

Company registration number 05372427 (England and Wales)

**INFRASTRUCTURE MANAGERS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

# INFRASTRUCTURE MANAGERS LIMITED

## COMPANY INFORMATION

---

<b>Directors</b>	Michael Forrest Nigel Middleton Christopher Richardson Thomas Pike James Cornock Barry White Caroline Johnston
<b>Secretary</b>	Infrastructure Managers Limited
<b>Company number</b>	05372427
<b>Registered office</b>	Cannon Place 78 Cannon Street London EC4N 6AF
<b>Independent Auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors Atria One 144 Morrison Street Edinburgh EH3 8EX
<b>Bankers</b>	Barclays Bank Plc 1 Churchill Place London E14 5HP
<b>Solicitors</b>	CMS Cameron McKenna Nabarro Olswang LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2EN

---

# INFRASTRUCTURE MANAGERS LIMITED

## CONTENTS

---

	<b>Page</b>
Strategic report	1 - 2
Directors' report	3 - 4
Directors' responsibilities statement	5
Independent auditors' report	6 - 9
Statement of comprehensive income	10
Statement of financial position	11
Statement of changes in equity	12
Notes to the financial statements	13 - 25

---

# INFRASTRUCTURE MANAGERS LIMITED

## STRATEGIC REPORT

### ***FOR THE YEAR ENDED 31 DECEMBER 2023***

---

The directors present their strategic report on Infrastructure Managers Limited ("the Company") for the year ended 31 December 2023.

#### **Principal objectives and strategies**

The principal activity of the Company continued to be that of the provision of financial management, operational and administrative services to companies involved in the UK government's Private Finance Initiative Scheme (PFI).

#### **Review of the business**

The directors expect the future performance of the company to be profitable and in line with forecast. The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

#### **Principal risks and uncertainties**

The management of the business and the execution of the company's strategy are subject to a number of risks. The principal risk and uncertainties facing the company are price risk, credit and cash flow risk, as detailed below:

##### *Price risk*

The company's price risk is managed through its contracts with underlying Special Purpose Vehicles (SPVs) created to design, build, finance and operate assets under the UK Government's Private Finance Initiative. These contracts provide for payments that are fixed subject to performance and inflation indexation. The length of these contracts varies but are generally for at least 3 years.

##### *Credit and cash flow risk*

Cash flows are generated for the performance of management services. The Company has a concentration of credit risk whereby the majority of the Company's income is derived from SPVs which are under the same control as the Company. The majority of the Company's income is due within one month of the performance of the services. The company reviews its outstanding debt on a monthly basis and monitors its cash flows through rolling forecasts.

#### **Future development**

The Company has performed in line with expectations for the year. The directors are expecting that the Company will continue to show steady growth in the coming financial year.

#### **Key performance indicators**

The directors believe that the performance of the Company from a financial perspective is best assessed by reviewing the company's profit margin. The Company has been performing well and in line with expectations, achieving a margin of 20% in 2023 (23% 2022). The reduction in margin is as a result of a planned increase in resourcing, required to ensure a strong delivery of service.

# INFRASTRUCTURE MANAGERS LIMITED

## STRATEGIC REPORT (CONTINUED)

***FOR THE YEAR ENDED 31 DECEMBER 2023***

---

### **Going concern**

The Company prepares cash flow forecasts each month, on a rolling 12 month basis and so covering the 12 month period from the date the financial statements are signed. In drawing up these forecasts the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. Based on these forecasts the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

On behalf of the board

Barry White

**Director**

13 June 2024

# INFRASTRUCTURE MANAGERS LIMITED

## DIRECTORS' REPORT

### *FOR THE YEAR ENDED 31 DECEMBER 2023*

---

The directors present their annual report and the financial statements of Infrastructure Managers Limited ("the Company") for the year ended 31 December 2023.

#### **Results and dividends**

The results for the year are set out on page 10.

