



# SEMPERIAN

PPP INVESTMENT PARTNERS

## Annual Report

for the year ended 31 March 2024



*Photo: Consort Healthcare (Fife) Limited*

**Semperian PPP Investment Partners  
Holdings Limited**

Registered Number: 98327

Semperian Annual Report 2024

# Semperian PPP Investment Partners Holdings Limited

## Contents for the year ended 31 March 2024

---

Directors and Advisors	- 1 -
Directors' Report for the year ended 31 March 2024	- 2 -
Independent auditors' report	- 12 -
Statements of comprehensive income	- 19 -
Balance sheets	- 21 -
Statements of changes in equity	- 23 -
Cash flow statements	- 25 -
Notes to the financial statements	- 26 -

# Semperian PPP Investment Partners Holdings Limited

## Directors and Advisors for the year ended 31 March 2024

---

### Chairman

W R Doughty                      Chairman

### Directors

A E Birch                      Executive

S McGeown                      Executive

A C M Rhodes                      Alternate to A E Birch

W R Doughty                      Non-Executive

P Shukla                      Non-Executive

C P Rule                      Non-Executive

C J Simpson                      Non-Executive  
Alternate to C P Rule

M A Donn                      Non-Executive  
Alternate to G D Cohen

G D Cohen                      Non-Executive  
Alternate to M A Donn

### Company Secretaries

S Taberner  
Crestbridge Corporate Services Limited

### Registered Office

47 Esplanade  
St Helier  
JE1 0BD  
Jersey

### Legal advisors

Addleshaw Goddard LLP  
Milton Gate  
60 Chiswell Street  
London  
EC1Y 4AG  
United Kingdom

### Independent auditors

PricewaterhouseCoopers LLP  
Chartered Accountants  
2 Glass Wharf  
Bristol  
BS2 0FR  
United Kingdom

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024

---

The Directors present their annual report and the audited consolidated financial statements of Semperian PPP Investment Partners Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 March 2024.

### Principal Activity

The Company is a leading investor in the Public Private Partnership ("PPP") market. The Company's principal activity is to invest shareholder funds in a portfolio which is directly or indirectly involved in social infrastructure projects, with the majority of its investments situated within the United Kingdom. The portfolio comprises of a range of public and private partnerships covering six main sectors: accommodation, education, health, secured accommodation, utilities and transport. The Company was formed in August 2007. The Group results are set out on page 19.

### Objectives

The Company aims to invest in and manage PPP assets to provide shareholders with a sustainable return which is closely correlated to the Retail Price Index and which generates returns at a premium to index linked gilts. The Company largely invests in PPP assets where the United Kingdom government, its agency or local authority, is typically the client under a long-term concession.

The Company focuses on providing quality operational management to ensure that its Public-Sector clients are provided with proactive and involved service providers, so that agreed service levels are met. For most assets, the Company sub-contracts its maintenance and service provision to external specialist facility managers for the life of the concession. Across the portfolio a team of national managers actively manage the relationship between the Public-Sector client and the service providers to ensure there is early identification and resolution of matters.

The Company's strategy of active operational management aims to ensure that the Group retains the skills and resources necessary to manage diversified portfolio risk.



*Photo: Health Management (UCLH) Limited*



# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Financial Review and results for the year

The Group's consolidated loss before tax for the year is £31.4m (2023: profit of £195.3m). The consolidated financial statements of the Group are reported under International Financial Reporting Standards (IFRS) as adopted by the European Union.

The loss is predominately driven by two events. Firstly, the movement in the discount rate used to value the Group's associate investments, reflecting market conditions. The Group closely monitors the movement in market discount rates and considers its effect when applying criteria for identifying acquisition and divestment opportunities. The Group continues to apply a discounted cash flow methodology to value its investments. Discount rates for valuation purposes are obtained from third party independent sources. In 2024, the discount rate applied in the valuation of the Group's associate investments has increased to 8.23% (2023: 7.29%), reducing the valuation. A net loss of £26.0m (2023: net gain of £41.7m) has been recognised under (Loss) / Income from and the movement on associate investments in the Statement of comprehensive income.

Secondly, as reported in the prior year financial statements, in line with the Group's response to the Government's Centre of Excellence, a programme of fire, compliance, and condition surveys has been agreed to be performed, in conjunction with the respective clients, across several of the Group's projects. The provision in respect of these surveys and works has been increased by £31.6m (note 23) in the year.

The movement in the Group's result on previous year is further impacted by the Group's financing activities. On 4 December 2023 the Group successfully completed a positive planned refinancing of the senior debt of the Consort Healthcare (Fife) Limited, one of the Group's subsidiaries. This involved the repayment of existing senior debt and the termination of the interest rate and RPI swap agreements. Swap termination fees of £64.8m (note 10) were incurred as a result of the refinancing, and professional fees of £2.1m. This was funded through a new loan arrangement with Aviva with a drawdown on the new facility of £213m. The loan is repayable in 6 monthly instalments commencing 31 March 2024, with final repayment 31 March 2041.

The Group remains well insulated against interest rate fluctuation, maintaining a long-term cash hedging strategy to minimise its sensitivity to changes in the cash flow requirements of its underlying debt servicing. This is achieved by entering into long term financial derivative contracts. The majority of the Group's derivative contracts are interest rate swaps (paying fixed interest and receiving variable interest which is determined by SONIA and EURIBOR rates). Under IFRS the Group is required to value these derivative contracts at an arm's length market rate. A net gain (pre-tax) of £92.5m (2023: £154.0m gain) has been recognised in the year as a result of valuing the Group's derivatives in line with market expectations of movements in SONIA rates, and inflation as at 31 March 2024. This gain includes £71.6m in respect of derecognising the Fife Hospital Swaps, with a net pre-tax gain of £20.9m therefore recognised across the remaining derivatives held.

Services Revenue and Services Costs have increased in the year due to the acquisition of M3 and M4 road projects in Ireland in the prior financial year and asset variations. Services costs (note 7) have increased in excess of service revenue primarily due to lifecycle reserve adjustments, provisions (note 23), and a catch up in inflationary rises on facility management contracts.

### Dividends

The Directors do not propose the payment of a dividend (2023: £nil).

### Portfolio Performance

The Group's key performance measures are based on Financial and Non-financial performance indicators.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Financial KPIs (unaudited)

The key financial measurements used are net operating cash flow from investment activities, the nominal internal rate of return (IRR) of the investment portfolio and the annualised cash yield. Individual projects have specific key performance indicators (e.g. Unitary charge deductions) which are monitored at the asset level.

For the year ended 31 March 2024, the Group performance has achieved:

- ♦ Net operating cash inflow from investment activities of \*£166.4m (2023: \*£171.2m),
- ♦ Nominal IRR of 8.15% (2023: 8.14%),
- ♦ Annualised cash yield of 7.55% (2023: 6.66%),
- ♦ Minimal non-recoverable deductions across Group companies

\* Excludes cash retained at the project level that is included in the Group Cash flow statement

The Group continues to meet the financial covenants contained within its long-term funding arrangements.

### Non - Financial KPIs

Semperian is committed to ensuring the health, safety and wellbeing of its employees and continues to invest in ensuring they are able to perform their functions safely, fully equipped with the appropriate skills and knowledge. Annual internal and external health and safety performance monitoring and continual dedicated health, safety and environmental training is delivered to support this commitment. Semperian actively encourages and works with third party professional service companies to assist them to meet the high standards adopted by the Group. The Group aims to deliver services with no work related RIDDORS (Reporting of Injuries, Diseases and Dangerous Occurrences) and maintain an accident incident rate below the Industry Group average and Semperian Group target of less than 5.1 incidents per annum. The Group has had no workplace injuries or work-related illnesses notifiable under RIDDOR during the year (2023: none) and recorded no over 3-day recordable accidents (2023: none).

### Corporate Structure and Governance

The Company is tax resident in the United Kingdom as befits its predominately United Kingdom based Public Sector asset portfolio and is registered in Jersey. The Group operates through a board of directors ("the Board") supported by Remuneration, Audit and Investment Committees. Members of the Board and the Committees are appointed by shareholders with an interest of 10% or more in the Company.

The Board has an experienced operational management and finance team who monitor the Group and its subcontractors' compliance with contracts as well as reporting financial and operational performance to the Board. Internal audit and risk management processes and systems are also in place to monitor, report and address any significant issues identified.

### Stakeholder engagement and decision making

Investors, clients, contractors, the public, and employees are the Group's main stakeholders. Decisions across the Group are made working in partnership with and considering the needs of these stakeholder Groups. Contracts set out the relationships with clients and contractors. Where services may impact the community or environment, these are considered with the client.

The employees of the Group are key to its success and have a major role in decision making. Employees are kept well informed, through meetings, training, conferences, manager discussions, emails and the intranet. Employee feedback is obtained throughout these channels as well as through periodic surveys and line manager one to ones. Employees' performance is reviewed and discussed with them and a discretionary bonus scheme is in place for permanent employees.

Company Board directors and sub-board directors across the group have experience of working with the other key stakeholders, which assists them in identifying and considering the long-term consequences of principal decisions. The Group's main board meeting is held on a quarterly basis. Additional main board meetings, Investment Committee and Audit Committee meetings are held as appropriate.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Stakeholder engagement and decision making (continued)

The Group's Executive Committee meets monthly and includes Company executive directors and other senior management. For the main board and executive meetings, reports covering health and safety matters, the operational and financial performance of the group and the relationships with the clients and main contractors are produced. The operational and financial teams make recommendations during these meetings, which are considered and reviewed along with the reports. Actions are agreed at these meetings and monitored.

Principal decisions of the Group are those that are key to the Group's success. These include but are not limited to: decisions impacting the relationships between the parties, decisions impacting health and safety, and decisions impacting the return to the shareholders.

The principal decisions made by the Directors during the year ended 31 March 2024 were:

- Strategic decisions linked to acquisitions, business planning or budgets
- Acceptance or amendments to significant contracts
- The payment of dividends from subsidiaries

Subsidiary dividends are declared only after having had regard to the entity's ability to meet its working capital requirements. This ensures the stability of the subsidiary to allow it to continue providing services.

### Current Outlook

The Group manages a substantial investment portfolio and actively manages the assets to maximise the performance of the portfolio. The Group continues to seek out further acquisition opportunities to enhance returns and lengthen the unexpired contractual cashflows of the Group.

In line with the Group's response to the Government's Centre of Excellence (see (f) below), a programme of fire, compliance, and condition surveys will be undertaken, in conjunction with the respective clients, across several of the Group's projects. As a result of surveys undertaken to date, where it has been possible to reliably estimate the duration and cost of remedial works, these have been provided for. At the balance sheet date, the Group has provided for £32.6m (2023: £4.3m) (note 23) in respect of these and other remedial works, however it is not possible to reliably estimate the duration and cost of all remedial works, as many are dependent on the completion of further surveys and reviews.

The Group retains a well-motivated highly skilled workforce and committed management team and is well positioned to continue the delivery of investors' expectations.

### Principal Risks and Uncertainties

The identification, assessment and management of risks and uncertainties are integral to the running of the business. The Group's principal risks and uncertainties are reviewed on a regular basis and internal controls have been established to manage those risks. An integral part of the Semperian risk management process is the "Watch List" which is presented to the Board, by the Executive, on a regular basis. This list is used to highlight those projects within the Group's portfolio where increased management resources have been allocated to correct or prevent failure, and where there is a possibility of loss and/or impact on the portfolio returns. The list is reviewed regularly and any projects identified for inclusion remain on the list until satisfactory performance has been established for an appropriate duration.

The risk management process has been designed to identify and manage rather than eliminate material risks to the achievement of business and strategic objectives, whilst also recognising that any such process only provides reasonable, and not absolute, assurance against material misstatement or loss.

The remaining principal risks and uncertainties that could have a material adverse effect on the business are listed and discussed below. Not all of these factors are controllable. In addition, other factors besides those listed may affect the Group.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Principal Risks and Uncertainties (continued)

#### (a) Management and reliance on service providers

The Group is reliant on its own internal controls in respect of its investment management and management of part of its asset portfolio. The Group also relies on other service providers for the remainder of its asset portfolio. Failure of the Group's internal controls or failure to deliver by its service providers may have an impact on the performance of the Group. The Group monitors its own internal controls and regularly reviews service provider performance.

#### (b) Investment

Making additional investments in the Group's portfolio entails certain risks. Detailed due diligence, including, but not limited to, legal, financial and taxation, insurance and technical due diligence, is undertaken on potential acquisitions to mitigate aspects of these risks. Investment decisions are then subject to review and approval by the Investment Committee and the Board. The due diligence process may fail to identify risks and expected results may not subsequently be achieved.

The Group's investments include co-investments with third parties. Such investments involve additional risks which may not be present in investments that do not involve a co-investor, including the possibility that a co-investor may at any time have economic or business interests or goals that are not consistent with those of the Group, may be in a position to take or block action in a manner inconsistent with the Group's objectives, may have financial difficulties, may become insolvent or default on their obligations. The Investment Management Division oversees the Group's interest in assets which are managed by third parties to ensure performance, compliance and other relevant issues are appropriately addressed.



*Photo: Arteos GP Limited & Co KG*

#### (c) Financial

The Group relies on its financial counterparties to provide various facilities such as debt funding, hedges, deposit facilities and insurance. The Group relies on both equity and debt finance to fund the Group's activities. The availability of debt finance on acceptable terms can affect the Group's ability to acquire additional investments. The Group has debt facilities available for the expected life of the concessions. Deposit takers and insurance providers' creditworthiness are monitored on a regular basis.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Principal Risks and Uncertainties (continued)

#### (d) Project termination

The Group invests in projects that deliver concession requirements in accordance with a Project Agreement. The possibility exists that a concession may terminate due to failure to deliver to agreed service levels. The concession may also terminate for other reasons including, but not limited to, client default, force majeure and voluntary termination. Representatives of the Group manage each concession arrangement in varying capacities to ensure performance, compliance and other relevant issues are appropriately addressed.

#### (e) Subcontractors

Projects within the Group's investment portfolio rely on subcontractors to deliver services to enable the project companies to meet their concession requirements. Failure of subcontractors to provide agreed levels of service would affect the project companies' ability to fulfil their service concession requirements, impacting the Group's reputation and exposing the Group to potential financial penalties. Mitigating activities include securing agreements to transfer risks to an insurer or relevant subcontractor where possible, as well as regular review and assessment of subcontractor performance. Contingency plans have been developed to procure alternative suppliers, where appropriate.

#### (f) Centre of Excellence

The Government established the Centre of Excellence following the budget 2018 which is run by the Infrastructure and Projects Authority (IPA) to provide expert support and advice to the government departments and contracting authorities. The group has consulted extensively with the IPA and agreed several best practice notes designed to improve operational performance and ensure contracts standards are being met in respect of condition, environmental compliance, and fire through detailed surveys ("combined surveys") and the necessary arrangements are in place to ready the projects for handover well in advance of expiry date. Works identified in the surveys need to be conducted within a reasonable period to benefit from the relief the public sector grants in return for the surveys being conducted.

