Registration number: 04167343

Agecroft Properties (No. 2) Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2021

Agecroft Properties (No. 2) Limited

Contents

Agecroft Properties (No. 2) Limited

Company Information

Directors	S McGeown R Hughes
Company secretary	Semperian Secretariat Services Limited
Registered office	Third Floor Broad Quay House Prince Street Bristol BS1 4DJ
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 2 Glass Wharf Bristol BS2 0FR

Agecroft Properties (No. 2) Limited

Strategic Report for the Year Ended 31 March 2021

The directors present their strategic report for the year ended 31 March 2021.

Principal activity
The principal activity of the company is the leasing of commercial properties and is likely to remain so for the foreseeable future.

Results and review of business
The loss for the year is set out in the profit and loss account on page 10. The directors consider the performance of the company during the year and the financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

Principal risks and uncertainties
The company has taken on the activity, as detailed above, and is risk averse in its trading relationships with its customer and funders as determined by the terms of their respective detailed PFI contracts. The financial risks and the measures taken to mitigate them are as detailed in the Directors' report.

Key performance indicators ('KPIs')
The company's operations are managed under the supervision of its shareholders and funders and are largely determined by the detailed terms of the leasing contract which stipulates key performance criteria on operational activities. For this reason, the company's directors believe that further operational key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business. In addition the directors monitor compliance with debt covenant ratios as specified in the senior loan agreement, in particular the Debt Service Cover Ratio, and no non-compliance has been noted.

Approved by the Board on 04 October 2021 and signed on its behalf by:

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S McGeown
Director

Agecroft Properties (No. 2) Limited

Directors' Report for the Year Ended 31 March 2021

Registration number: 04167343

The directors present their report and the audited financial statements for the year ended 31 March 2021.

Future developments

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

Dividends

A dividend of £318,742 (£318,742.00 per ordinary share) was paid during the year (2020: £204,702, £204,702.00 per ordinary share).

On 21 September 2021 the company declared a further dividend of £153,613.26 (£153,613.26 per ordinary share).

Financial risk management

The company has exposures to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The directors have policies for managing each of these risks and they are summarised below:

Interest rate risk
The senior debt interest has been fixed through the use of fixed funding rates, plus a margin, as set out in note 11.

Inflation risk
The income and cost base of the company are not significantly impacted by the effects of inflation.

Liquidity risk
The company adopts a prudent approach to liquidity management by endeavouring to maintain sufficient cash and liquid resources to meet its obligations as they fall due.

Credit risk
The company receives the majority of its revenue from Agecroft Prison Management Limited and is not exposed to significant credit risk. Cash investments are with institutions of a suitable credit quality.

Coronavirus (COVID-19) impact on the financial statements
The COVID-19 outbreak has developed rapidly in 2020, with a significant number of infections. Measures taken to contain the virus have affected economic activity and include limiting the movement of people and the temporary closure of businesses and schools.

Agecroft Prison Management Limited is working with its client, the Ministry of Justice, to ensure minimal interruption to contracted service provision during this period of disruption.

On 20 March 2020 the Cabinet Office issued a notice (Procurement Policy Note 02/20: Supplier relief due to coronavirus (COVID-19)) that all supplier payments will be maintained as per their individual contracts. Guidance was also issued on 2 April 2020 by the Infrastructure and Projects Authority (IPA Guidance) specifically relating to PFI contracts. The IPA guidance is consistent with PPN 02/20. On 6 June 2020 the Cabinet Office issued a further notice (Procurement Policy Note 04/20: Recovery and Transition from COVID-19) which supports transition from the current measures to a steady state. PPN 02/20 guidance was in place until 30 June 2020, and PPN 04/20 was in place until 31 October 2020. The company has continued to receive the monthly availability payment and pay its suppliers in a timely manner.

The revenue of the company is from a lease with Agecroft Prison Management Limited, whose income is linked to the availability of the facility and services delivered in that facility. Availability is not materially adversely impacted by the current measures limiting the movement of people, and service provision is subject to working arrangements that have been agreed with the client

The company does not employ any staff directly. The main operating costs are agreed, under contract, with the subcontractors and therefore will not be impacted by factors arising due to the coronavirus outbreak. As the majority of costs are contractual, no other measures to control costs are deemed necessary.

The company produces regular financial model updates that forecast the company cashflows to the end of the concession period. This financial model indicates that the company will be able to meet its financing covenant ratios and that no additional funding will be required in the next 12 months. The directors therefore consider the COVID-19 outbreak will have no impact on the ability of the company to continue as a going concern. However, the Directors are monitoring usual movements in short and long term economic indicators that may impact the valuation of assets and liabilities, and may therefore have an impact on the financial statements.

Brexit risk

The company operates solely in the United Kingdom and has not been directly impacted by changes to trading arrangements, with the EU and the rest of the world resulting from the United Kingdom's withdrawal from the European Union on 31st January 2020. The directors continue to monitor any potential impact arising from the wider financial markets and the company's supply chain.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

A R Kershaw (resigned 1 October 2020)

S McGeown

R Hughes (appointed 1 October 2020)

Statement of directors' responsibilities

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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

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

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

The directors are 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.

Directors' confirmations

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
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Reappointment of auditors

The independent auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

Approved by the Board on 04 October 2021 and signed on its behalf by:

S McGeown
Director

Independent Auditors' Report to the members of Agecroft Properties (No. 2) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Agecroft Properties (No. 2) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 March 2021; the Profit and Loss Account, the Statement of Comprehensive Income, 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.

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.

Independent Auditors' Report to the members of Agecroft Properties (No. 2) Limited (continued)

Reporting on other information (continued)

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 March 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

In preparing the financial statements, the directors are responsible for assessing the 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.