The profit for the financial year, after taxation, amounted to £1,058,101 (2022: profit of £1,154,553).

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

Ordinary dividends were paid amounting to £800,000 (2022: £1,200,000). The directors do not recommend payment of a further dividend.

#### **Directors**

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

Michael Forrest

Nigel Middleton

Alan Campbell

(Resigned 31 December 2023)

Christopher Richardson

Thomas Pike

James Cornock

Barry White

(Appointed 1 January 2024)

Caroline Johnston

(Appointed 1 January 2024)

#### **Qualifying third party indemnity provisions**

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

#### **Auditors**

The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### **Statement of disclosure to auditors**

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- tt information.

#### **Climate change**

The directors recognise that it is important to disclose their view of the impact of climate change on the Company. The Company's key operational contracts are long-term and with a small number of known counterparties. In most cases, the cashflows from these contracts can be predicted with reasonable certainty for at least the medium-term. Having considered the Company's operations, its contracted rights and obligations and forecast cash flows, there is not expected to be a significant impact upon the Company's operational or financial performance arising from climate change.

# INFRASTRUCTURE MANAGERS LIMITED

## DIRECTORS' REPORT (CONTINUED)

***FOR THE YEAR ENDED 31 DECEMBER 2023***

---

On behalf of the board

For and on behalf of Barry White

**Director**

13 June 2024

# INFRASTRUCTURE MANAGERS LIMITED

## DIRECTORS' RESPONSIBILITIES STATEMENT *FOR THE YEAR ENDED 31 DECEMBER 2023*

---

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The financial statements were approved and signed by the director and authorised for issue on 13 June 2024

Barry White  
**Director**

# **INFRASTRUCTURE MANAGERS LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBER OF INFRASTRUCTURE MANAGERS LIMITED**

#### **FOR THE YEAR ENDED 31 DECEMBER 2023**

---

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

###### **Opinion**

In our opinion, Infrastructure Managers Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of financial position as at 31 December 2023; the Statement of comprehensive income and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

###### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

###### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

###### **Conclusions relating to going concern**

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 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 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.

# **INFRASTRUCTURE MANAGERS LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

### **TO THE MEMBER OF INFRASTRUCTURE MANAGERS LIMITED**

#### **FOR THE YEAR ENDED 31 DECEMBER 2023**

---

##### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

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

##### **Strategic report and Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

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

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

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

###### **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.

# **INFRASTRUCTURE MANAGERS LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

### **TO THE MEMBER OF INFRASTRUCTURE MANAGERS LIMITED**

#### **FOR THE YEAR ENDED 31 DECEMBER 2023**

---

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 company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 inappropriate journal entries and the risk of management bias in accounting estimates. Audit procedures performed by the engagement team included:

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

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

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.

#### **Use of this report**

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

#### **Other required reporting**

##### **Companies Act 2006 exception reporting**

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

# **INFRASTRUCTURE MANAGERS LIMITED**

## **INDEPENDENT AUDITORS' REPORT (CONTINUED)**

### **TO THE MEMBER OF INFRASTRUCTURE MANAGERS LIMITED**

#### **FOR THE YEAR ENDED 31 DECEMBER 2023**

---

**Paul Cheshire (Senior Statutory Auditor)**

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Edinburgh

13 June 2024

# INFRASTRUCTURE MANAGERS LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £	2022 £
<b>Turnover</b>	<b>3</b>	16,234,544	14,336,928
Cost of sales		(12,919,240)	(11,027,149)
<b>Gross profit</b>		3,315,304	3,309,779
Administrative expenses		(2,117,013)	(1,927,156)
<b>Operating profit</b>	<b>4</b>	1,198,291	1,382,623
Income from participating interests	<b>6</b>	-	2,132
Other interest receivable and similar income	<b>6</b>	217,778	49,761
<b>Profit before taxation</b>		1,416,069	1,434,516
Tax on profit	<b>8</b>	(357,967)	(279,963)
<b>Profit for the financial year</b>		1,058,102	1,154,553

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

The notes on pages 13 to 25 form part of these financial statements.