The contracting arrangements of the Group with its clients and supply chain are complex. The combined surveys may result in the acceleration of lifecycle expenditure along with additional works not included in the current lifecycle projections on those projects where the Group retains that risk. The Group will need to ensure it maintains sufficient reserves at a project and group level to meet these costs over the remaining term of the projects. It is expected the contracts procured under PFI will have surveys conducted prior to expiry of the contracts. On the projects where the risk is transferred to the supply chain the Group will need to monitor the performance by the relevant contractor of the works identified through the combined surveys.

#### (g) Lifecycle costs

In addition to the Centre of Excellence, during the period of a concession, the underlying project assets will incur various costs including repair, rectification, refurbishment and replacement. Changes in the expected project lifespan, project costs or inflation may result in lifecycle costs being different from those anticipated. Components of these risks are mitigated by transfer to an insurer or relevant subcontractors. Each project's performance is monitored to minimise cost over-runs and to maximise potential savings.

#### (h) Inflation and deflation

Due to the long-term nature of concession arrangements, large proportions of project companies' revenues and expenditures are subject to indexation. Increases above and decreases below the expected inflation assumption would result in a respective beneficial or detrimental effect on investor returns. Mitigating activities include matching by the project companies of their indexation of contractual revenues to their indexation of contractual costs where possible.



# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Principal Risks and Uncertainties (continued)

#### (i) Interest rate

The Group's borrowings and cash deposits are exposed to interest rate fluctuations. The majority of the Group's borrowings are economically hedged to minimise interest volatility. Rate fluctuations on cash deposits are partially mitigated through the deposit term, however this economic risk is inherent and mitigation options are limited. As described in note 2, the Group has negotiated consistent terms, rates and transition dates, with the respective counterparties, to maintain hedge effectiveness. All of the Group's LIBOR loan and derivatives have now been transitioned.

#### (j) Insurance

Project companies within the Group's portfolio may be responsible for maintaining insurance cover, including but not limited to buildings, contents and third party cover. Typically, the project entity takes the risk that the cost of maintaining the insurance may be greater than expected and that in some circumstances it may not be able to obtain the necessary insurance. Where insurance is not obtainable, the Public-Sector client may, in certain circumstances, arrange to insure the relevant risks itself. The Group has in place a pooled insurance programme to mitigate the insurance risks.



*Photo: UK Highways M40 (Holdings) Limited*

#### (k) Financial instruments

The financial risk management objectives and policies of the Group and the exposure of the Group to interest rate risk, inflation risk, currency risk, market risk, credit risk and liquidity risk are provided in Note 4 to the financial statements.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Principal Risks and Uncertainties (continued)

#### (I) Changes in taxation law or practice and general law

The Group's investments are long-term concessions and can be affected by changes in local legislation, regulatory framework, economic factors and taxation. Where possible, components of these risks are mitigated through individual Project Agreements. In instances where this may not be possible, changes may have an adverse impact on the Group's financial performance. The reviews undertaken by the Government could lead to changes in legislation or codes of practice which the Group may have to comply with.

Based on revenue thresholds, the Group is potentially within the scope of the Organisation for Economic Co-operation and Development (OECD) Pillar Two model rules. The Pillar Two legislation was enacted in the United Kingdom and will come into effect for financial years commencing on or after 31 December 2023, making it effective for the Semperian Group from 1 April 2024. Since the Pillar Two legislation was not effective at the reporting date, the Group has no related current tax exposure.

Under the Pillar Two legislation, Group's may be liable to pay a top-up tax for the difference between their Global Anti-base Erosion Rules (GloBE) effective tax rate per jurisdiction and the 15% minimum rate.

The Group has performed an assessment and does not consider to be within the rules in the first year of application but continues to monitor the potential exposure.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Directors

The directors and chairman who held office during the year and subsequently are as follows:

W R Doughty	Chairman
A E Birch	Executive
S McGeown	Executive
A C M Rhodes	Alternate to A E Birch
W R Doughty	Non-Executive
P Shukla	Non-Executive
M T Smith	Non-Executive (Resigned 31 December 2023)
	Alternate to A L Tennant (Resigned 31 December 2023)
A L Tennant	Non-Executive (Resigned 31 December 2023)
	Alternate to M T Smith (Resigned 31 December 2023)
C P Rule	Non-Executive
C J Simpson	Non-Executive
	Alternate to C P Rule
M A Donn	Non-Executive (Appointed 1 January 2024)
	Alternate to G D Cohen (Appointed 1 January 2024)
G D Cohen	Non-Executive (Appointed 1 January 2024)
	Alternate to M A Donn (Appointed 1 January 2024)

The company secretaries who held office during the year and subsequently are as follows:

S Taberner  
Crestbridge Corporate Services Limited

There were no contracts of any significance in relation to the business of the Company in which the directors had any interest as defined in the Companies (Jersey) Law 1991 at any time during the year. The directors had no interest in the company's share capital.

### Directors' indemnities

Qualifying third party indemnity provisions were in force for the directors during the financial year ended 31 March 2024 and at the date of this report are in force for the benefit of the current directors in relation to certain losses and liabilities which they may incur (or may have incurred) to third parties in the course of their professional duties.

### Going concern

Each PPP project company is funded by third party borrowings which is independent of the funding in other projects or the Group. A default in any project company will not cross default the debt in the Group or another project company. The Group banking facilities are serviced by cash distributions from project companies and the Group model forecasts that the Group will meet its banking covenants for the 12 months following the approval of the financial statements.

The banking covenants are not directly dependent on the results of the Group's consolidated financial statements. Internal cash forecasts, which have been reviewed by the Directors, support the ongoing ability of the Group to meet its debt and other liabilities as they fall due for the foreseeable future, including the 12 months following the approval of the financial statements. Sensitivities to variables such as interest rates, inflation, tax rates, and project cashflows are run and monitored within these cash flow models.

Accordingly, the financial statements have been prepared on the going concern basis.

### Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

# Semperian PPP Investment Partners Holdings Limited

## Directors' Report for the year ended 31 March 2024 (continued)

---

### Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

Companies (Jersey) Law 1991 requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Company and the Group and the profit or loss for that year.

In preparing those financial statements, the directors are responsible for:

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

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and the Group and to prevent and detect fraud and other irregularities.

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the Board



**A C M Rhodes**

*Director*

11 September 2024



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited

---

# Report on the audit of the financial statements

## Opinion

In our opinion, Semperian PPP Investment Partners Holdings Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2024 and of the group's loss, the company's result and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted in the European Union; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

We have audited the financial statements, included within the Annual Report, which comprise: the Group and Company Balance Sheets as at 31 March 2024; the Group and Company Statements of Comprehensive Income, the Group and Company Statements of Changes in Equity and the Group and Company Cash Flow Statements 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

## Our audit approach

### Overview

#### Audit scope

- The Group Financial Statements consists of 251 components, 198 of the components have been subject to full scope audits, which has meant that 95% of the Adjusted profit before net finance costs and tax (after adding back finance debtor amortisation) has been subject to full scope audits.

#### Key audit matters

- Treatment of Contract assets (group)
- Carrying value of investments at fair value through profit and loss (group)
- Impairment of Goodwill (group)
- Impairment of investments (parent)
- Provisions for project remedial works (group)

#### Materiality

- Overall group materiality: £10,000,000 (2023: £6,000,000) based on 3% of Adjusted profit before net finance costs and tax (after adding back finance debtor amortisation), limited to £10 million based on professional judgement.
- Overall company materiality: £472,000 (2023: £441,000) based on 1% of Investment income.
- Performance materiality: £7,500,000 (2023: £4,500,000) (group) and £354,000 (2023: £330,750) (company).



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited (continued)

### 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 judgement, 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.

Provisions for project remedial works is a new key audit matter this year. Acquisition accounting (group and parent) and Valuation of derivatives (group), which were key audit matters last year, are no longer included because of no new acquisitions requiring additional assessment in the current year and successful transition of almost all of the Group's financial instruments per the requirements of the IBOR reform. While the fair values as at the balance sheet date are largely dependant on the macroeconomic conditions, there is less volatility in the underlying methodology to value these instruments. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
<p><i>Treatment of Contract assets (group)</i></p> <p>The Group operates a number of PFI ('Private Finance Initiative') contracts with various Public Sector bodies for the design, construction, financing, commissioning and maintenance of buildings and other facilities used by such bodies. The Group recognises amounts due to recompense it for the design, construction and financing element of the project (including interest) in its balance sheet as a "contract asset". The contract asset consists of finance debtor and lifecycle provision components. Each year, the debtor reduces to reflect payment via unitary charge funding, to part repay design and construction costs and financing expense. The intention being that by the end of the arrangement, the contract asset is settled in full. The determination of the amounts to allocate from the unitary charge payment to the imputed interest receivable includes some judgement. Given the estimations and the size of the balances involved, this is an area of focus. In addition, each year, amounts are allocated from the unitary charge account to lifecycle provisions, which are deducted from the contract asset, to meet future costs. This also involves judgement and accordingly is also an area of focus. Contract assets amount to £1,363.5m (2023: £1,517m) as disclosed in Note 18 of the financial statements.</p>	<p>Our audit addressed the key audit matter as follows:</p> <ul style="list-style-type: none"><li>• We have reviewed the integrity and consistency of Management's financial forecast models that reflects the finance debtor, interest receivable and lifecycle provisions/deferred income to satisfy ourselves that any movements in these balances have been appropriately calculated and reflected in the models.</li><li>• The allocations to reduce the outstanding finance debtor from cash receipts in relation to the unitary charge are driven by financial models that are extensively reviewed and are used to ensure the finance debtors are paid down over the life of the contracts whilst having regard to that element of the unitary charge receipts which are required to cover other items such as actual and expected operating expense. We have confirmed that the allocations are consistent with Management's financial forecast models and that the allocations are reasonable having regard to appropriate consideration of other matters which the unitary charges are designed to cover such as lifecycle deferred income. By performing look back procedures, we have checked the past accuracy of management's estimates around lifecycle expenditure and RPI rates (which drives finance debtor and revenue). This has provided comfort over the robustness of management's projections in the financial models being used.</li><li>• We recalculated the imputed interest receivable on the finance debtor. We found the calculations to be accurate.</li><li>• We tested the lifecycle deferral calculations applied and validated that they were consistent with Management's financial forecast models.</li><li>• We have reviewed management's latest lifecycle profiles used within the models, which has been reviewed by all relevant stakeholders. The profiles are regularly updated based on lifecycle surveys performed, at least once every 5 years.</li></ul>



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited (continued)

	<ul style="list-style-type: none"> <li>• We also perform a lookback test to check accuracy of management's estimation of forecasts for lifecycle costs.</li> <li>• We have also ensured that the actual results, including inputs such as inflation and tax rate changes, have been appropriately reflected in the models and financial statements. We found the calculations to be accurate.</li> </ul>
<p><i>Carrying value of investments at fair value through profit and loss (group)</i></p> <p>The Group has designated its Investments in Associates to be accounted for at fair value through profit and loss. Fair values are determined using the income approach which discounts the expected cash flows at the appropriate rate. The determination of the fair value includes some judgement. Given the estimations and the size of the balances involved, this is an area of focus. Carrying amount of associate investments of £990.7m (2023: £1,060.3m) have been disclosed within Note 15 and Note 6 respectively.</p>	<p>In order to assess the appropriateness of the rate used to discount the future cash flows we have assessed management's experts and used our valuation experts to assess management's rate for reasonableness. We tested the cashflow models used for the assessment of fair value, including checking the model mechanics; review and challenge of cashflow forecasts, including obtaining supporting evidence for material movements; corroborating cashflows with other audit tests performed; and considering the historical accuracy of management's forecasting of cash flows versus actuals. The estimates were considered to be reasonable based on our review.</p>
<p><i>Impairment of Goodwill (group)</i></p> <p>In accordance with the requirements of IAS 36 Goodwill is tested annually for impairment both at a cash generating unit ("CGU") and group level. The group has changed its CGU determination during the year. The recoverable amount is determined based on discounted cash flows derived from the "fair value less cost to sell valuation models", per IAS36, adjusted for debt. These calculations require the use of estimates, including projected future cash flows and the determination of an appropriate discount rate. Given the judgements and estimations and the size of the balances involved, this is an area of focus. Carrying amount of Goodwill amounting to £210.5m (2023: £210.5m) is disclosed within Note 12 of the financial statements.</p>	<p>In order to assess the appropriateness of the discount rate used to discount the future cash flows we have assessed management's experts and used our valuation experts to assess management's rate for reasonableness. We have performed detailed model testing, including testing the model mechanics, performing tie throughs and testing key inputs including RPI and discount rate, the latter being reviewed by our valuation experts. We have reviewed the model cashflows, performing a look back on prior year forecasts and obtained supporting evidence for significant movements. We have also ensured the cash flow movements are consistent with our audit work in other areas. We have reviewed management's impairment methodology for compliance with IAS 36 and considered the appropriateness of disclosures made. The estimates were considered to be reasonable based on our review and we concur that no impairment charge is recognised in the year.</p>
<p><i>Impairment of investments (parent)</i></p> <p>Refer to note 17, the company reported investments with a carrying value of £711.3m (2023: £728.5m). This balance remains the largest single balance in the Company's accounts and so has been the principal focus of our audit effort in the current year. Any potential impairment loss could be material to the Company.</p>	<p>In order to address the identified risk we discussed with management their impairment trigger assessment which concluded that no trigger event was identified. We also considered other qualitative and quantitative factors such as the work done around the Group's goodwill assessment and considered cashflows and underlying net assets on an investment by investment basis. We concluded that management's assessment was reasonable and that no impairment was required at the parent company level.</p>
<p><i>Provisions for project remedial works (group)</i></p> <p>At the balance sheet date, the Group has provided for £32.6m (2023: £4.3m) across several of the Group's projects, in respect of a programme of fire, compliance, and condition surveys that has been agreed to be performed, in conjunction with the respective clients. Those surveys have found a number of material issues that need to be resolved. However, the Board has concluded it is not possible to reliably estimate the duration and cost of all remedial works, as many are dependent on the completion of further surveys and reviews.</p>	<p>We have performed the following procedures: obtained management's summary of projects in the scope of these reviews and corroborated management's assessment on status of surveys and assessment of whether a provision should be recognised at year end; where provisions are recognised then we agreed the works identified in the surveys to the estimated works per management's provision analysis for completeness; tested management's estimated costs for reasonableness to supporting evidence including evaluating the external advisor's capability and industry expertise to provide reasonable estimates; corroborated the project analysis through enquiry of operational management;</p>



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited (continued)

The group has several other projects where survey programmes are at an earlier stage, or the scope and timing of such surveys is not confirmed. For these projects, the potential liability is not yet probable or the amount cannot be reliably quantified at the balance sheet date.

discussed with management and reviewed correspondence with the Authority to confirm whether any potential asset recovery should be recognised at year end; and we are satisfied that the provisions recognised are within a reasonable range and that the provisions and contingent liability disclosures in the financial statements are compliant.

