jersey, JE1 0DE***

BIIF Offshare Windkraft Holdings Limited

#### ***Registered Office – St James Chambers, Athol Street, Douglas, Isle of Man, IM1 1JE***

PFI Infrastructure Company plc



# **BIIF Holdco Limited**

## **Notes to the financial statements**

For the year ended 31 December 2021

### **24. Investments in Subsidiaries (continued)**

***Registered Office – Beaufort Court Egg Farm Lane, Off Station Road, Kings Langley, Hertfordshire, WD4 8LR***

Black Hill Wind Farm Topco Limited  
Black Hill Wind Farm Holdco Limited  
Black Hill Wind Farm Limited

***Registered Office – 6, Rue Eugene Ruppert L-2453, Luxembourg***

Barclays Integrated Infrastructure Project sarl

The companies listed below are subsidiaries of the Company but are not wholly owned. All investments are in ordinary shares:

***Registered Office -Cannon Place, 78 Cannon Street, London, EC4N 6AF***

HpC King's College Hospital (Holdings) Limited (75%)  
HpC King's College Hospital (Issuer) plc (75%)  
HpC King's College Hospital Limited (75%)  
Innovate East Lothian (Holdings) Limited (90%)  
Innovate East Lothian Limited (90%)  
Reno Water Highland Limited (70%)  
Reno. Water (Tay) Limited (55%)

***Registered Office -2<sup>nd</sup> Floor. 11 Thistle Street, Edinburgh, EH2 1DF***

Catchment Moray Holdings Limited (85%)  
Catchment Moray Limited (85%)  
Catchment Tay Holdings Limited (51%)  
Catchment Tay Limited (51%)  
Covesea Limited (54%)  
Lochgilphead Healthcare Services Limited (55%)

***Registered Office – 6, Rue Eugene Ruppert L-2453, Luxembourg***

Helios B (SJDA 11) (90%)  
Societe des Bus Hybrides Dijonnais (90%)

***Registered Office – 6<sup>th</sup> Floor 350 Euston Road, Regents Place, London, NW1 3AX***

Connect A50 Limited (75%)  
Connect Roads Limited (75%)

***Registered Office – 33 Wigmore Street, London, W1U 1QX***

Alert Communications Group Holdings Limited (80%)  
Alert Communications (2006) Limited  
Alert Communications (Holdings) Limited  
Alert Communications Limited

# BIIF Holdco Limited

## Notes to the financial statements

For the year ended 31 December 2021

### 24. Investments in Subsidiaries (*continued*)

BIIF Holdco Limited has given a guarantee under section 479C of the Companies Act 2006 (the 'Act') in respect of the year ended 31 December 2021 to the following of its subsidiary companies and the following subsidiary companies are exempt from the requirements of the Act relating to the audit of individual statements by virtue of Section 479A of the Companies Act 2006:

Company Name	Registered Number
Anavon Limited	03345300
Bannockburn Holdings Limited	SC195478
BIIF Parentco Limited	06704777
Duchesspark Holdings Limited	06420368
I2 Holdco 2 Limited	06239026
Lanterndew Limited	05133562
M1-A1 Investments Limited	06003363
NVSH Topco Limited	06965694
Infrastructure Investors Castlehill Holdings Limited	03897418
Elbon Holdings (3) Limited	05572070
Infrastructure Investors Castlehill Limited	03897442
Eastbrook Facilities Holdings Limited	04309178
Alpha Schools (West Lothian Holdings) Limited	SC212847
Blackshaw Healthcare Services Holdings Limited	03872309
Dumfries Facilities (Holdings) Limited	SC203849
GH Bodmin Holdings Limited	03748084
GH Bury Holdings Limited	03748018
GH Newham Holdings Limited	03748050
Kinnoull House Holdings Limited	05624927
Luton Healthcare Facilities (Holdings) Limited	03997460
Machrie Burn Limited	03719548
Newmount Holdings Limited	04212599
Wansbeck Healthcare Facilities (Holdings) Limited	03933041
Elbon PFI Fund (Investments) Limited	04196287
Morris Eddie Limited	SC201468
Bannockburn Group Limited	SC237879
Newschools (Penweddig) Holdings Limited	03773789
PIF West Cumbria Limited	05780663
Robertson Education (Aberdeenshire) Group Holdings Limited	05934601
Salisbury Healthcare Facilities (Holdings) Limited	SC255428
I2 Bidco Limited	06228634
I2 Holdco Limited	06228633
Kilmarnock PFI Holdings Limited	05971387
Matrix PFI Developments Limited	05855043
Matrix PFI GP Limited	05799677
Matrix PFI Holdings Limited	06435881
Matrix FPMS Limited	06378798
Defence Management Group Holdings Limited	06385476
Matrix FPMS Holdings Limited	06434638
Matrix Premier Holdings Limited	05855031
Defence Management (Holdings) Limited	03564570
Premier Custodial Finance Limited	03849244
Premier Custodial Investments Limited	03849142
Premier Custodial Sub-debt Limited	05964120
Normanby Healthcare (Holdings) Limited	04152700
WCEM (Holdings) Limited	03955220
Robertson Education (Ingleby Barwick) (Holdings) Limited	04375611
Robertson Health (Chester le Street) Holdings Limited	04236937