# INFRASTRUCTURE MANAGERS LIMITED

## STATEMENT OF FINANCIAL POSITION

**AS AT 31 DECEMBER 2023**

	Notes	2023 £	£	2022 £	£
<b>Fixed assets</b>					
Goodwill	11		142,914		202,125
Tangible assets	12		314,422		89,267
Investments	13		4,065		4,065
			<u>461,401</u>		<u>295,457</u>
<b>Current assets</b>					
Debtors: amounts falling due within one year	14	1,817,182		1,932,914	
Cash at bank and in hand		5,333,128		4,553,585	
		<u>7,150,310</u>		<u>6,486,499</u>	
<b>Creditors: amounts falling due within one year</b>	15	<u>(3,867,894)</u>		<u>(3,279,239)</u>	
<b>Net current assets</b>			<u>3,282,416</u>		<u>3,207,260</u>
<b>Total assets less current liabilities</b>			<u>3,743,817</u>		<u>3,502,717</u>
<b>Creditors: amounts falling due after more than one year</b>	16		(528,508)		(568,918)
<b>Provisions for liabilities</b>					
Deferred taxation	17	153,697		177,105	
		<u>153,697</u>		<u>177,105</u>	
<b>Net assets</b>			<u>3,369,006</u>		<u>3,110,904</u>
<b>Capital and reserves</b>					
Called up share capital	19		100,000		100,000
Profit and loss reserve	20		3,269,006		3,010,904
<b>Total shareholders' funds</b>			<u>3,369,006</u>		<u>3,110,904</u>

The notes on pages 13 to 25 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 13 June 2024 and are signed on its behalf by:

Barry White  
**Director**

Company registration number 05372427 (England and Wales)

# INFRASTRUCTURE MANAGERS LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	Called up share capital £	Profit and loss reserve £	Total £
<b>Balance at 1 January 2022</b>		100,000	3,056,351	3,156,351
<b>Year ended 31 December 2022:</b>				
Profit for the financial year		-	1,154,553	1,154,553
Dividends	9	-	(1,200,000)	(1,200,000)
<b>Balance at 31 December 2022</b>		100,000	3,010,904	3,110,904
<b>Year ended 31 December 2023:</b>				
Profit for the financial year		-	1,058,102	1,058,102
Dividends	9	-	(800,000)	(800,000)
<b>Balance at 31 December 2023</b>		100,000	3,269,006	3,369,006

The notes on pages 13 to 25 form part of these financial statements.

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

**FOR THE YEAR ENDED 31 DECEMBER 2023**

---

### 1 Accounting policies

#### Company information

Infrastructure Managers Limited ("the Company") is a private company limited by shares incorporated in the United Kingdom and is registered in England and Wales. The registered office is located at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The principal activity of the Company continued to be that of the provision of financial management, operational and administrative services to companies involved in the UK government's Private Finance Initiative Scheme (PFI).

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities. The principal accounting policies adopted are set out below and have been consistently applied to the years presented, unless otherwise stated.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures': Not to disclose transactions with wholly owned members of a group.

The financial statements of the company are consolidated in the financial statements of BIIF Holdco Limited. These consolidated financial statements are available from its registered office, 78 Cannon Street, London, EC4N 6AF.

#### 1.2 Going concern

The financial statements are prepared on a going concern basis.

The Company prepares cash flow forecasts each month, on a rolling 12 month basis and so covering the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. Based on these forecasts the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. In light of this, the Directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

#### 1.3 Turnover

Turnover, which excludes value added tax, represents the invoiced value of charges earned in relation to the provision of the management and administration services.