### 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.

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 Financial Statements consists of 251 components, 198 of the components have been subject to full scope audits, which has meant that 95% of the Adjusted profit before net finance costs and tax (after adding back finance debtor amortisation) has been subject to full scope audits. The accounting for the components is undertaken by the Group's central accounting team in Bristol, the audits of the 198 components described above has been undertaken by the group audit team led from Bristol without the requirement to receive reporting from component auditors.

### The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the group's and company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the group's and company's financial statements.

### 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 judgement, we determined materiality for the financial statements as a whole as follows:

	Financial statements - group	Financial statements - company
<i>Overall materiality</i>	£10,000,000 (2023: £6,000,000).	£472,000 (2023: £441,000).
<i>How we determined it</i>	3% of Adjusted profit before net finance costs and tax (after adding back finance debtor amortisation), limited to £10 million based on professional judgement.	1% of Investment income
<i>Rationale for benchmark applied</i>	In the current year, we have reassessed the basis for materiality at the Group level. We consider profit measures that are a proxy for operating cashflows a better benchmark that is more aligned to key financial metrics focussed on by shareholders. We are hence using an adjusted operating profit for project subsidiaries and adjusted profit before net finance costs and tax for the group, limited to £10 million based on professional judgement.	The company is an investment company. Its investment income is used by shareholders in assessing its performance 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 for each component in the scope of our group



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited (continued)

---

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% (2022: 75%) of overall materiality, amounting to £7,500,000 (2023: £4,500,000) for the group financial statements and £354,000 (2023: £330,750) 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 £500,000 (group audit) (2023: £250,000) and £23,600 (company audit) (2023: £22,050) 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:

- We assessed internal control related to going concern;
- We challenged management to assess if there are any indicators of possible management bias relating to going concern and implications for the audit;
- We reviewed and challenged the company and group's forecast profit, cashflow and funding headroom for the going concern period, factoring in a plausible downside scenario; and
- We evaluated significant judgements made in relation to whether or not a material uncertainty exists, the appropriateness of management's use of the basis of accounting and the appropriateness of management's 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.

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 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.



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited (continued)

---

### 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, the requirements of Jersey law 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 UK corporation tax legislation, and building regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies (Jersey) Law 1991. 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 involvement of management bias in making accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management and internal audit to enquire of any known instances of non-compliance with Laws and Regulations and Fraud;
- Reading board minutes for evidence of breaches of regulations or bank covenants and reading relevant correspondence;
- Challenging assumptions and judgements made by management in their significant accounting estimates;
- Identifying and testing journal entries, in particular journal entries posted with unexpected account combinations; and
- Incorporating unpredictability into the nature, timing and/or extent of our testing

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.



# Semperian PPP Investment Partners Holdings Limited

## Independent auditors' report to the members of Semperian PPP Investment Partners Holdings Limited (continued)

---

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. In our engagement letter, we also agreed to describe our audit approach, including communicating key audit matters.

### 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 Article 113A of the Companies (Jersey) Law 1991 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 (Jersey) Law 1991 exception reporting

Under the Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- proper accounting records have not been kept by the company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Matthew Walker

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants

Bristol

13 September 2024

# Semperian PPP Investment Partners Holdings Limited

## Statement of comprehensive income for the year ended 31 March 2024

Group		Year ended 31 March 2024	Year ended 31 March 2023
	Note	£million	£million
Services revenue		474.9	454.9
Interest from investments	5	21.7	21.7
Income from contract assets	18	109.9	107.8
(Loss) / Income from and movement on associate investments	6	(26.0)	41.7
<b>Total income</b>		<b>580.5</b>	<b>626.1</b>
Services costs	7	(435.5)	(364.7)
Administrative expenses	8	(54.8)	(59.2)
<b>Profit before net finance costs and tax</b>		<b>90.2</b>	<b>202.2</b>
Finance costs	10	(236.2)	(172.5)
Finance income	10	16.4	4.5
Change in fair value of financial derivatives	10	98.2	161.1
<b>(Loss) / Profit before tax</b>		<b>(31.4)</b>	<b>195.3</b>
Income tax credit / (charge)	11	3.1	(31.8)
<b>(Loss) / Profit for the year</b>		<b>(28.3)</b>	<b>163.5</b>
<b>Other comprehensive (expense) / income:</b>			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(3.4)	1.3
Fair value of financial derivatives – credit adjustment		(5.7)	(7.1)
Deferred tax on financial derivatives – credit adjustment	11c	(1.4)	(1.8)
<b>Total other comprehensive expense</b>		<b>(10.5)</b>	<b>(7.6)</b>
<b>Total comprehensive (expense) / income for the year</b>		<b>(38.8)</b>	<b>155.9</b>
<b>Attributable to:</b>			
Owners of the parent		(39.0)	154.2
Non-controlling interests		0.2	1.7
		<b>(38.8)</b>	<b>155.9</b>

All results are derived from continuing operations. The accompanying notes on pages 26 to 60 are an integral part of these financial statements.

# Semperian PPP Investment Partners Holdings Limited

## Statement of comprehensive income for the year ended 31 March 2024

Company		Year ended 31 March 2024	Year ended 31 March 2023
	Note	£million	£million
Interest from investments		47.2	44.1
Administrative expenses	8	-	(0.1)
<b>Profit before net finance costs and tax</b>		<b>47.2</b>	<b>44.0</b>
Finance costs	10	(47.2)	(44.1)
<b>Result / (loss) before tax</b>		<b>-</b>	<b>(0.1)</b>
Income tax credit		-	0.3
<b>Result / profit &amp; Total comprehensive income for the year</b>		<b>-</b>	<b>0.2</b>

All results are derived from continuing operations. The accompanying notes on pages 26 to 60 are an integral part of these financial statements.

# Semperian PPP Investment Partners Holdings Limited

## Balance sheet as at 31 March 2024

Group		Group 2024	Group 2023 (As Restated)	Group 2022 (As Restated)
	Note	£million	£million	£million
<b>Non-current assets</b>				
Intangible assets	12	528.3	567.0	471.5
Property, plant and equipment	13	45.7	50.0	52.9
Net investment in finance leases	14	1.5	5.5	10.1
Associate investments	15	990.7	1,060.3	955.5
Loan investments	16	24.6	31.6	34.2
Contract assets	18	1,255.6	1,420.6	1,397.6
Derivative financial instruments	22	3.7	3.7	3.2
Deferred tax assets	11	20.6	43.7	81.7
<b>Total non-current assets</b>		<b>2,870.7</b>	<b>3,182.4</b>	<b>3,006.7</b>
<b>Current assets</b>				
Net investment in finance leases	14	4.0	4.6	4.2
Contract assets	18	107.9	96.4	98.1
Inventories		0.5	0.3	-
Trade and other receivables	18	71.3	66.2	45.4
Current tax assets		2.4	-	0.4
Cash and cash equivalents	19	254.1	268.5	364.3
Investments: Term Deposits	24	143.5	122.9	22.9
<b>Total current assets</b>		<b>583.7</b>	<b>558.9</b>	<b>535.3</b>
<b>Total assets</b>		<b>3,454.4</b>	<b>3,741.3</b>	<b>3,542.0</b>
<b>Current liabilities</b>				
Loans and borrowings	21	(213.9)	(225.4)	(218.9)
Trade and other payables	20	(120.1)	(112.2)	(97.0)
Provisions	23	(32.6)	(4.3)	-
Current tax liabilities		-	(4.1)	-
<b>Total current liabilities</b>		<b>(366.6)</b>	<b>(346.0)</b>	<b>(315.9)</b>
<b>Non-current liabilities</b>				
Loans and borrowings	21	(2,269.5)	(2,391.3)	(2,305.8)
Derivative financial instruments	22	(86.9)	(179.5)	(329.9)
Trade and other payables	20	(3.2)	(5.1)	(5.5)
Deferred tax liabilities	11	(221.5)	(273.9)	(294.7)
<b>Total non-current liabilities</b>		<b>(2,581.1)</b>	<b>(2,849.8)</b>	<b>(2,935.9)</b>
<b>Total liabilities</b>		<b>(2,947.7)</b>	<b>(3,195.8)</b>	<b>(3,251.8)</b>
<b>Net assets</b>		<b>506.7</b>	<b>545.5</b>	<b>290.2</b>
<b>Equity</b>				
Ordinary share capital	26	1.3	1.3	1.2
Share premium	26	139.3	139.3	63.0
Cumulative translation reserve		2.3	5.7	4.4
Retained profit		325.1	360.7	207.8
Equity attributable to		<b>468.0</b>	<b>507.0</b>	<b>276.4</b>
Non-controlling interests		<b>38.7</b>	<b>38.5</b>	<b>13.8</b>
<b>Total equity</b>		<b>506.7</b>	<b>545.5</b>	<b>290.2</b>

The accompanying notes on pages 26 to 60 are an integral part of these financial statements. The financial statements on pages 19 to 60 were approved by the Board of Directors on 11 September 2024, and signed on its behalf by:

  
S McGeown (Director)



# Semperian PPP Investment Partners Holdings Limited

## Balance sheet as at 31 March 2024

Company	Note	Company 2024 £million	Company 2023 £million
<b>Non-current assets</b>			
Investments in subsidiary undertakings	17	711.3	728.5
<b>Total non-current assets</b>		<b>711.3</b>	<b>728.5</b>
<b>Current assets</b>			
Trade and other receivables	18	23.5	33.5
<b>Total current assets</b>		<b>23.5</b>	<b>33.5</b>
<b>Total assets</b>		<b>734.8</b>	<b>762.0</b>
<b>Current liabilities</b>			
Trade and other payables	20	(23.5)	(33.2)
<b>Total current liabilities</b>		<b>(23.5)</b>	<b>(33.2)</b>
<b>Non-current liabilities</b>			
Loans and borrowings	21	(584.0)	(601.5)
<b>Total non-current liabilities</b>		<b>(584.0)</b>	<b>(601.5)</b>
<b>Total liabilities</b>		<b>(607.5)</b>	<b>(634.7)</b>
<b>Net assets</b>		<b>127.3</b>	<b>127.3</b>
<b>Equity</b>			
Ordinary share capital	26	1.3	1.3
Share premium	26	139.3	139.3
Accumulated losses		(13.3)	(13.3)
Total equity attributable to Owners of the parent		127.3	127.3
<b>Total equity</b>		<b>127.3</b>	<b>127.3</b>

The accompanying notes on pages 26 to 60 are an integral part of these financial statements. The financial statements on pages 19 to 60 were approved by the Board of Directors on 11 September 2024, and signed on its behalf by:



**S McGeown** (Director)

# Semperian PPP Investment Partners Holdings Limited

## Statement of changes in equity for the year ended 31 March 2024

Group	Attributable to equity holders of the parent					Non-controlling interests £million	Total equity £million
	Ordinary share capital £million	Share Premium reserve £million	Cumulative translation reserve £million	Retained profit £million	Total £million		
<b>Balance at 1 April 2022</b>	<b>1.2</b>	<b>63.0</b>	<b>4.4</b>	<b>207.8</b>	<b>276.4</b>	<b>13.8</b>	<b>290.2</b>
Share issue	0.1	76.3	-	-	76.4	-	76.4
Non-controlling interest acquisition on subsidiaries	-	-	-	-	-	23.0	23.0
<b>Comprehensive income:</b>							
Profit for the year	-	-	-	161.8	161.8	1.7	163.5
<b>Other comprehensive income:</b>							
Currency translation	-	-	1.3	-	1.3	-	1.3
Fair value of financial derivatives – credit adjustment	-	-	-	(7.1)	(7.1)	-	(7.1)
Deferred tax on financial derivatives – credit adjustment	-	-	-	(1.8)	(1.8)	-	(1.8)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>1.3</b>	<b>152.9</b>	<b>154.2</b>	<b>1.7</b>	<b>155.9</b>
<b>Balance at 31 March 2023</b>	<b>1.3</b>	<b>139.3</b>	<b>5.7</b>	<b>360.7</b>	<b>507.0</b>	<b>38.5</b>	<b>545.5</b>
<b>Comprehensive income:</b>							
(Loss) for the year	-	-	-	(28.5)	(28.5)	0.2	(28.3)
<b>Other comprehensive expense:</b>							
Currency translation	-	-	(3.4)	-	(3.4)	-	(3.4)
Fair value of financial derivatives – credit adjustment	-	-	-	(5.7)	(5.7)	-	(5.7)
Deferred tax on financial derivatives – credit adjustment	-	-	-	(1.4)	(1.4)	-	(1.4)
<b>Total comprehensive income / (expense)</b>	<b>-</b>	<b>-</b>	<b>(3.4)</b>	<b>(35.6)</b>	<b>(39.0)</b>	<b>0.2</b>	<b>(38.8)</b>
<b>Balance at 31 March 2024</b>	<b>1.3</b>	<b>139.3</b>	<b>2.3</b>	<b>325.1</b>	<b>468.0</b>	<b>38.7</b>	<b>506.7</b>

## Semperian PPP Investment Partners Holdings Limited

### Statement of changes in equity for the year ended 31 March 2024

Company	Ordinary share capital £million	Share premium £million	Accumulated losses £million	Total equity £million
<b>Balance at 1 April 2022</b>	<b>1.2</b>	<b>63.0</b>	<b>(13.6)</b>	<b>50.6</b>
Share issue	0.1	76.3	-	76.4
Profit for the year	-	-	0.2	0.2
Share-based payment	-	-	0.1	0.1
<b>Balance at 31 March 2023</b>	<b>1.3</b>	<b>139.3</b>	<b>(13.3)</b>	<b>127.3</b>
Result for the year	-	-	-	-
<b>Balance at 31 March 2024</b>	<b>1.3</b>	<b>139.3</b>	<b>(13.3)</b>	<b>127.3</b>