**BIIF Holdco Limited**  
**Notes to the financial statements**  
For the year ended 31 December 2021

**25. Investments in Associates and Joint Ventures**

The companies listed below are investments in joint ventures and associates together with particulars of loans due:

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advanced £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2021 £000	Accounting period end date	Registered office
Key Health Services (Addenbrookes) Limited	50.00%	England & Wales	Healthcare	3,563	11.25%	2037	833	447	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Fasttrax Limited	50.00%	England & Wales	Military	1,209	11.25%	2025	245	48	31 December	Hill Park Court, Springfield Drive, Leatherhead, Surrey, KT22 7NL
Summit Healthcare (Wishaw) Ltd	60.00%	Scotland	Healthcare	8,819	18.00%	2028	1,270	400	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Modern Courts (Humberside) Ltd	50.00%	England & Wales	Justice	1,273	13.00%	2025	166	28	30 April	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Modern Courts (East Anglia) Ltd	50.00%	England & Wales	Justice	889	13.20%	2025	118	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
The Education Support Company (Leeds) Ltd	50.00%	England & Wales	Education	1,162	13.00%	2028	158	38	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Consort Healthcare (Durham) Limited	50.00%	England & Wales	Healthcare	3,269	LIBOR + 6%	2028	210	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Genistics Ltd	50.00%	England & Wales	Military	4,407	13.50%	2020	940	245	31 December	Rolls Royce Plc PO BOX 31, Moor Lane, Derby, Derbyshire, DE24 8BJ
Connect M1-A1 Limited	50.00%	England & Wales	Transport	2,854	15.00%	2016	466	157	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
PPP Services (North Ayrshire) Limited	54.50%	Scotland	Education	4,279	14.00%	2037	584	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
FCC (East Ayrshire) Limited	44.50%	Scotland	Education	3,525	9.00%	2037	318	80	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Ltd	50.00%	Scotland	Education	5,237	LIBOR + 6.00%	2023	395	395	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Glasgow Healthcare Facilities Ltd	50.00%	Scotland	Healthcare	9,700	13.75%	2039	1,334	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Stobhill Healthcare Facilities Limited	60.00%	Scotland	Healthcare	1,206	13.25%	2031/2042	159	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Sewell Education (York) Limited	50.00%	England & Wales	Education	-	-	-	-	-	31 December	Geneva Way, Leads Road, Hull, North Humberside, HU7 0DG
Stirling Gateway Limited	50.00%	Scotland	Education	3,309	13.50%	2039	447	112	31 March	Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP
Sheppey Route Limited	50.00%	England & Wales	Transport	2,454	12.75%	2033	318	62	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF

**BIIF Holdco Limited**

**Notes to the financial statements**

For the year ended 31 December 2021

**25. Investments in Associates and Joint Ventures (continued)**

% holding	Country of	Sector	Advance d £000	Sum	Interest rate applied of loan	Date of maturity	Interest received	Accrued income and	Accounting period end date	Country of	Company name
50.00%	Jersey	Energy	8,729	7,882	7.88% + RPI	2031	864	-	31 March	England	Blue Transmission Wainey 2 Limited
50.00%	Jersey	Energy	37,532	8,219	8.21% + RPI	2033	3,082	10	31 March	England	Blue Transmission Wainey 1 Limited
50.00%	England & Wales	Energy	9,726	9,50%	9.50%	2033	924	-	31 March	England & Wales	Blue Transmission Wainey 3 Limited
50.00%	England & Wales	Healthcare	7,704	12.30%	12.30%	2040	948	-	31 December	England & Wales	The Walsall Hospital Company Limited
50.00%	England & Wales	Transport	10,146	9.25%	9.25%	-	938	-	31 December	England & Wales	Hounslow Highways Services Limited
56.35%	France	Justice	6,937	1,756	-	-	-	-	28 February	France	Hétios A SPV (SIDA 12)
60.00%	France	Education	1,756	-	-	-	-	-	31 December	France	Ligeria (SIDA 13)
50.00%	France	Management	-	-	-	-	-	-	31 December	France	Canopee IML SAS
50.00%	Jersey	Energy	-	-	-	-	5,550	-	31 March	Jersey	Blue Transmission Investment Limited
49.00%	England & Wales	Education	-	-	-	-	818	-	31 December	England & Wales	Schools Capital Limited
41.67%	England & Wales	Transport	4,804	12.00%	12.00%	2022	2,258	361	31 December	England & Wales	Road Management Group Limited
25.00%	England & Wales	Transport	2,213	10.00%	10.00%	2036	152	-	31 December	England & Wales	Road Management Services (Darrington) Limited
20.00%	England & Wales	Healthcare	638	15.00%	15.00%	2031	95	8	31 December	England & Wales	Catalyst Healthcare (Calderdale) Ltd
16.67%	England & Wales	Healthcare	526	8.40%	8.40%	2031	79	-	31 December	England & Wales	Catalyst Healthcare (Worcester) Ltd
25.00%	England & Wales	Healthcare	846	12.26%	12.26%	2036	104	52	31 December	England & Wales	Albion Healthcare (Oxford) Limited
40.00%	England & Wales	Transport	-	-	-	-	-	-	31 December	England & Wales	City Greenwisch Lewisham Rail Link plc
15.00%	England & Wales	Transport	-	-	-	-	-	-	31 March	England & Wales	Connect A30/35 Limited
15.00%	England & Wales	Transport	4,543	12.10%	12.10%	2035	292	114	31 March	England & Wales	Connect M77 / GSO Limited
30.00%	Scotland	Education	1,681	13.75%	13.75%	2032	232	58	31 March	Scotland	Emblem Schools Limited
24.50%	England & Wales	Education	394	12.85%	12.85%	2031	-	-	31 December	England & Wales	Manchester Schools Services Limited

**BIIF Holdco Limited**  
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25. **Investments in Associates and Joint Ventures (continued)**

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advance d £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2021 £000	Accounting period end date	Registered office
CSM PPP Services Limited	24.50%	Ireland	Education	796	-	-	-	-	31 December	First Floor Return, 25 Merriem Square, Dublin 2
Bangor and Nendrum Schools Services Limited	19.60%	Northern Ireland	Education	567	-	-	-	-	31 December	C/O Cleaver Fulton Rankin, 50 Bedford Street, Belfast, BT2 7FW
Salford Schools Solutions Limited	24.50%	England & Wales	Education	346	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
The Edinburgh Schools Partnership Limited	17.14%	Scotland	Education	206	13.07%	2033	37	547	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Lighting for Staffordshire Limited	40.00%	England & Wales	Transport	61	13.18%	2025	9	2	31 December	Westwood Way, Westwood Business Park, Coventry, CV4 8LG
Key Health Services Holdings (Addenbrookes) Limited	50%	England & Wales	Healthcare	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Fastrax Holdings Limited	50%	England & Wales	Military	-	-	-	-	-	31 December	Hill Park Court, Springfield Drive, Leatherhead, Surrey, KT22 7NL
Summit Holdings (Wishaw) Limited	60%	Scotland	Healthcare	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Summit Finance (Wishaw) plc	60%	Scotland	Healthcare	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Modern Courts Holdings (Humberside) Limited	50%	England & Wales	Justice	-	-	-	-	-	30 April	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Modern Courts Holdings (East Anglia) Limited	50%	England & Wales	Justice	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
The Education Support Company Holdings (Leeds) Limited	50%	England & Wales	Education	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Consort Healthcare (Durham) Holdings Limited	50%	England & Wales	Healthcare	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Genistics Holdings Limited	50%	England & Wales	Military	-	-	-	-	-	31 December	Rolls Royce Plc PO BOX 31, Moor Lane, Derby, Derbyshire, DE24 8BJ
Connect M1-A1 Holdings Limited	50%	England & Wales	Transport	-	-	-	-	-	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
PPP Services (North Ayrshire) Holdings Limited	55%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
FCC (East Ayrshire) Holdings Limited	45%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Holdings Limited	50%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Investments Limited	50%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Consort Healthcare (Edinburgh Royal Infirmary) Finance Limited	50%	Scotland	Education	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF

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25. **Investments in Associates and Joint Ventures (continued)**

Joint ventures and associates	% holding ordinary shares	Country of Incorporation	Sector	Sum advance d £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2021 £000	Accounting period end date	Registered office
Glasgow Healthcare Facilities (Holdings) Limited	50%	Scotland	Healthcare	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Stobhill Healthcare Facilities (Holdings) Limited	60%	Scotland	Healthcare	-	-	-	-	-	31 December	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Sewell Education (York) Holdings Limited	50%	England & Wales	Education	-	-	-	-	-	31 December	Geneva Way, Leads Road, Hull, North Humberside, HU7 0DG
Stirling Gateway HC Limited	50%	Scotland	Education	-	-	-	-	-	31 March	Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP
Sheppey Route (Holdings) Limited	50%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 1 (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 2 (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Walney 2 Investments Limited	50%	Jersey	Energy	-	-	-	-	-	31 March	47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands
Blue Transmission London Array (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Sheringham Shoal (Holdings) Limited	50%	England & Wales	Energy	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Blue Transmission Sheringham Shoal Investments Limited	50%	Jersey	Energy	-	-	-	-	-	31 March	47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands
Blue Transmission Investments Limited	50%	Jersey	Energy	-	-	-	-	-	31 March	47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands
The Walsall Hospital Company (Holdings) Limited	50%	England & Wales	Healthcare	-	-	-	-	-	31 December	8 White Oak Square, London Road, Swanley, Kent, BR8 7AG
Hounslow Highways Investment Limited	50%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Hounslow Highways Investment 2 Limited	50%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Consolidated plc	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Limited	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Services (Gloucester) Limited	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Road Management Services (Peterborough) Limited	42%	England & Wales	Transport	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF

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25. **Investments in Associates and Joint Ventures (continued)**

	% holding ordinary shares	Country of Incorporation	Sector	Sum advance d £000	Interest rate applied	Date of maturity of loan	Interest received £000	Accrued income and prepayment at 31 Dec 2021 £000	Accounting period end date	Registered office
Joint ventures and associates										Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Road Management Services (Darrington) Holdings Limited	25%	England & Wales	Transport	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Road Management Services (Finance) plc	25%	England & Wales	Transport	-	-	-	-	-	31 December	C/O Albany Spc Services Ltd 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Calderdale Hospital SPC Holdings Limited	20%	England & Wales	Healthcare	-	-	-	-	-	31 December	C/O Albany Spc Services Ltd 3rd Floor, 3-5 Charlotte Street, Manchester, England, M1 4HB
Worcestershire Hospital SPC Holdings Limited	17%	England & Wales	Healthcare	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Albion Healthcare (Oxford) Holdings Limited	25%	England & Wales	Healthcare	-	-	-	-	-	31 December	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
Connect A30/A35 Holdings Limited	15%	England & Wales	Transport	-	-	-	-	-	31 March	6th Floor 350 Euston Road, Regents Place, London, NW1 3AX
Connect M77 / GSO Holdings Limited	15%	England & Wales	Transport	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Emblem Schools (Holdings) Limited	30%	Scotland	Education	-	-	-	-	-	31 March	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Manchester Schools Services Holdings Limited	25%	England & Wales	Education	-	-	-	-	-	31 December	First Floor Return, 25 Merrion Square, Dublin 2
CSM PPP Services (Holdings) Limited	25%	Ireland	Education	-	-	-	-	-	31 December	C/O Cleaver Fulton Rankin, 50 Bedford Street, Belfast, BT2 7FW
Bangor and Nendrum Schools Services Holdings Limited	20%	Northern Ireland	Education	-	-	-	-	-	31 December	Third Floor Broad Quay House, Prince Street, Bristol, BS1 4DJ
Salford Schools Solutions Holdco Limited	25%	England & Wales	Education	-	-	-	-	-	31 December	Cannon Place, 78 Cannon Street, London, EC4N 6AF
Schools Capital Limited	49%	England & Wales	Education	-	-	-	-	-	31 December	
ESP (Holdings) Limited	17%	Scotland	Education	-	-	-	-	-	31 March	2nd Floor 11 Thistle Street, Edinburgh, EH2 1DF
Lighting for Staffordshire Holdings Limited	40%	England & Wales	Transport	-	-	-	-	-	31 December	Westwood Way, Westwood Business Park, Coventry, CV4 8LG