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2023**

---

### **1 Accounting policies**

**(Continued)**

Revenue from the provision of services is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

#### **1.4 Intangible fixed assets - goodwill**

Goodwill arises on business acquisitions and represents the excess of the cost of the acquisition over the Company's interest in the net amount of the identifiable assets, liabilities and contingent liabilities of the acquired business. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is presumed not to exceed ten years.

#### **1.5 Tangible fixed assets**

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

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

Equipment and software	33% straight line
Fixtures and fittings	25% straight line

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

#### **1.6 Fixed asset investments**

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

#### **1.7 Impairment of fixed assets**

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

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

---

### 1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

#### 1.8 Cash and cash equivalents

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

#### 1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

##### **Basic financial assets**

Basic financial assets, which include debtors, cash and bank balances, are initially measured at transaction price including transaction costs and debtors are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Other financial assets**

Other financial instruments are subsequently measured at fair value, with any changes recognised in the Statement of Comprehensive Income, with the exception of hedging instruments in a designated hedging relationship.

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

---

### 1 Accounting policies

(Continued)

#### ***Impairment of financial assets***

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### ***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### ***Basic financial liabilities***

Basic financial liabilities, including Creditors, bank loans, loans from fellow group are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### ***Other financial liabilities***

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at each reporting date. The fair values of the derivatives have been calculated by discounting the fixed cash flows at forecasted forward interest rates over the term of the financial instrument. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2023**

---

### **1 Accounting policies**

**(Continued)**

#### ***Derecognition of financial liabilities***

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

#### **1.10 Equity instruments**

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

#### **1.11 Taxation**

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

##### ***Current tax***

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

##### ***Deferred tax***

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

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

#### **1.12 Retirement benefits**

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

#### **1.13 Operating lease**

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

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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 period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

The Directors believe that there are no areas of judgement or key sources of estimation uncertainty.

### 3 Turnover

An analysis of the company's turnover is as follows:

	2023 £	2022 £
<b>Turnover analysed by class of business</b>		
Rendering of services	16,234,544	14,336,928
	<u>16,234,544</u>	<u>14,336,928</u>
	2023 £	2022 £
<b>Turnover analysed by geographical market</b>		
United Kingdom	16,181,840	14,296,201
Europe	52,704	40,727
	<u>16,234,544</u>	<u>14,336,928</u>

### 4 Operating profit

	2023 £	2022 £
Operating profit for the year is stated after charging/(crediting):		
Exchange gains	(1,461)	(2,831)
Fees payable to the company's auditors for the audit of the company's financial statements	17,660	16,500
Depreciation of owned tangible fixed assets	64,005	67,148
Amortisation of intangible assets	38,500	38,500
Impairment of intangible assets	20,711	-
Operating lease charges	161,848	123,929
	<u>161,848</u>	<u>123,929</u>

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 5 Directors' remuneration

	2023 £	2022 £
Remuneration for qualifying services	1,248,965	1,199,675
Company pension contributions to defined contribution schemes	61,000	57,000
	<u>1,309,965</u>	<u>1,256,675</u>

Remuneration disclosed above include the following amounts paid to the highest paid director:

	2023 £	2022 £
Remuneration for qualifying services	<u>289,615</u>	<u>278,539</u>

### 6 Interest receivable and similar income

	2023 £	2022 £
<b>Interest income</b>		
Interest on bank deposits	217,778	49,761
<b>Income from fixed asset investments</b>		
Income from participating interests - joint ventures	-	2,132
	<u>217,778</u>	<u>51,893</u>

Disclosed on the income statement as follows:

Income from participating interests	-	2,132
Other interest receivable and similar income	<u>217,778</u>	<u>49,761</u>

### 7 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

Average number of employees	<u>130</u>	<u>118</u>
-----------------------------	------------	------------

	2023 £	2022 £
Wages and salaries	10,127,500	8,649,356
Social security costs	1,155,610	1,046,894
Pension costs	1,636,130	1,330,899
	<u>12,919,240</u>	<u>11,027,149</u>

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 8 Taxation on profit

	2023 £	2022 £
<b>Current tax</b>		
UK corporation tax on profits for the current period	334,559	268,505
<b>Deferred tax</b>		
Origination and reversal of timing differences	23,408	11,458
Total tax charge	357,967	279,963

In 2021 an increase in the corporation tax rate to 25% with effect from 1 April 2023 was substantively enacted. The 23.5% rate used above reflects 9 months of this new rate and 3 months of the previous rate of 19%.