# Semperian PPP Investment Partners Holdings Limited

## Cash flow statements for the year ended 31 March 2024

		Group Year ended 31 March 2024	Group Year ended 31 March 2023 (As Restated) £million	Company Year ended 31 March 2024	Company Year ended 31 March 2023
	Note	£million	£million	£million	£million
<b>Cash flows from operating activities</b>					
(Loss) / Profit before tax		(31.4)	195.3	-	(0.1)
Adjustments for:					
Interest from investments	5	(21.7)	(21.7)	(47.2)	(44.1)
Dividends from investments	6	(31.9)	(40.1)	-	-
Amortisation of other investments		4.4	4.2	-	-
Fair value movements on associate investments	6	69.6	15.2	-	-
Income from contract assets	18	(109.9)	(107.8)	-	-
Interest payable and similar charges	10	236.3	172.5	47.2	44.2
Changes in fair value of derivatives	10	(98.2)	(161.1)	-	-
Finance income	10	(16.4)	(4.5)	-	-
Amortisation and impairment	12	35.4	30.5	-	-
Depreciation of property, plant and equipment	13	4.7	4.7	-	-
Operating cash inflow before changes in working capital		40.9	87.2	-	-
<b>Changes in working capital</b>					
(Increase) / Decrease in receivables		(5.3)	(16.5)	10.0	(4.0)
Increase / (Decrease) in payables		34.2	7.9	(9.7)	4.0
<b>Cash inflow from operations</b>		<b>69.8</b>	<b>78.6</b>	<b>0.3</b>	<b>-</b>
Interest received on bank deposits	10	16.4	4.5	-	-
Cash received from contract assets	18	263.4	212.8	-	-
Interest paid		(233.8)	(170.0)	(56.9)	(40.0)
Corporation tax paid		(34.1)	(21.2)	-	-
<b>Net cash inflow / (outflow) from operating activities</b>		<b>81.7</b>	<b>104.7</b>	<b>(56.6)</b>	<b>(40.0)</b>
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	13	(0.9)	(0.6)	-	-
Interest received from investments	5	21.7	21.7	56.9	40.0
Receipts from investments	16	7.0	2.6	17.2	8.6
Loans to subsidiary		-	-	-	(145.2)
Dividend income from associate investments	6	31.9	40.1	-	-
Acquisition of associates	15	-	(120.0)	-	-
Acquisition of subsidiary net of cash acquired		-	(95.3)	-	-
Term deposits movement in year		(20.6)	(100.0)	-	-
<b>Net cash generated / (used in) from investing activities</b>		<b>39.1</b>	<b>(251.5)</b>	<b>74.1</b>	<b>(96.6)</b>
<b>Cash flows from financing activities</b>					
Proceeds from borrowings		-	233.2	-	68.8
Repayment of borrowings		(135.8)	(258.8)	(17.5)	(8.6)
Proceeds from issue of share capital	26	-	76.4	-	76.4
<b>Net cash (used in) / generated from financing activities</b>		<b>(135.8)</b>	<b>50.8</b>	<b>(17.5)</b>	<b>136.6</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(15.0)</b>	<b>(96.0)</b>	<b>-</b>	<b>-</b>
Cash and cash equivalents at beginning of year		268.5	364.3	-	-
Exchange movements		0.6	0.2	-	-
<b>Cash and cash equivalents at end of year</b>		<b>254.1</b>	<b>268.5</b>	<b>-</b>	<b>-</b>

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 1. General information

Semperian PPP Investment Partners Holdings Limited (the “Company”) is a company incorporated, domiciled and registered in Jersey, Channel Islands, and is a United Kingdom tax resident company. The financial statements for the year ended 31 March 2024 comprise the Company and its subsidiaries, together referred to as the “Group”. The principal activity of the Group and Company is investing in the PPP market, primarily in the United Kingdom.

### 2. Key accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. The accounting policies have been applied consistently in the current year.

#### (a) Basis of preparation

The financial statements have been prepared in accordance with Companies (Jersey) Law 1991 applicable to companies reporting and under International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee (IFRIC) interpretations, as adopted by the European Union in response to the IAS regulation (EC 1606/2002), using the historical cost convention, modified to include revaluation of certain financial instruments and investments held at fair value through profit or loss. The financial statements are presented in pounds sterling, which is the Company’s functional currency.

The preparation of financial statements in conformity with IFRS as adopted by the European Union requires the Directors to make judgements, estimates and assumptions that affect the application of policies and the reported amount of assets and liabilities, income and expense. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years. Note 3 outlines the critical accounting judgements and estimates.

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

Each PPP project company is funded by third party borrowings which is independent of the funding in other projects or the Group. A default in any project company will not cross default the debt in the Group or another project company. The Group banking facilities are serviced by cash distributions from project companies and the Group model forecasts that the Group will meet its banking covenants for at least 12 months from the date of these financial statements.

The banking covenants are not directly dependent on the results of the Group’s consolidated financial statements. Internal cash forecasts, which have been reviewed by the Directors, support the ongoing ability of the Group to meet its debt and other liabilities as they fall due for the foreseeable future. Accordingly, the financial statements have been prepared on the going concern basis.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (a) Basis of preparation (continued)

##### Interest rate benchmark reform

The Group has floating rate debt and related hedging instruments which are subject to SONIA, as disclosed in note 21 and 22. The risks arising from the transition relate principally to the potential impact of rate differences if the debt and related hedging instruments did not transition to the new benchmark interest rate simultaneously and/or the rates move by different amounts. To avoid this, the Company has negotiated consistent terms, rates and transition dates, with the respective counterparties. Formal transition was achieved for the majority of the Group's debt and related hedging instruments during the year ended 31 March 2023. The Group achieved full transition for the remaining debt and hedging instruments by 19 September 2023. Synthetic LIBOR was applied for instruments which had not yet completed formal transition.

#### (b) Basis of consolidation

The financial statements of the Group include the financial statements of the Company and its subsidiaries up to 31 March 2024. Subsidiaries are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities, generally accompanying a shareholding of more than half of the voting rights. The financial statements of subsidiaries are included in the financial statements from the date that control commences until the date control ceases.

Associates are those entities over which the Group has significant influence. Associate investments are designated upon initial recognition to be accounted for at fair value through profit or loss, as prescribed under IAS 28.1. See part (d)(i) below for the accounting policy for investments in these entities.

Intra-Group balances and any unrealised gains and losses arising from Intra-Group transactions are eliminated in preparing the financial statements. Unrealised gains arising from transactions with subsidiaries are eliminated to the extent of the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, to the extent there is no evidence of impairment.

All business combinations are accounted for using the acquisition method. Goodwill represents the difference between the cost of acquisition and the share of the fair value of identifiable net assets (including intangible assets) of a subsidiary at the date of acquisition. Identifiable intangibles are those which can be measured reliably, sold separately or which arise from legal rights regardless of whether those rights are separable. Costs consist of the fair values of assets and liabilities.

The Group applies a policy of treating transactions with non-controlling interests as transactions with parties external to the Group. Disposals to non-controlling interests result in gains and losses for the Group and are recorded in the Statement of comprehensive Income.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 2. Key accounting policies (continued)

#### (c) Recent accounting developments

##### Standards not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for the year end 31 March 2024 and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions. Details of these standards are set out below:

Standard/amendment/interpretation	Effective date
Amendment to IAS 1 – Non-current liabilities with covenants	Annual periods beginning on or after 1 January 2024
Amendment to IFRS 16 - Leases on sale and leaseback	Annual periods beginning on or after 1 January 2024
Amendment to IAS 7 and IFRS 7 - Supplier finance	Annual periods beginning on or after 1 January 2024
Amendments to IAS 21 - Lack of Exchangeability	Annual periods beginning on or after 1 January 2024
IFRS S1, 'General requirements for disclosure of sustainability-related financial information and IFRS S2, 'Climate-related disclosures'	Annual periods beginning on or after 1 January 2024
Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	Annual periods beginning on or after 1 January 2025
IFRS 18 Presentation and Disclosure in Financial Statements	Annual periods beginning on or after 1 January 2026

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (d) Financial instruments

Financial assets and liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the instrument expire or the asset is transferred and the transfer qualifies for derecognition.

##### (i) Non-derivative financial instruments

Trade receivables are classified at amortised cost as they are held within a business model to collect contracted cash flows. Such receivables are initially recognised at their transaction price, being the expected amount of any consideration receivable. Trade receivables continue to be measured at their transaction price less any lifetime expected credit losses using the simplified approach for determining such losses as permitted by IFRS 9 "Financial Instruments".

The finance receivable is classified as a contract asset and a financial instrument and is carried at amortised cost using the effective interest rate method less any lifetime expected credit losses. Income from finance receivables is recognised in the Statement of comprehensive income as a separate line item.

Associate investments are designated at fair value through profit or loss. Fair values are determined using the income approach which discounts the expected future cash flows attributed to each asset at an appropriate rate to arrive at fair values. In determining the appropriate discount rate, regard is given to risk free rates, the specific risks of each investment and the evidence of recent transactions. Upon initial recognition, attributable transaction costs are recognised in the profit or loss.

Cash and cash equivalents comprise of cash balances, deposits held at call with banks and other short-term, highly liquid investments with original maturities of three months or less. Bank overdrafts that are repayable on demand are included as a component of cash and cash equivalents for the Cash flow statement. Some of the cash within the group is restricted in its use by the project contract conditions, this is typically to ensure enough cash is retained in the project to ensure an amount of costs (such as lifecycle costs) can be met. These restrictions are not sufficient to change the determination of cash and cash equivalents at a group level.

Deposits less than one year and greater than three months in duration are classified as Investments: Term Deposits.

Cash and cash equivalents on the balance sheet has been restated for the year ended 31 March 2023 and 31 March 2022 to correct the classification of £122.9m (2022: £22.9m) to Investments: Term Deposits, which were previously included within Cash and cash equivalents. These adjustments have no impact on the group's net assets, profit and loss for the year or retained earnings.

Cash and cash equivalents on the statement of cash flows has been restated for the prior year to remove deposits of greater than three month maturity which do not meet the definition of cash and cash equivalents. Cash and cash equivalents have been reduced by £100.0m with a corresponding increase in cash flows from investing activities in relation to short term deposits. There is no impact on the group's net assets, profit and loss for the year or retained earnings. In accordance with the options available under IAS 7, given that these short-term deposits typically involve large amounts with quick turnover, we have opted to present them on a net basis in the cash flow statement.

Borrowings are recognised initially at the fair value of the consideration received, less transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the profit or loss over the life of the borrowings on an effective interest rate basis.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (d) Financial instruments (continued)

##### (i) Non-derivative financial instruments (continued)

Other non-derivative financial instruments are measured at amortised cost using the effective interest rate method less any impairment losses. The effective interest rate method calculates the amortised cost of the non-derivative financial instrument and allocates the interest over the life of the instrument.

##### (ii) Derivative financial instruments

The Group's operating subsidiaries hold derivative financial instruments to economically hedge their interest rate and inflation risk exposures. All derivatives are recognised initially at fair value with attributable transaction costs recognised in profit or loss as incurred. Thereafter, derivatives are measured at fair value with changes recognised in profit or loss as part of finance costs. Fair value is based on valuations provided by an independent third party valuer. Hedge accounting is not applied in these Group financial statements.

#### (e) Intangible assets

##### (i) Goodwill

Goodwill represents the excess of the consideration over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition. Subsidiaries acquired in a single transaction are accounted for as a portfolio. Goodwill is included in intangible assets, tested annually for impairment and carried at cost less accumulated impairment losses. Any impairment is recognised immediately through profit or loss. Subsequent reversals of impairment losses for goodwill are not recognised.

On acquisition the fair value of net assets acquired is considered provisional and may be altered within one year of the acquisition date.

Gains and losses on the disposal of an entity include the carrying value of goodwill relating to the entity sold.

##### (ii) Other intangible assets

The Group has recognised intangible assets acquired as part of a business combination, being the fair value of service concessions acquired as at the date of acquisition in the operating subsidiaries. Fair values were determined using the income approach which discounts the expected future cash flows attributable to the service portion of the service concessions acquired at an appropriate rate to arrive at fair values. In determining the appropriate discount rate, regard is given to risk free rates and the specific risks of each project. These assets are being amortised over the life of the concessions concerned on a straight-line basis.

#### (f) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any recognised impairment losses. Depreciation is calculated using the straight-line method to allocate the cost or revalued amounts of the assets, net of their residual values, over their estimated lives as follows:

Other property, plant & equipment	Three to five years on a straight line basis
Right-of-use property	Over the term of the lease
Operating properties	Over the term of the respective concession (note 30)

The residual values for operating properties are reviewed and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (g) Leases

Assets leased out under finance leases are recognised as a receivable in the balance sheet at the present value of the lease payments. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return.

Assets leased out under finance leases are recognised as a receivable in the balance sheet at the present value of the lease payments. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return.

The group recognises right-of-use operating lease assets where the group is the lessee in accordance with IFRS16. The value of the lease has been capitalised based on discounting the future cashflows and then depreciated on a straight line basis. At the same time a liability was created with interest applied to it, which reduces as lease payments are made.

#### (h) Impairment

##### (i) Financial assets

Following the implementation of IFRS9, the group recognises impairment by calculating the expected credit losses (where applicable) using the simplified approach.

##### (ii) Non-financial assets

The carrying amounts of the Group's non-financial assets are stated at cost and reviewed at each reporting date to determine whether there is any evidence of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised through the profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount of an asset is the greater of its net selling price and its value in use. The value in use is determined as the net present value of the future cash flows expected to be derived from the asset, discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is reviewed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount after the reversal does not exceed the amount that would have been determined, net of applicable depreciation, if no impairment loss had been recognised.

##### (iii) Non-controlling interests

The interest of non-controlling shareholders is stated at the non-controlling shareholders' proportion of the fair values of the assets and liabilities initially recognised. Subsequently, any losses applicable to the non-controlling shareholders' interest in excess of the carrying value of the non-controlling shareholders' interest are allocated against the interest of the parent, except to the extent that the non-controlling shareholders have both a binding obligation and the ability to make an additional investment to cover the losses.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (i) Revenue

Services revenue comprises rental and service income which relate to the operating subsidiaries. Service income is determined according to the service contracts policy set out below.

Dividends are recognised when the right to receive payment has been established. A dividend which has already been recognised in the fair value of an associate investment is deducted from the carrying amount of the relevant investment.

Fees and other operating income are recognised when the Group's rights to receive payment have been established. Other income includes interest, fees and other operating income relating to investments.

Interest income arising on debt investments in associates is recognised in the profit or loss as it accrues, using the effective interest rate of the instrument concerned as calculated at the acquisition date. The effective interest rate is that rate that exactly discounts estimated cash payments or receipts through the expected life of the financial instrument to the relevant asset's carrying amount.

#### (j) Service contracts

##### (i) Service concessions

Service concessions are determined to give rise to contract assets to the extent that the Group, as operator, has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor. The cash receivable in respect of the service concession is allocated to the component of the contract asset using the effective interest rate method, giving rise to interest income which is recognised through profit or loss as income from contract assets and a residual cash amount to reflect repayment of the finance receivable. Subsequently, finance receivable interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the finance receivable asset to that asset's net carrying amount.

Income from contract assets also includes the unwinding of the fair value adjustment on initial recognition of finance receivables.

Service concessions are determined to be intangible assets to the extent that the Group, as operator, has a contractual right to charge users of the public services. The intangible asset is amortised to the estimated residual value over the remaining life of the service concession and tested each year for impairment.

##### (ii) Revenue recognition

Revenue is measured at the fair value of the consideration receivable. The consideration received is allocated by reference to the relative fair value of the services delivered, when the amounts are separately identifiable. In the operational stage of a contract, cash received in respect of the service concessions is allocated to Services revenue based on its fair value, with the remainder being allocated between capital repayment and interest income using the effective interest rate method.

Revenue is recognised as on-going operational services are performed and remuneration of the finance debtor, as discussed above. The Group includes sales and purchase transactions relating to variations under the original contract where the benefits and risks are retained by the Group, within the financial statements as Services revenues and Services costs.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (k) Income tax

Income tax for the Group comprises both current and deferred tax. Current tax is the tax payable on the taxable income for the year. Deferred tax is provided in full using the balance sheet liability method on temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the tax rates and laws that have been, or are substantively enacted at the reporting date. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities, and when they relate to income taxes levied by the same taxation authority and the Company and its subsidiaries intend to settle their current tax assets and liabilities on a net basis.

The Group has applied the exception allowed by an amendment to IAS 12 to recognising and disclosing information about deferred tax assets and liabilities related to top-up income taxes.

Deferred tax assets and Deferred tax liabilities on the balance sheet have been restated for the year ended 31 March 2023 and 31 March 2022 for £24.6m (2022: £29.8m) to reflect that the Group has a legally enforceable right to offset under IAS12. These adjustments have no impact on the Group's net assets, profit and loss for the year or retained earnings.

#### (l) Foreign currencies

The Group's presentational currency is pounds sterling. Transactions in foreign currencies are translated to the functional currency of the relevant Company at exchange rates at the dates of the transactions. Monetary assets and liabilities are translated at the rate of exchange at the balance sheet date. Gains or losses on the translation of opening and closing net assets of subsidiary undertakings denominated in foreign currencies are recognised in the Statement of changes in equity.

#### (m) Services costs

The underlying project assets will incur various lifecycle costs including repair, refurbishment, replacement and insurance over the anticipated project lifespan. These costs are accounted for in accordance with the underlying concession arrangement and are recognised as a profit or loss as they accrue. Other intangible assets are amortised over the life of the concession to Services costs. Other Services costs are accounted for on an accruals basis.

#### (n) Administrative expenses and Finance costs

All expenses are accounted for on an accruals basis. Investment management and administration fees, finance costs (including interest on long-term borrowings) and all other expenses are charged through the profit or loss.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 2. Key accounting policies (continued)

#### (o) Employee Benefits and Pension

The Group operates a defined contribution plan. A defined contribution plan is a pension plan under which the Group pays fixed contributions to an external fund. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years. The Group pays contributions to publicly administered pension plans on a voluntary basis. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in the future payments is available.

Within the UK, automatic pension enrolment rules are applied in line with government guidelines. In addition, for most employees, employee pension contributions are matched by employer contributions up to an agreed contribution level.

Employees are provided holiday pay and sick pay in line with their contracts and subject to their length of service. Most employees are also eligible for a discretionary bonus scheme, with payments after the year end based on performance. For most employees this is paid 4 months after the year end. Other benefits provided to most employees include life insurance, income protection and private medical insurance. A limited number of employees receive a taxable car allowance. The group also has policies covering employees' rights to maternity, paternity and shared parental leave, as well as many other employee policies and guidance notes, available to employees on the Group's intranet site. Termination payments are considered on a case-by-case basis, in line with statutory entitlements.

#### (p) Segmental reporting

The Directors are of the opinion that the Group is engaged in a single segment of business, being to make and manage investments that are directly or indirectly related to infrastructure projects. The financial information used by management to allocate resources and manage the Group presents the business as a single segment. The majority of the Group's activities are undertaken in the United Kingdom.

#### (q) Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less an appropriate provision to reflect any impairment in the value of the investments. Repayments of loans have been disclosed as disposals of fixed asset investments. Any other impairment of investments in subsidiary undertakings is reflected as impairment charges.

### 3. Critical accounting judgements and estimates

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions in certain circumstances that affect reported amounts. Actual results may differ from these judgements, estimates and assumptions. Estimates and assumptions made that have caused material adjustments to the carrying amounts of assets and liabilities in the current year and which have a significant risk of causing adjustments within the next financial year are outlined below.

#### a) Investments at fair value through profit or loss

Judgement: By virtue of the exemption provided by IAS 28.1, investments in associates are designated upon initial recognition to be accounted for at fair value through profit or loss. Judgement is required in assessing each acquisition to determine whether it should be accounted for as an associate or a subsidiary.

Estimate: Fair values are determined using the income approach which discounts the expected cash flows at the appropriate rate. In determining the discount rate, regard is given to risk free rates, specific risks and the evidence of recent transactions.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 3. Critical accounting judgements and estimates (continued)

#### a) Investments at fair value through profit or loss (continued)

The carrying amount of associate investments would be an estimated £23.4m (2023: £28.0m) higher or £22.4m (2023: £26.7m) lower if the discount rate used in the cash flow analysis was 25 basis points lower or higher from that used in the fair value calculation. The weighted average discount rate for the portfolio as at 31 March 2024 was 8.23% (2023: 7.29%). The cashflows used in determining the fair values include assumptions around future inflation and interest rates benchmarked with third party sources. Forecast RPI is used to estimate the growth in contract cash flows, with the long term inflation average in these models being 3.36% (2023: 3.30%).

#### b) Impairment of goodwill (Estimate)

Goodwill is tested annually for impairment. The carrying amount of goodwill is dependent on the stage of completion of the underlying service concessions which have a finite life. The recoverable amounts of the net assets are determined based on discounted cash flow methodology. These calculations require the use of estimates, including projected future cash flows and other future events. In determining the discount rate, regard is given to risk free rates, specific risks and evidence of recent transactions. See note 12 for further information regarding impairment of goodwill.

#### c) Derivatives (Estimate)

Financial derivatives are included at fair value based on market information, expected forward interest rates, and expected RPI rates. Valuations are provided by an independent third party valuer.

#### d) Contract Asset (Judgement and Estimate)

The accounting for service concession contracts requires judgement to allocate the funds received between proceeds for services and finance, and estimation of service margins, interest rates and associated amortisation profile which are based on the forecast results of the PFI contracts over the respective concession length.

#### e) Provisions (Estimate)

Provisions are recognised when the Group has a present, legal or constructive obligation as a result of past events; it is probable that an outflow of costs will be required to settle the obligation; and the amount of the obligation can be estimated reliably. Provisions for remedial works on individual projects are recognised as surveys are completed, and remedial work packages agreed. At which point a reliable estimate of the duration and costs can be made. It is not possible to reliably estimate the duration and cost of all remedial works and surveys across all assets within the Group, as these are dependent on agreements with clients and the completion of surveys and reviews.

### 4. Financial risk management

The objective of the Group's financial risk management is to manage and control the risk exposures of its investment portfolio. The Board of Directors has overall responsibility for overseeing the management of financial risks. The review and management of financial risks are performed by the Group, which has documented procedures designed to identify, monitor and manage the financial risks to which the Group is exposed. This note presents information about the Group's exposure to financial risks, its objectives, policies and processes for managing risk and the Group's management of its financial resources.

The Group owns a portfolio of investments predominantly in the subordinated loan notes and ordinary equity of PPP companies. These companies are structured at the outset to minimise financial risks of acquiring and holding the investment. The Group primarily focuses its risk management on the direct financial risks of acquiring and holding the portfolios, but continues to monitor the indirect financial risks of the underlying projects through representation, where appropriate, on the Boards of the project companies and the receipt of regular financial and operational performance reports.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 4. Financial risk management (continued)

#### (a) Interest rate risk

The Group invests in subordinated loan notes of project companies, usually with fixed interest rate coupons. Where floating rate debt is owned, the primary risk is that the Group's cash flows will be subject to variation depending upon changes to base interest rates. The portfolio's cash flows are continually monitored and re-forecasted both over the near future (five-year time horizon) and the long-term (over the whole period of projects' concessions) to analyse the cash flow returns from investments.

The Group has made use of borrowings to finance the acquisition of investments and the forecasts are used to monitor the impact of changes in borrowing rates against cash flow returns from investments as increases in borrowing rates will reduce net interest margins.

The Group's policy is to ensure that interest rates are sufficiently hedged to protect the Group's net interest margins from significant fluctuations when entering into material term borrowings.

The Group has an indirect exposure to changes in interest rates through its investment in project companies, which are in part financed by senior debt. Senior debt financing of project companies is generally either through floating rate debt or fixed rate bonds. Where senior debt is floating rate, the projects typically have concession length hedging arrangements in place, which are monitored by the project companies' managers, finance parties and boards of directors. Floating rate debt is hedged using interest rate swaps.

The carrying amount of interest rate swaps would change by an estimated £19.4m (2023: £30.4m) if rates used in the fair value calculation were to differ by 50 basis points.

#### (b) Inflation risk

The Group's project companies are generally structured so that contractual income and costs are either wholly or partially linked to specific inflation where possible to minimise the risks of a mismatch between income and costs due to movements in inflation indexes. The Group's overall cash flows are estimated to partially vary with inflation. The effects of these inflation changes do not always immediately flow through to the Group's cash flows, particularly where a project's loan note debt carries a fixed coupon and the inflation change flows through by way of dividends.

The carrying amount of inflation swaps would change by an estimated £3.0m (2023: £13.9m) if rates used in the fair value calculation were to differ by 50 basis points.

#### (c) Currency risk

The majority of projects in which the Group invests conduct their business and pay interest, dividends and principal in pounds sterling. Some however conduct their business and pay interest, dividends and principal in Euros. The Group monitors its foreign exchange exposures using its near term and long term cash flow forecasts. Its policy is to use foreign exchange hedging to provide protection to the level of pounds sterling distributions that the Group aims to pay over the medium term, where considered appropriate. Projects are held on a long term basis, lowering the risk to the group of short term currency fluctuations. No sensitivity analysis is made as the Group's exposure to currency risk is low.

#### (d) Market risk

Returns from the Group's investments are affected by the price at which they are acquired. The value of these investments will be a function of the discounted value of their expected future cash flows, and as such will vary with, inter alia, movements in interest rates, market prices and the competition for such assets.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

---

### 4. Financial risk management (continued)

#### (e) Capital management

The capital structure of the Group consists of loans and borrowings, cash and cash equivalents and equity attributable to members of the Company, comprising issued capital, reserves and retained earnings.

The Board's policy when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders, benefits for other stakeholders and to sustain the future development of the business. In order to maintain or adjust the capital structure, the Group may issue new shares or raise medium/long term third party debt. Any changes will be considered in the light of the impact they have on shareholders' return on their equity. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

There were no changes in the Group's approach to capital management during the year.

#### (f) Credit risk

Credit risk is the risk that a counterparty of the Group will be unable or unwilling to meet a commitment that it has entered into with the Group. The Group's direct counterparties are the project companies in which it makes investments. The Group's near term cash flow forecasts are used to monitor the timing of cash receipts from project counterparties. Underlying the cash flow forecasts are project company cash flow models, which are regularly updated by project companies for the purposes of demonstrating the projects' ability to pay interest and dividends based on a set of detailed assumptions. Many of the Group's investment and subsidiary entities generally receive revenue from government departments, public sector or local authority clients. Therefore, a significant portion of the Group's revenue arises from counterparties of good financial standing.

The Group is also reliant on the projects' subcontractors continuing to perform their service delivery obligations such that revenues to projects are not disrupted. The Group has a subcontractor counterparty monitoring procedure in place. The credit standing of subcontractors is reviewed and the risk of default estimated for each significant counterparty position. Monitoring is ongoing and period end positions are reported to the Board on a quarterly basis.

No classes within trade and other receivables contain impaired assets. The maximum exposure to credit risk over financial assets is the carrying value of those assets in the balance sheet. As at 31 March 2024, the Group recorded overdue, but not impaired, balances of £4.6m (2023: £3.3m). Of these balances £1.0m (2023: £0.8m) is less than three months old and £1.0m (2023: £1.6m) is more than 12 months old.

#### (g) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient financial resources and liquidity to meet its liabilities when due. The Group's activity is predominately funded by long term funding.

The Group's investments are generally in private companies in which there is no listed market and, therefore, such investment would take time to realise and there is no assurance that the valuations placed on the investments would be achieved from any such sale process.

The Group's investment companies have borrowings which rank senior to the Group's own investments in the companies. The senior debt is structured such that, under normal operating conditions, it will be repaid within the expected life of the projects. Debt raised by the investment companies from third parties is without recourse to the Group.

The Group's investments may include obligations to meet future subscription amounts. These obligations will typically be supported by standby letters of credit, issued by the Group's bankers in favour of the senior lenders to the investment companies. Such subscription obligations are met from the Group's financial resources when they fall due.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 4. Financial risk management (continued)

#### (g) Liquidity risk (continued)

The Group has committed banking facilities at the individual project and group company level and these facilities are of sufficient size to meet the Group's foreseeable funding requirement. Current banking facilities would only be utilised on a short-term bridging basis to be refinanced from long term funding. Alternative financing arrangements are kept under review for adoption if required. There are some undrawn, but committed, facilities at 31 March 2024 as disclosed in note 21.

The table below analyses the Group's financial liabilities that will be settled on a net basis into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity dates. The amounts in the table are the contracted undiscounted cash flows.

31 March 2024 £million	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years
Bank and other borrowings	265.0	275.7	679.5	1,725.5
Trade and other payables	128.9	0.2	0.5	2.6
Notes	20.2	17.7	35.1	16.8
Listed bonds	33.1	33.7	106.1	127.9
Financial derivatives	7.1	6.9	19.4	53.4

31 March 2023 £million	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years
Bank and other borrowings	249.1	236.9	665.6	1,793.6
Trade and other payables	116.5	0.3	0.8	4.1
Notes	26.1	19.1	42.7	26.2
Listed bonds	28.7	32.2	102.3	153.0
Financial derivatives	14.8	14.3	40.1	110.3

#### (h) Fair value estimation

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments:

**Non-derivative financial instruments:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses the income approach which discounts the expected cash flows attributable to each asset at an appropriate rate to arrive at fair values. In determining the discount rate, regard is given to risk free rates, the specific risks of each investment and the evidence of recent transactions.