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

	2023 £	2022 £
Profit before taxation	1,416,069	1,434,516
Expected tax charge based on the standard rate of corporation tax in the UK of 23.52% (2022: 19.00%)	333,067	272,558
Tax effect of expenses that are not deductible in determining taxable profit	23,514	5,060
Tax effect of income not taxable in determining taxable profit	-	(405)
Effect of change in corporation tax rate	1,386	2,750
Taxation charge for the year	357,967	279,963

### 9 Dividends

	2023 Per share £	2022 Per share £	2023 Total £	2022 Total £
<b>Ordinary Shares</b>				
Final paid	8.00	12.00	800,000	1,200,000

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 10 Impairments

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	Notes	2023 £	2022 £
In respect of:			
Goodwill	11	20,711	-
		<u>20,711</u>	<u>-</u>
Recognised in:			
Administrative expenses		20,711	-
		<u>20,711</u>	<u>-</u>

### 11 Intangible fixed assets

	Goodwill £
<b>Cost</b>	
At 1 January 2023 and 31 December 2023	1,308,000
<b>Amortisation and impairment</b>	
At 1 January 2023	1,105,875
Amortisation charged for the year	38,500
Impairment losses	20,711
	<u>1,165,086</u>
At 31 December 2023	1,165,086
<b>Carrying amount</b>	
At 31 December 2023	142,914
	<u>142,914</u>
At 31 December 2022	202,125
	<u>202,125</u>

More information on impairment movements in the year is given in note 10.

In 2020 the Company purchased management services contracts that will entitle the Company to revenue streams over the next 4 years. The intangible asset has been capitalised at cost and is being amortised over the remaining useful life of 4 years.

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 12 Tangible assets

	Equipment and software £	Fixtures and fittings £	Total £
<b>Cost</b>			
At 1 January 2023	353,037	79,161	432,198
Additions	112,502	176,658	289,160
Disposals	(83,545)	(69,767)	(153,312)
At 31 December 2023	381,994	186,052	568,046
<b>Depreciation</b>			
At 1 January 2023	270,786	72,145	342,931
Depreciation charged in the year	60,738	3,267	64,005
Eliminated in respect of disposals	(83,545)	(69,767)	(153,312)
At 31 December 2023	247,979	5,645	253,624
<b>Carrying amount</b>			
At 31 December 2023	134,015	180,407	314,422
At 31 December 2022	82,251	7,016	89,267

### 13 Fixed asset investments

	Notes	2023 £	2022 £
Investments in joint ventures		4,065	4,065

#### Movements in fixed asset investments

	Shares in joint ventures £
<b>Cost or valuation</b>	
At 1 January 2023 & 31 December 2023	4,065
<b>Carrying amount</b>	
At 31 December 2023	4,065
At 31 December 2022	4,065

The Company holds an investment representing a 50% shareholding in Canopee-IML S.A.S., a company incorporated in France. The company registered address is 10 Rue de Milian, 75009, Paris. The company has net assets of £31k as at 31 December 2023 (2022: £24k) and a profit of £8K for the year then ended (2022: £4k).