**Derivative financial instruments:** The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price. Note 2 discloses the methods used in determining fair values on a specific asset/liability basis. Where applicable, further information about the assumptions used in determining fair value is disclosed in the notes specific to that asset or liability.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 4. Financial risk management (continued)

#### (h) Fair value estimation (continued)

##### Group classification of financial instruments

	2024 £million	2023 (As restated) £million
<b>Financial assets:</b>		
<i>Designated at fair value through profit or loss:</i>		
Associate investments	990.7	1,060.3
Financial derivatives	3.7	3.7
Financial assets at fair value through profit or loss	994.4	1,064.0
<i>Loans and other receivables at amortised cost:</i>		
Other investments	24.6	31.6
Net investment in finance lease	5.5	10.1
Trade and other receivables & contract assets	1,434.8	1,583.2
Cash and cash equivalents	254.1	268.5
Term Deposits	143.5	122.9
Financial assets at amortised cost	1,862.5	2,016.3
<b>Financial liabilities:</b>		
<i>Designated at fair value through profit or loss:</i>		
Financial derivatives	(86.9)	(179.5)
Financial liabilities at fair value through profit or loss	(86.9)	(179.5)
<i>Loans and other payables at amortised cost:</i>		
Trade and other payables	(114.4)	(106.9)
Loans and borrowings	(2,483.4)	(2,616.7)
Financial liabilities at amortised cost	(2,597.8)	(2,723.6)

Cash and cash equivalents on the balance sheet has been restated for the year ended 31 March 2023 to correct the classification of £122.9m to Investments: Term Deposits, which were previously included within Cash and cash equivalents. See note 24.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 4. Financial risk management (continued)

#### (h) Fair value estimation (continued)

##### Group - Fair value hierarchy

The fair value hierarchy consists of the following three levels:

- ♦ Level 1: unadjusted quoted prices in active markets for identical assets or liabilities
- ♦ Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- ♦ Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

<b>As at 31 March 2024</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>£million</b>	<b>£million</b>	<b>£million</b>	<b>£million</b>
Associate equity and loan investments (note 15)	-	-	990.7	990.7
Financial assets at fair value	-	-	<b>990.7</b>	<b>990.7</b>
Financial derivatives at fair value (note 22)	-	(83.2)	-	(83.2)
Financial liabilities at fair value	-	<b>(83.2)</b>	-	<b>(83.2)</b>

  

<b>As at 31 March 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>£million</b>	<b>£million</b>	<b>£million</b>	<b>£million</b>
Associate equity and loan investments (note 15)	-	-	1,060.3	1,060.3
Financial assets at fair value	-	-	<b>1,060.3</b>	<b>1,060.3</b>
Financial derivatives at fair value (note 22)	-	(175.8)	-	(175.8)
Financial liabilities at fair value	-	<b>(175.8)</b>	-	<b>(175.8)</b>

There were no transfers between Level 1 and Level 2 during the year. Reconciliations of Level 3 balances are disclosed in the relevant notes as indicated above. The effect of different economic assumptions on the fair value of the Level 3 assets is disclosed in note 3.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 5. Interest from investments

	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Interest from associate investments	19.2	18.5
Interest from loan investments	1.7	2.2
Interest from finance leases	0.8	1.0
	<b>21.7</b>	<b>21.7</b>

### 6. (Loss) / Income from and movement on associate investments

	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Dividend income	31.9	40.1
Fees and other operating income	11.7	16.8
Movement on fair valuation (note 15)	(69.6)	(15.2)
	<b>(26.0)</b>	<b>41.7</b>

### 7. Services costs

	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Services costs	(368.5)	(334.2)
Provisions (note 23)	(31.6)	-
Amortisation of intangible assets (note 12)	(35.4)	(30.5)
	<b>(435.5)</b>	<b>(364.7)</b>

### 8. Administrative expenses

Group	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Fees for the audit of the Group's financial statements:		
- current year audit	(1.4)	(1.1)
Exchange differences	2.9	(5.0)
Management fees	(1.9)	(0.8)
Depreciation (note 13)	(4.7)	(4.7)
Employee expense (note 9)	(33.8)	(29.2)
Other administrative expenses	(15.9)	(18.4)
	<b>(54.8)</b>	<b>(59.2)</b>

Non-audit services of £33,067 (2023: £38,000) were incurred with the group auditors in the year.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 9. Employee expenses

	Year ended 31 March 2024	Year ended 31 March 2023
Average number of persons employed by the Group:		
Operations	168	167
Central Functions	156	156
	324	323
	£million	£million
Employee expense included in administrative expenses:		
Wages and salaries	(30.1)	(25.8)
Social security costs	(2.4)	(2.1)
Pension costs	(1.3)	(1.2)
Share-based payments	-	(0.1)
	(33.8)	(29.2)

The Group contributes to the portable personal pension schemes of full time staff and these costs are charged to the group profit or loss as payable.

### Directors' emoluments

	Year ended 31 March 2024	Year ended 31 March 2023
The average number of directors employed by the Group	3	3
Aggregate emoluments and benefits:	£million	£million
Non-Executive and Chairman fees	(0.1)	(0.2)
Included in employee expense	(2.1)	(1.9)
	(2.2)	(2.1)

The key management personnel of the Group consist of the directors.

### Company

The Company had no employees in the year (2023: none).

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 10. Net finance costs

Group	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Finance costs:		
Interest on bank loans and overdrafts	(117.0)	(124.5)
Interest on Unsecured variable funding notes	(47.2)	(44.1)
Derivative financial instruments break costs *	(64.8)	-
Other interest payable and finance costs	(7.2)	(3.9)
	<b>(236.2)</b>	<b>(172.5)</b>
Finance income:		
Interest on bank deposits	16.4	4.5
	<b>16.4</b>	<b>4.5</b>
Change in fair value of financial derivatives:		
Interest rate swaps	17.8	160.5
Inflation rate swaps	8.8	0.6
Derecognition of financial derivatives *	71.6	-
	<b>98.2</b>	<b>161.1</b>
<b>Net finance costs</b>	<b>(121.6)</b>	<b>(6.9)</b>

Company	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Finance costs:		
Interest on Unsecured variable funding notes	(47.2)	(44.1)
	<b>(47.2)</b>	<b>(44.1)</b>

\* 8 long-term derivative financial instruments for Consort Healthcare (Fife) Limited.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 11. Income tax

#### 11a. Income tax credit / (charge)

	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
<b>Current tax:</b>		
UK corporation tax		
Current year tax on profit for the year	(26.1)	(23.9)
Adjustments in respect of prior years	(1.5)	0.4
<b>Total current tax</b>	<b>(27.6)</b>	<b>(23.5)</b>
<b>Deferred tax:</b>		
Origination and reversal of temporary differences	28.6	(8.3)
Adjustments in respect of prior years	2.1	-
<b>Total deferred tax</b>	<b>30.7</b>	<b>(8.3)</b>
<b>Income tax credit / (charge)</b>	<b>3.1</b>	<b>(31.8)</b>

Subsidiaries in the UK have provided for UK corporation tax at 25% (2023: 19%) and deferred tax at the rate of 25% (2023: 25%). Overseas subsidiaries provided for taxation at the appropriate rates in the countries in which they operate.

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the Group as follows:

#### 11b. Reconciliation of effective tax rate

	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
(Loss) / Profit before taxation	(31.4)	195.3
Tax at the UK tax rate of 25% (2023: 19%)	7.9	(37.1)
Dividend income not taxable	7.6	7.2
Other income or expenses not deductible for tax	(12.9)	(3.3)
Adjustments in respect of prior years	0.6	0.4
Difference in overseas tax rates	(0.1)	1.0
<b>Income tax credit / (charge) for the year</b>	<b>3.1</b>	<b>(31.8)</b>

#### 11c. Tax relating to items recognised in other comprehensive (expense) / income

	Year ended 31 March 2024 £million	Year ended 31 March 2023 £million
Deferred tax on financial derivatives – credit adjustment	(1.4)	(1.8)

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 11d. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributed to the following:

Group	Finance receivables* £million	PP&E* £million	Intangible assets* £million	Other financial assets* £million	Loans & borrowings* £million	Other financial liabilities £million	Tax losses* £million	Group Provision* £million	Total £million
<b>At 1 April 2022</b>	<b>(252.3)</b>	<b>(7.0)</b>	<b>(65.2)</b>	<b>-</b>	<b>0.8</b>	<b>81.7</b>	<b>29.0</b>	<b>-</b>	<b>(213.0)</b>
Current year Credit / (Charge) to profit or loss	27.1	0.4	6.6	0.3	(0.2)	(36.6)	(7.0)	1.1	(8.3)
Current year Charge to Other Comprehensive Income	-	-	-	-	-	(1.8)	-	-	(1.8)
Acquisitions	(3.2)	-	4.6	(9.8)	-	0.4	0.9	-	(7.1)
<b>At 31 March 2023</b>	<b>(228.4)</b>	<b>(6.6)</b>	<b>(54.0)</b>	<b>(9.5)</b>	<b>0.6</b>	<b>43.7</b>	<b>22.9</b>	<b>1.1</b>	<b>(230.2)</b>
Adjustment in respect of prior year	-	-	-	-	0.1	-	2.0	-	2.1
Current year Credit / (Charge) to profit or loss	25.0	0.7	5.8	1.1	(0.1)	(21.7)	13.0	4.8	28.6
Current year Charge to Other Comprehensive Income	-	-	-	-	-	(1.4)	-	-	(1.4)
<b>At 31 March 2024</b>	<b>(203.4)</b>	<b>(5.9)</b>	<b>(48.2)</b>	<b>(8.4)</b>	<b>0.6</b>	<b>20.6</b>	<b>37.9</b>	<b>5.9</b>	<b>(200.9)</b>

\*Represents deferred tax categories which the Group has the legal right to offset.

The analysis of the deferred tax balance after considering the offset of assets and liabilities within entities where there is a legal right to do so are as follows:

	<b>2024</b>	<b>2023</b>
	<b>£million</b>	<b>(As restated) £million</b>
Deferred tax assets	20.6	43.7
Deferred tax liabilities	(221.5)	(273.9)
	<b>(200.9)</b>	<b>(230.2)</b>

Deferred tax assets and Deferred tax liabilities on the balance sheet have been restated by £24.6m for the year ended 31 March 2023 to reflect that the Group has a legally enforceable right to offset balances under IAS12. These adjustments have no impact on the Group's net assets, profit and loss for the year or retained earnings.

On the 3 March 2021 the UK Government announced that from 1 April 2023 the corporation tax rate will increase to 25% from 19%. This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

Overseas deferred taxes have been measured at the appropriate enacted rates in the countries in which the entities operate and the balances are expected to unwind.

Total deferred tax assets of £1.2m (2023: £1.9m) in respect of available tax losses amounting to £4.8m (2023: £7.5m) have not been recognised as at 31 March 2024.

Based on revenue thresholds, the Group is potentially within the scope of the Organisation for Economic Co-operation and Development (OECD) Pillar Two model rules. The Pillar Two legislation was enacted in the United Kingdom and will come into effect for financial years commencing on or after 31 December 2023, making it effective for the Semperian Group from 1 April 2024. Since the Pillar Two legislation was not effective at the reporting date, the Group has no related current tax exposure. Under the Pillar Two legislation, Group's may be liable to pay a top-up tax for the difference between their Global Anti-base Erosion Rules (GloBE) effective tax rate per jurisdiction and the 15% minimum rate. The Group has performed an assessment and does not consider to be within the rules in the first year of application but continues to monitor the potential exposure.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 12. Intangible assets

Group	Goodwill £million	Other intangible assets £million	Total £million
<b>Cost</b>			
Balance as at 1 April 2022	212.2	594.0	806.2
Additions	0.2	125.8	126.0
Balance as at 31 March 2023	212.4	719.8	932.2
Additions	-	-	-
<b>Balance as at 31 March 2024</b>	<b>212.4</b>	<b>719.8</b>	<b>932.2</b>
<b>Accumulated impairment and amortisation</b>			
Balance as at 1 April 2022	(1.9)	(332.8)	(334.7)
Amortisation for the year (note 7)	-	(30.5)	(30.5)
Balance as at 31 March 2023	(1.9)	(363.3)	(365.2)
Amortisation for the year (note 7)	-	(35.4)	(35.4)
Exchange movements	-	(3.3)	(3.3)
<b>Balance as at 31 March 2024</b>	<b>(1.9)</b>	<b>(402.0)</b>	<b>(403.9)</b>
<b>Carrying amounts</b>			
<b>At 31 March 2024</b>	<b>210.5</b>	<b>317.8</b>	<b>528.3</b>
At 31 March 2023	210.5	356.5	567.0

In previous years, for the purpose of assessing the carrying value of goodwill, the subsidiary investments of the Group were together considered to be a single group of cash-generating units ("CGUs"). Given the maturing nature of the portfolio and the acquisitions made last year, this has been refined this year to assess companies acquired since 2014, with goodwill from those acquisitions allocated to distinct cash-generating units (CGUs). Acquisitions prior to 2014 continue to be a part of the group of CGUs. These balances are tested annually for impairment under IAS36.

The recoverable amount of the CGU is based on the IAS36 defined "fair value less cost to sell valuation models", adjusted for debt, as determined by the discounted future cash flows of the investments through to their contract end dates (see note 31). The valuation is considered to be level 3 in the fair value hierarchy due to unobservable inputs used in the valuation. This covers a period longer than five years from the balance sheet date, which the directors consider is appropriate given that these dates represent the known defined life of each of the cash flows. The cash flows are substantially fixed through contracts (subject to changes in RPI etc.). For the purposes of the annual impairment review of goodwill, discount rates have been based on the effective interest rate of debt for each of the CGUs or Grouped CGUs assessed, which varies from 2.94% to 7.84% (2023: 6.39%). A long-term growth rate in income of 3.36% (2023: 3.30%) has been used to estimate the growth in contract cash flows caused by RPI within the individual concession arrangements.

In addition to growth and discount rates, other assumptions in determining the recoverable amount of goodwill include growth of facilities management costs and other operating costs, risks associated with lifecycle costs (often assumed by the operating sub-contractor), changes in tax rates and changes in senior, equity and subordinated debt funding. The latter is normally established at the outset of the project.

No impairment was identified. £187.3m of the total goodwill balance relates to the companies acquired before 2014. The headroom on the goodwill for this group of CGUs is £805.5m. An increase in the discount rate by 50 basis points, would reduce this headroom by £18.1m.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 12. Intangible assets (continued)

Other intangible assets relate to customer contracts for operating subsidiary projects and are primarily attributable to the service portion of the project contracts. These intangible assets are amortised over the remaining life of the concessions concerned (ranging from between 4 and 21 years). Amortisation of £35.4m (2023: £30.5m) is included within Services costs in the Statement of comprehensive income (see note 7).

### 13. Property, plant and equipment

Group	Operating properties £million	Right-of-use property £million	Other property, plant & equipment £million	Total £million
<b>Cost</b>				
Balance as at 1 April 2022	101.7	2.2	2.9	106.8
Additions	-	-	0.3	0.3
Disposals	-	-	(1.2)	(1.2)
Acquisitions	-	-	5.7	5.7
Exchange movements	1.8	-	-	1.8
Balance as at 31 March 2023	103.5	2.2	7.7	113.4
Additions	-	0.5	0.4	0.9
Disposals	-	-	(0.4)	(0.4)
Exchange movements	(1.2)	-	(0.2)	(1.4)
<b>Balance as at 31 March 2024</b>	102.3	2.7	7.5	112.5
<b>Accumulated depreciation</b>				
Balance as at 1 April 2022	(50.5)	(1.3)	(2.1)	(53.9)
Depreciation for the year (note 8)	(3.9)	(0.4)	(0.4)	(4.7)
Disposals	-	-	1.2	1.2
Acquisitions	-	-	(5.4)	(5.4)
Exchange movements	(0.6)	-	-	(0.6)
Balance as at 31 March 2023	(55.0)	(1.7)	(6.7)	(63.4)
Depreciation for the year (note 8)	(3.7)	(0.4)	(0.6)	(4.7)
Disposals	-	-	0.4	0.4
Exchange movements	0.5	-	0.4	0.9
<b>Balance as at 31 March 2024</b>	(58.2)	(2.1)	(6.5)	(66.8)
<b>Carrying amount</b>				
<b>At 31 March 2024</b>	<b>44.1</b>	<b>0.6</b>	<b>1.0</b>	<b>45.7</b>
At 31 March 2023	48.5	0.5	1.0	50.0

Depreciation is provided on operating properties by estimating the depreciable amount of the relevant assets by equal annual instalments over the term of the respective concession. Depreciation is disclosed within administrative expenses in the Statement of comprehensive income (see note 8).