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 14 Debtors

	2023	2022
	£	£
<b>Amounts falling due within one year:</b>		
Trade debtors	667,165	655,963
Other debtors	22,979	18,259
Prepayments and accrued income	1,127,038	1,258,692
	<u>1,817,182</u>	<u>1,932,914</u>

### 15 Creditors: amounts falling due within one year

	2023	2022
	£	£
Trade creditors	152,459	118,744
Amounts owed to group undertakings	334,559	268,505
Taxation and social security	950,685	794,151
Other creditors	1,604	1,604
Accruals and deferred income	2,428,587	2,096,235
	<u>3,867,894</u>	<u>3,279,239</u>

The amounts owed to group undertakings relate to group tax relief of £334,559 (2022: £268,505). This balance is not interest bearing and is repayable on demand.

### 16 Creditors: amounts falling due after more than one year

	2023	2022
	£	£
Accruals and deferred income	<u>528,508</u>	<u>568,918</u>

### 17 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Liabilities 2023	Liabilities 2022
	£	£
<b>Balances:</b>		
Accelerated capital allowances	(21,570)	(34,876)
Other timing differences	(132,127)	(142,229)
	<u>(153,697)</u>	<u>(177,105)</u>

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2023

### 17 Deferred taxation (Continued)

	2023 £
<b>Movements in the year:</b>	
Asset at 1 January 2023	(177,105)
Charge to profit or loss	23,408
Asset at 31 December 2023	(153,697)

The net deferred tax liability expected to reverse in 2024 is £13,340 (2023: £15,691). This primarily relates to the reversal of timing differences on capital allowances.

### 18 Retirement benefit schemes

	2023 £	2022 £
<b>Defined contribution schemes</b>		
Charge to profit or loss in respect of defined contribution schemes	1,636,130	1,330,899

### 19 Called up share capital

	2023 Number	2022 Number	2023 £	2022 £
<b>Ordinary share capital Issued and fully paid</b>				
Ordinary Shares of £1 each	100,000	100,000	100,000	100,000

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

### 20 Profit and loss reserve

Retained earnings records retained earnings and accumulated losses.

### 21 Operating lease commitments

#### Lessee

The operating lease commitments relate to office rental. On the cessation of the previous lease at the end of 2023, the Company moved premises and entered into a new lease arrangement.

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

	2023 £	2022 £
Within one year	87,776	108,000
Between two and five years	591,000	-
In over five years	438,150	-
	1,116,926	108,000

# INFRASTRUCTURE MANAGERS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2023**

---

### **22 Related party transactions**

The company is wholly owned by BIIF Bidco Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

During the year the Company received £5,602k (2022: £4,801k) in respect of management services to the below companies, who are joint venture or associate investments within the BIIF Holdco Limited Group. At the year end £296k (2022: £152k) remained outstanding.

The Education Support Company (Leeds) Limited, Modern Courts (Humberside) Limited, Modern Courts (East Anglia) Limited, Consort Healthcare (Durham) Limited, Key Health Services (Addenbrookes) Limited, Sheppey Route Limited, Hounslow Highways Services Limited, Manchester Schools Services Limited, Road Management Services (Peterborough) Limited, Road Management Services (Gloucester) Limited, Blue Transmission Walney 1 Limited, Blue Transmission Walney 2 Limited, Blue Transmission London Array Limited, Blue Transmission Sheringham Shoal Limited, Schools Capital Limited, Summit Healthcare (Wishaw) Limited, PPP Services (North Ayrshire) Limited, FCC (East Ayrshire) Limited, Stobhill Healthcare Facilities Limited, Emblem Schools Limited, The Edinburgh Schools Partnership Limited, Consort Healthcare (Edinburgh Royal Infirmary) Limited, Glasgow Healthcare Facilities Limited, Stirling Gateway Limited, Sewell Education (York) Limited, Lighting for Staffordshire Limited, Road Management Services (Darrington) Limited.

### **23 Ultimate controlling party**

The immediate parent undertaking is BIIF Bidco Limited . The intermediate parent undertaking is BIIF Holdco Limited , which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of BIIF Holdco Limited consolidated financial statements can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF .

The ultimate parent and controlling party is BIIF L.P . BIIF L.P. is owned by a number of investors with no one investor having individual control.