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 14. Net investment in finance leases

Group	2024 £million	2023 £million
<b>Non-current</b>		
Finance leases – gross receivables	1.9	6.2
Unearned finance income	(0.4)	(0.7)
	1.5	5.5
<b>Current</b>		
Finance leases – gross receivables	4.3	5.3
Unearned finance income	(0.3)	(0.7)
	4.0	4.6
<b>Net investment in finance leases</b>	<b>5.5</b>	<b>10.1</b>
<b>Gross receivables from finance leases</b>		
Less than one year	4.3	5.3
Between one and five years	-	4.1
More than five years	1.9	2.1
	6.2	11.5
<b>Unearned future finance income</b>		
Less than one year	(0.3)	(0.7)
Between one and five years	-	(0.2)
More than five years	(0.4)	(0.5)
	(0.7)	(1.4)
<b>Net investment in finance leases</b>	<b>5.5</b>	<b>10.1</b>

The Group has leased out property under finance leases which terminate between 2025 and 2032 (2023: between 2025 and 2032). The fair value of the Group's finance lease receivables approximate to their carrying amounts.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 15. Associate investments

Group	Equity investments £million	Debt investments £million	Total £million
Carrying amount at 1 April 2022	<b>764.2</b>	<b>191.3</b>	<b>955.5</b>
Acquisitions	108.1	11.9	120.0
Movement on revaluation (note 6)	(14.8)	(0.4)	(15.2)
<b>Carrying amount at 31 March 2023</b>	<b>857.5</b>	<b>202.8</b>	<b>1,060.3</b>
Movement on revaluation (note 6)	(56.9)	(12.7)	(69.6)
<b>Carrying amount at 31 March 2024</b>	<b>800.6</b>	<b>190.1</b>	<b>990.7</b>

Fair market valuations of the associate investments have been carried out as at 31 March 2024. The valuation has been prepared using a discounted cash flow methodology, which is the PPP industry standard valuation methodology, and is considered by its directors to be the most appropriate valuation method. The weighted average discount rate used was 8.23% (2023: 7.29%). A 0.25% movement in this discount rate would have a £22.9m impact on the valuation. All investments in associates are held by intermediate holding companies.

Details of investments at 31 March 2024 in which the Group held an interest are disclosed in note 31.

### 16. Loan investments

Group	2024 £million	2023 £million
<b>Non-current:</b>		
Carrying amount at beginning of year	<b>31.6</b>	34.2
Repayments	<b>(7.0)</b>	(2.6)
<b>Carrying amount at end of year</b>	<b>24.6</b>	31.6

Loan investments primarily consist of a 100% senior debt investment in Defence Training Services Limited of £20.6m (2023: £26.4m), which is repayable in monthly instalments which commenced on 31 July 2003 and interest has been fixed through a fixed funding rate plus a margin and matures in 2029. The remaining balance represents loan notes that mature in 2028.

The senior debt investment in Defence Training Services Limited bears interest between 7.25% and 7.45% and is secured by way of an unlimited first fixed charge over its finance receivable asset. Furthermore, the terms of the finance agreement provide that the lender will seek repayment of the finance, as to both principal and interest, only to the extent that sufficient funds are generated by the specific asset financed and it will not seek recourse in any other form.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 17. Investments in subsidiary undertakings

Company	Equity £million	Loan stock £million	Total £million
Carrying amount at 1 April 2023	1.0	727.5	728.5
Loan stock repayments	-	(17.2)	(17.2)
<b>Carrying amount at 31 March 2024</b>	<b>1.0</b>	<b>710.3</b>	<b>711.3</b>

Loan stock consists of £536.3m (2023: £536.3m) unsecured variable funding notes and a £173.9m (2023: £191.2m) unsecured zero coupon loan, issued from Semperian PPP Investment Partners Group Limited. The unsecured variable funding notes are repayable in full by December 2039 and bear interest at 8.8%. The unsecured zero coupon loan is interest free and is repayable in full by December 2106.

A list of the principal subsidiary undertakings owned by Group companies is included in note 29.

### 18. Trade and other receivables / Contract assets

	Group 2024 £million	Group 2023 £million	Company 2024 £million	Company 2023 £million
<b>Current</b>				
Trade receivables	23.6	23.1	-	-
Prepayments and accrued income	47.7	43.1	-	-
Other receivables	-	-	23.5	33.5
<b>Total trade and other receivables</b>	<b>71.3</b>	<b>66.2</b>	<b>23.5</b>	<b>33.5</b>

The Company's other receivables includes accrued interest of £23.5m (2023: £33.2m) on interest bearing loan notes as disclosed under investments in subsidiary undertakings.

#### Contract assets

	Group 2024 £million	Group 2023 £million	Company 2024 £million	Company 2023 £million
Opening balance	1,517.0	1,495.7	-	-
Financial asset interest	109.9	107.8	-	-
Acquisitions	-	126.3	-	-
Repayments	(263.4)	(212.8)	-	-
<b>Closing Balance</b>	<b>1,363.5</b>	<b>1,517.0</b>	<b>-</b>	<b>-</b>
<b>Split:</b>				
Current	107.9	96.4	-	-
Non-current	1,255.6	1,420.6	-	-

Revenue is received in the form of unitary charge payments from clients throughout the length of the service concessions. Further detail on service concession arrangements is given in note 31.

The carrying value of the Group's current trade and other receivables approximates their fair value. The estimated fair value of non-current contract assets at 31 March 2024 is £1,295.6m (2023: £1,470.7m).

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 19. Cash and cash equivalents

	<b>Group 2024 £million</b>	Group 2023 (As restated) £million	<b>Company 2024 £million</b>	Company 2023 £million
Bank balances	<b>118.2</b>	188.7	-	-
Call deposits	<b>135.9</b>	79.8	-	-
	<b>254.1</b>	268.5	-	-

Call deposits at the balance sheet date have a maturity of 1 to 3 months (2023: 1 to 3 months). The interest rate was 1.42% to 5.30% (2023: 3.50 to 4.51%).

Cash and cash equivalents on the balance sheet has been restated for the year ended 31 March 2023 to correct the classification of £122.9m to Investments: Term Deposits, which were previously included within Cash and cash equivalents. These adjustments have no impact on the group's net assets, profit and loss for the year or retained earnings.

At the balance sheet date, £90.9m (2023: £123.6m) of Group cash and cash equivalents were subject to contractual restrictions limiting cash usage as follows:

	<b>Group 2024 £million</b>	Group 2023 £million
Debt service reserves	<b>12.2</b>	28.7
Lifecycle maintenance reserves	<b>62.5</b>	74.5
Other restricted reserves	<b>16.2</b>	20.4
<b>Contractually restricted bank balances</b>	<b>90.9</b>	123.6

### 20. Trade and other payables

	<b>Group 2024 £million</b>	Group 2023 £million	<b>Company 2024 £million</b>	Company 2023 £million
<b>Current</b>				
Trade payables	<b>(44.6)</b>	(36.6)	-	-
Accruals and deferred income	<b>(75.5)</b>	(73.4)	-	-
Other payables	-	(2.2)	<b>(23.5)</b>	(33.2)
	<b>(120.1)</b>	(112.2)	<b>(23.5)</b>	(33.2)
<b>Non-current</b>				
Accruals and deferred income	<b>(3.2)</b>	(5.1)	-	-
<b>Total trade and other payables</b>	<b>(123.3)</b>	(117.3)	<b>(23.5)</b>	(33.2)

The carrying value of trade and other payables approximates their fair value.



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 21. Loans and borrowings

	Group 2024 £million	Group 2023 £million	Company 2024 £million	Company 2023 £million
<b>Current liabilities</b>				
Bank borrowings	(135.7)	(137.8)	-	-
Subordinated debt	(1.2)	(3.2)	-	-
Secured notes	(16.1)	(22.0)	-	-
Secured index linked bonds	(24.9)	(20.2)	-	-
Other Loans	(0.7)	(0.5)	-	-
Interest accrual	(35.3)	(41.7)	-	-
	(213.9)	(225.4)	-	-
<b>Non-current liabilities</b>				
Bank borrowings	(1,387.5)	(1,458.1)	-	-
Subordinated debt	(598.8)	(618.2)	(584.0)	(601.5)
Secured notes	(53.0)	(69.1)	-	-
Secured index linked bonds	(230.2)	(245.9)	-	-
	(2,269.5)	(2,391.3)	(584.0)	(601.5)
<b>Total loans and borrowings</b>	<b>(2,483.4)</b>	<b>(2,616.7)</b>	<b>(584.0)</b>	<b>(601.5)</b>

Secured index linked bonds bear interest ranging from 2.87% to 3.92% (2023: 2.87% to 3.92%) and mature from 2027 to 2036 (2023: 2027 to 2036).

The terms and conditions of outstanding loans with fixed and floating rates were as follows:

Group	Weighted average effective interest rate	Average number of years to maturity	Carrying amount £million	Fair value £million
31 March 2024				
Secured bank and other borrowings	5.94%	10.5	(1,524.0)	(1,524.0)
Secured notes	5.98%	26.3	(69.1)	(69.1)
Secured index linked bonds	3.20%	10.7	(255.1)	(244.2)
Secured subordinated debt	12.30%	7.6	(3.1)	(3.1)
Unsecured subordinated debt	8.12%	19.1	(596.9)	(596.9)
			<b>(2,448.2)</b>	<b>(2,437.3)</b>

Group	Weighted average effective interest rate	Average number of years to maturity	Carrying amount £million	Fair value £million
31 March 2023				
Secured bank and other borrowings	4.73%	10.9	(1,596.4)	(1,596.4)
Secured notes	4.48%	27.3	(91.1)	(91.1)
Secured index linked bonds	3.19%	10.5	(266.1)	(261.3)
Secured subordinated debt	12.09%	8.7	(3.2)	(3.2)
Unsecured subordinated debt	6.50%	21.9	(618.2)	(618.2)
			<b>(2,575.0)</b>	<b>(2,570.2)</b>

All Group borrowings are denominated in pounds sterling; except for £196.3m (2023: £235.5m) Euro secured bank borrowings. Bank borrowings are secured by fixed and floating charges over the respective subsidiary companies' assets.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 21. Loans and borrowings (continued)

£36.0m of the floating rate loans were subject to synthetic LIBOR during the year however, these have all now transitioned to SONIA plus CAS by year-end.

If not otherwise redeemed, the secured notes will be redeemed at their principal amount outstanding on the interest payment date falling in 2050. The notes are secured by fixed and floating charges over the assets of various subsidiary undertakings.

The bonds are secured by fixed and floating charges over the assets of the respective subsidiary company. Interest and indexation of £21.5m (2023: £24.2m) was charged to the Statement of comprehensive income in respect of secured index linked bonds.

Company	Weighted average effective interest rate	Average number of years to maturity	Carrying amount £million
<b>31 March 2024</b>			
Unsecured variable funding notes	8.03%	16.5	(536.3)
Unsecured zero coupon loan facility	Nil	82.8	(47.7)
			<b>(584.0)</b>
<b>31 March 2023</b>			
Unsecured variable funding notes	8.03%	17.5	(536.3)
Unsecured zero coupon loan facility	Nil	83.8	(65.2)
			<b>(601.5)</b>

The balances above are loans from the Company's investors. There are no material differences between the carrying value and fair value of Company borrowings as at 31 March 2023 and 31 March 2024.

The Group has the following committed but undrawn borrowing facilities within projects at 31 March 2024:

<b>Floating rate:</b>	<b>2024 £million</b>	<b>2023 £million</b>
Secured		
- expiring within one year	-	(2.7)
- expiring within one to two years	(30.3)	(64.6)
- expiring within two to five years	(15.7)	(49.0)
- expiring after more than five years	(45.1)	(32.5)
<b>Total undrawn borrowing facilities</b>	<b>(91.1)</b>	<b>(148.8)</b>

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 22. Derivative financial instruments

Group	2024 £million	2023 £million
<b>Non-current assets</b>		
Interest rate and inflation swaps	3.7	3.7
<b>Non-current liabilities</b>		
Interest rate and inflation swaps	(86.9)	(179.5)
<b>Total financial derivatives</b>	<b>(83.2)</b>	<b>(175.8)</b>

Financial instruments have been fair valued in accordance with Note 2(d). The gain on fair valuation of interest rate swaps (pre credit adjustment) of £17.8m (2023: £160.5m gain) and the gain on fair valuation of inflation rate swaps (pre credit adjustment) of £8.8m (2023: £0.6m gain) for the year ended 31 March 2024 is disclosed within finance costs (note 10). Additionally, there was gain of £71.6m in respect of the derecognition of swaps broken as part of the Consort Healthcare (Fife) Limited refinancing.

In order to manage exposure to movements in interest rates, project companies financed by floating rate debt swap their floating rate exposure for fixed rates using interest rate swaps. The notional amount of the outstanding interest rate swap contracts at 31 March 2024 was £966.2m (2023: £1,254.9m). As at 31 March 2024, the fixed interest rates on interest rate swaps range from 4.2% to 6.9% (2023: 4.2% to 6.9%) and maturities range from 1 to 15 years (2023: 1 to 16 years).

In order to manage exposure to movements in the Retail Price Index ("RPI"), project companies with service income linked to RPI swap a part of their variable RPI exposure for fixed RPI rates using RPI swaps. The notional amount of the outstanding inflation rate swap contracts at 31 March 2024 was £11.8m (2023: £11.8m). As at 31 March 2024, the fixed RPI on the inflation swaps range from 2.13% to 3.05% (2023: 2.13% to 3.05%) and the maturities range from 1 to 15 years (2023: 2 to 16 years).

£1.7m of the total swap value was subject to synthetic LIBOR during the year however, these have all transitioned to SONIA plus CAS by year-end.

### 23. Provisions and contingent liabilities

In line with the Group's response to the Government's Centre of Excellence (see Principal Risks and Uncertainties (f), page 7), a programme of fire, compliance, and condition surveys has been agreed to be performed, in conjunction with the respective clients, across several of the Group's projects. Should remedial works be required, these will be determined as the surveys are progressed. As a result of surveys undertaken to date, where it has been possible to reliably estimate the duration and cost of remedial works, these have been provided for.

Group	Provisions £million
Balance as at 1 April 2023	4.3
Charged to profit or loss	31.6
Amounts used during the year	(3.3)
<b>Balance as at 31 March 2024</b>	<b>32.6</b>

At the balance sheet date, the Group has provided for £32.6m (2023: £4.3m) in respect of these and other remedial works. Of the £31.6m charged to the profit or loss in the year, £28.8m relates to The Hospital Company (Dartford) Limited, where the company has conducted a series of intrusive surveys to determine the condition and compliance of the hospital with the contract. Those surveys have found a number of materials issues that need to be resolved. However, it is not possible to reliably estimate the duration and cost of all remedial works, as many are dependent on the completion of further surveys and reviews.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 23. Provisions and contingent liabilities (continued)

The group has several other projects where survey programmes are at an earlier stage, or the scope and timing of such surveys is not confirmed. For these projects, the potential liability is not yet probable or the amount cannot be reliably quantified at the balance sheet date.

It is expected the contracts procured under PFI will have surveys conducted prior to expiry of the contracts.

### 24. Investments: Term Deposits

	<b>Group 2024 £million</b>	<b>Group 2023 (As restated) £million</b>	<b>Company 2024 £million</b>	<b>Company 2023 £million</b>
Short term deposits	<b>143.5</b>	122.9	-	-
	<b>143.5</b>	122.9	-	-

Investments in short term deposits at the balance sheet date have a maturity of 3 to 12 months (2023: 3 to 12 months). The interest rate was 2.54% to 6.71% (2023: 0.66% to 5.11%).

Cash and cash equivalents on the balance sheet has been restated for the year ended 31 March 2023 to correct the classification of £122.9m to Investments: Term Deposits, which were previously included within Cash and cash equivalents. These adjustments have no impact on the group's net assets, profit and loss for the year or retained earnings.

### 25. Post balance sheet events

On 15 August 2024, the Group acquired 20% of Merseyside Energy Recovery Holdings Limited.

### 26. Ordinary share capital / share premium

	<b>2024 £million</b>	<b>2023 £million</b>
<b>Authorised, allotted and called up</b>		
134,245,094 (2023: 134,245,094) Ordinary shares of £0.01 each	<b>1.3</b>	1.3

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share on a poll at meetings of the Company.

#### Share premium

	<b>2024 £million</b>	<b>2023 £million</b>
Share premium	<b>139.3</b>	139.3



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 27. Related party transactions

The following information is provided in accordance with IAS 24 – ‘Related Party Disclosures’ as being transactions with related parties for the year.

The carrying amount of investments in associates at fair value through profit or loss in the balance sheet at 31 March 2024 was £990.7m (2023: £1,060.3m) as shown in note 15.

Amounts received from associates including dividend income, fees and other operating income during the year are disclosed in note 6. Charges made to associate companies total £9.3m (2023: £8.1m). The list of associates are shown in note 32.

Loan investments with associates are shown in note 16.

Loan balances with the company’s investors are shown in Note 21.

### 28. Guarantees and other commitments

As at 31 March 2024 the Group had commitments to the value of £14.7m (2023: £14.7m).

The Group has issued letters of credit to cover individual obligations and guarantees. Details of the obligations and guarantees of the Group are shown below:

- (i) A guarantee to cover the debt service reserve obligation to the value of £0.7m (2023: £0.7m) on the Gloucestershire Royal Hospital concession.
- (ii) Guarantees to cover the debt service reserve obligation to the value of £14.0m (2023: £14.0m) on the A1 Road concession.

### 29. Principal subsidiary undertakings

Name	Principal activity	Ownership %	Ownership %
		31 March 2024	31 March 2023
Semperian PPP Investment Partners Group Limited	Holding company	100%	100%
Semperian PPP Investment Partners Limited	Holding company	100%	100%

The registered office for the companies shown above is 4<sup>th</sup> Floor, 1 Gresham Street, London, EC2V 7BX.

Semperian PPP Investment Partners Group Limited is directly held by Semperian PPP Investment Partners Holdings Limited. Shares in the other subsidiaries are held either directly or through intermediate holding companies by Semperian PPP Investment Partners Group Limited.

Semperian PPP Investment Partners Limited’s principal activity is to make and manage investments that are directly or indirectly related to infrastructure projects.

All principal subsidiary undertakings have been included in the consolidation and have a 31 March reporting date. All subsidiary undertakings listed above are registered and operate in the United Kingdom.

### 30. Ultimate parent undertaking

The Company does not have an immediate parent undertaking or an ultimate controlling party at 31 March 2024.

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 31. Service concession arrangements

The Group has service concession arrangements in place in several sectors including, but not limited to, health, education, accommodation, secured accommodation, utilities and transport. The concessions vary on the obligations required but typically require the financing and operation of an asset during the concession period. All projects are fully operational.

The rights of both the concession grantor and the concession operator are stated within the specific project agreement. The standard rights of the grantor to terminate the project include poor performance and in the event of force majeure. The operator's rights to terminate include the failure of the provider to make payment under the agreement, a material breach of contract and relevant changes of law which would render it impossible for the service company to fulfil its requirements. The service concession arrangements of the Group's subsidiary investments are disclosed below.

Project	Short description of concession arrangements	Contract end date	Contract term in years
Agecroft Properties	Leasing of commercial properties to Her Majesty's Principal Secretary of State for the Home Department.	2025	26
Avon & Wiltshire Community Hospital	Operating and maintaining six mental health facilities centres for Avon & Wiltshire Mental Health Partnership NHS Trust.	2036	30
Baglan Moor Hospital	Commissioning and maintaining an acute general hospital and providing non-clinical services for Abertawe Bro Morgannwg University NHS Trust.	2030	30
Berlin Embassy	Operating and maintaining the British Embassy in Berlin.	2030	32
Bexley Community Hospital	Operating and maintaining six mental health facilities centres for Oxleas NHS Foundation Trust and South London Healthcare NHS Trust.	2025	27
Birmingham Hospital	Operating and maintaining an ambulatory care centre for Sandwell and West Birmingham Hospitals NHS Trust.	2034	29
Black Country Community Hospital	Operating and maintaining a mental health facilities centre for Sandwell Mental Health and Social Care NHS Foundation Trust.	2025	25
Bridlington Schools	Operating and maintaining six schools on behalf of The East Riding of Yorkshire Council.	2028	25
Brighton Schools	Operating and maintaining two schools for Brighton and Hove City Council.	2028	26
Chiltern Securities: Abergavenny	Operating and maintaining a day surgery and endoscopy primary care centre for Gwent Healthcare NHS Trust.	2024	26
Chiltern Securities: Marlborough	Operating and maintaining a community hospital for Kennet and North Wiltshire Primary Care Trust.	2035	30
Chiltern Securities: Monmouth	Operating and maintaining a community hospital for Gwent Healthcare NHS Trust.	2031	25
Chiltern Securities: North Kirklees	Operating and maintaining five healthcare facilities centres for Kirklees Primary Care Trust.	2035	30
Chiltern Securities: Redruth Facilities	Operating and maintaining a mental health facility hospital for Cornwall Partnership NHS Trust.	2032	30
Community Health Facilities Oxford	Operating and maintaining a psychiatric unit for Oxfordshire and Buckinghamshire Mental Health Partnership NHS Trust.	2024	25
Dartford and Gravesham Hospital	Operating and maintaining an acute general hospital for Dartford and Gravesham NHS Trust.	2030	30
Daventry Community Hospital	Operating and maintaining a community hospital for Northamptonshire Teaching Primary Care Trust.	2037	32
Debden School	Operating and maintaining a school for Essex County Council.	2026	25
Epping Community Hospital	Operating and maintaining a community hospital for West Essex Primary Care Trust.	2035	30

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 31. Service concession arrangements (continued)

Project	Short description of concession arrangements	Contract end date	Contract term in years
Essex & Herts Community Hospital	Operating and maintaining a community hospital for East and North Hertfordshire Primary Care Trust.	2033	30
Falkirk Schools	Operating and maintaining five secondary schools for Falkirk Council.	2025	25
Fazakerley Prison Services	Operating and maintaining a prison for Her Majesty's Principal Secretary of State for the Home Department.	2023	28
Fife Hospital	Operating and maintaining a hospital for NHS Fife.	2041	33
Gravesham Community Hospital	Operating and maintaining a community hospital for Dartford and Gravesend NHS Trust.	2036	30
Haringey Schools	Providing eight schools to London Borough of Haringey.	2025	25
Hereford Hospital	Operating and maintaining an acute care facility hospital for Hereford Hospitals NHS Trust.	2029	30
Hertford Community Hospital	Operating and maintaining a community hospital for East and North Hertfordshire NHS Trust.	2033	30
HMP Thameside	Financing, design, construction and subsequent operation of Belmarsh West Prison (renamed HMP Thameside)	2037	25
Kenton Schools	Operating and maintaining a school as per the project agreement with the governing body of JFS and London Borough of Brent.	2027	25
Kingston University	Operating and maintaining serviced student halls of residence for Kingston University Higher Education Corporation.	2038	35
Kirklees Schools	Operating and maintaining eighteen schools for Council of the Borough of Kirklees.	2033	27
Leicester Schools	Operating and maintaining four schools for Leicester City Council.	2034	25
Liskeard Community Hospital	Operating and maintaining a community hospital for North and East Cornwall Primary Care Trust.	2033	30
Liverpool Schools	Operating and maintaining sixteen schools for Liverpool City Council.	2031	30
Lymington Community Hospital	Operating and maintaining a community hospital for Hampshire Primary Care Trust.	2036	30
M3 Motorway	Operating and maintaining the M3 motorway	2052	45
M4 Motorway	Operating and maintaining the M4 motorway	2033	30
Manchester Courts	Operating and maintaining services accommodation for magistrates' courts on behalf of Council of the City of Manchester	2029	28
Milton Keynes STC	Operating and maintaining a secure training centre for the Youth Justice Board.	2029	25
Newcastle Estates Project	Operating and maintaining four office accommodation sites for the Secretary of State for Social Security.	2031	25
North Wiltshire Education	Operating and maintaining three schools for Wiltshire County Council.	2030	30
North Yorkshire Fire and Rescue Services	Operating and maintaining a fire station and fire training centre for North Yorkshire Fire and Rescue Authority.	2027	25
Northants Community Hospital	Operating and maintaining an adult acute mental illness inpatient and intensive care facilities hospital for Northamptonshire Healthcare NHS Trust.	2036	30
Northgate Rehabilitation Centre	Operating and maintaining a neurology rehabilitation hospital for Northumberland, Tyne and Wear NHS Trust.	2037	32

# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 31. Service concession arrangements (continued)

Project	Short description of concession arrangements	Contract end date	Contract term in years
Onley Prison Services	Operating and maintaining a prison for Her Majesty's Principal Secretary of State for the Home Department	2026	25
Redbridge Community Hospital	Operating and maintaining a mental health facility hospital for North East London NHS Foundation Trust.	2032	30
Richmond Schools	Operating and maintaining six schools for London Borough of Richmond Upon Thames.	2032	30
Royal Hull Hospital	Operating and maintaining a maternity facility and an acute care facility hospital for Hull and East Yorkshire Hospitals NHS Trust.	2033	30
Salford Schools	Operating and maintaining three special needs schools for Salford City Council.	2030	26
Sheffield Schools	Operating and maintaining two schools for Sheffield City Council.	2030	26
South Essex Community Hospital	Operating and maintaining two mental health facilities centres for South Essex Partnership NHS Foundation Trust.	2033	30
South Manchester Hospital	Operating and maintaining a mental health care facility and an acute care facility for the Manchester University NHS Foundation Trust	2033	35
Southern General Hospital	Operating and maintaining a hospital for the elderly for South Glasgow University Hospitals NHS Trust.	2027	28
St David's Hospital	Operating and maintaining a hospital (including servicing and maintenance of medical equipment) for Cardiff and District Community NHS Trust.	2030	29
Staffordshire Children's Homes	Operating and maintaining three children's care homes for Staffordshire City Council.	2027	22
Stonehouse Community Hospital	Operating and maintaining a community hospital for Kent and Medway NHS and Social Care Trust.	2036	30
Sunderland Schools	Operating and maintaining a community learning centre for Council of the City of Sunderland.	2027	25
Swindon Hospital	Operating and maintaining an acute general hospital for Swindon and Marlborough NHS Trust.	2029	30
Torbay Schools	Operating and maintaining two schools for Council of the Borough of Torbay.	2027	26
Town Hospitals: North Staffordshire	Operating and maintaining an acute psychiatric care facility hospital for North Staffordshire Combined Healthcare NHS Trust.	2029	30
University College London: Cruciform	Operating and maintaining a medical school for University College London.	2024	25
West Mendip Community Hospital	Operating and maintaining a community hospital for Somerset Primary Care Trust.	2035	30
Wirral Schools	Operating and maintaining nine schools and a community learning centre for Metropolitan Borough of Wirral.	2031	25
Wolverhampton Hospital	Operating and maintaining a radiology facility unit for The Royal Wolverhampton Hospitals NHS Trust.	2032	30



# Semperian PPP Investment Partners Holdings Limited

## Notes to the financial statements for the year ended 31 March 2024 (continued)

### 32. Associate investments

By virtue of the Company's status as an investment fund in respect of associates a scope exemption has been applied under IAS 28.1 and investments in associates are elected upon initial recognition to be measured at fair value through profit or loss. Investments in associates are held by intermediate holding companies. Details at 31 March 2024 are as follows:

	Ownership
Associate undertaking	%
Defence Training Services Limited	50%
UK Highways M40 (Holdings) Limited	50%
Healthcare Providers (Gloucester) Limited	50%
United Healthcare (Bromley) Group Limited	50%
Inspired Education (East Dunbartonshire) Holdings Limited	50%
Road Management Services (Darrington) Holdings Limited	75%
Albion Healthcare (Doncaster) Holdings Limited	50%
Accommodation Services (Holdings) Limited	50%
Endeavour SCH Holdings Limited	44%
InspirED Education (South Lanarkshire) Holdings Limited	42.5%
Albion Healthcare (Oxford) Holdings Limited	50%
Celtic Roads Group (Dundalk) Limited *	33%
ESP (Holdings) Limited	32.9%
3 ED Holdings Limited	31%
D4E Mulberry (Holdings) Limited	30%
Northlink M1 Limited *	27%
Octagon Healthcare Group Limited	50%
Wastewater Management Holdings Limited	25%
Glen Water (Holdings) Limited	50%
East London Lift Investments Limited	50%
Worcestershire Hospital SPC Holdings Limited	16.7%
Ochre Solutions (Holdings) Limited	20%
Lift Healthcare Investments Limited	17%
Health Management (UCLH) Holdings Limited	40%
UCLH Investors Limited	20%
Cory Topco Limited	12.4%
Holyrood Holdings Limited	80%
Aberdeen Roads Holdings Limited	33.3%
M50 (Concession) (Holdings) Limited *	50%

\* These companies are registered and operate in the Republic of Ireland.

The Group considers that it has significant influence over entities with holdings of less than 20% because it has significant influence over an intermediate parent undertaking of those entities. Except as noted all investments are registered and operate in the United Kingdom.