Independent Auditors' Report to the members of Agecroft Properties (No. 2) Limited (continued)

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 company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation, 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 Act 2006. 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 management bias in 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 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
- 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.

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. 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.

Independent Auditors' Report to the members of Agecroft Properties (No. 2) Limited (continued)

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.

N. Muzzlewhite

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Nick Muzzlewhite (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

Date: 4/10/21

Agecroft Properties (No. 2) Limited

Profit and Loss Account for the Year Ended 31 March 2021

	Note	2021 £	2020 £
Gross rentals receivable under finance leases		5,084,004	5,084,004
Less: amounts allocated to the repayment of finance leases		(3,418,086)	(3,124,640)
Gross earnings under finance leases		1,665,918	1,959,364
Administrative expenses		(164,376)	(161,049)
Operating profit	4	1,501,542	1,798,315
Interest receivable and similar income	5	5,383	27,833
Interest payable and similar charges	6	(1,032,006)	(1,249,602)
Profit before taxation		474,919	576,546
Tax on profit	7	(490,159)	(633,333)
Loss for the financial year		(15,240)	(56,787)

The above results were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 March 2021

	Note	2021 £	2020 £
Loss for the financial year		(15,240)	(56,787)
Other comprehensive income:			
Change in value of hedging instrument	16	(42,846)	(113,223)
Reclassifications to profit and loss	16	513,732	610,757
Deferred tax arising on unrealised movements on cash flow hedges	7	(89,468)	(63,819)
Other comprehensive income for the year, net of tax		381,418	433,715
Total comprehensive income for the year		366,178	376,928

The notes on pages 13 to 24 form an integral part of these financial statements.

Agecroft Properties (No. 2) Limited

Balance Sheet as at 31 March 2021

	Note	2021 £	2020 £
Current assets			
Debtors: Amounts falling due after more than one year	8	12,452,522	16,191,612
Debtors: Amounts falling due within one year	9	3,755,132	3,437,749
Cash at bank and in hand		2,798,616	2,877,722
		19,006,270	22,507,083
Creditors: Amounts falling due within one year	10	(3,322,732)	(3,248,482)
Total assets less current liabilities		15,683,538	19,258,601
Creditors: Amounts falling due after more than one year	10	(7,649,132)	(11,129,096)
Provisions for liabilities	12	(955,831)	(1,098,366)
Net assets		7,078,575	7,031,139
Capital and reserves			
Called up share capital	13	1	1
Cash flow hedge reserve		(459,429)	(840,847)
Profit and loss account		7,538,003	7,871,985
Total equity		7,078,575	7,031,139

Approved and authorised by the Board on 04 October 2021 and signed on its behalf by:

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S McGeown

Director

The notes on pages 13 to 24 form an integral part of these financial statements.

Agecroft Properties (No. 2) Limited

Statement of Changes in Equity for the Year Ended 31 March 2021

	Note	Called up Share capital £	Cash flow hedge reserve £	Profit and loss account £	Total equity £
At 1 April 2019		1	(1,274,562)	8,133,474	6,858,913
Loss for the financial year		-	-	(56,787)	(56,787)
Other comprehensive income		-	433,715	-	433,715
Total comprehensive income		-	433,715	(56,787)	376,928
Dividends	14	-	-	(204,702)	(204,702)
At 31 March 2020		1	(840,847)	7,871,985	7,031,139

	Note	Called up Share capital £	Cash flow hedge reserve £	Profit and loss account £	Total equity £
At 1 April 2020		1	(840,847)	7,871,985	7,031,139
Loss for the financial year		-	-	(15,240)	(15,240)
Other comprehensive income		-	381,418	-	381,418
Total comprehensive income		-	381,418	(15,240)	366,178
Dividends	14	-	-	(318,742)	(318,742)
At 31 March 2021		1	(459,429)	7,538,003	7,078,575

The notes on pages 13 to 24 form an integral part of these financial statements.

1 General information

The principal activity of the company is the leasing of commercial properties and is likely to remain so for the foreseeable future.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:
Third Floor
Broad Quay House
Prince Street
Bristol
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

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

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The project meets the definition of a Service Concession Arrangement under FRS 102, but the company has elected to take the exemption under FRS 102 paragraph 35.10(i) to continue to apply its previous accounting treatment under UK GAAP, as the project was entered into prior to the date of transition to FRS 102. Accordingly the assets under the PFI contract have continued to be accounted for as finance leases.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

2 Accounting policies (continued)

Finance leases

Assets leased to customers under agreements which transfer substantially all the risks and rewards associated with ownership, other than legal title, are classified as finance leases.

The net investment in finance leases is included in debtors and represents total minimum lease payments less gross earnings allocated to future years and non-refundable rents in advance. Income from finance leases is credited to the profit and loss account, as 'Gross rentals receivable under finance leases' using the actuarial method to give a constant periodic rate of return on the net cash investment.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis. Deferred tax assets are only recognised when it is considered more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

Financial Instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances, are initially recognised at transaction price, 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.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. 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.

2 Accounting policies (continued)

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.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial Instruments (continued)

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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 receipts discounted at a market rate of interest

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

(iv) Derivatives and Hedging arrangements

The company applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings.

2 Accounting policies (continued)

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the income statement

The gain or loss recognised in other comprehensive income is reclassified to the income statement when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

Called up share capital

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

Dividends

Final dividends and other distributions to the company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the company's shareholders. Interim dividends are recognised when paid. These amounts are recognised in the statement of changes in equity.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. Cash balances are held in bank accounts which are subject to controls, exercised by the providers of the company's long term debt facilities, under the terms of its facility agreements.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The exemptions are:

(i) the requirement to prepare a statement of cash flows;

(ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;

(iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned.

3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources.

The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates made are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods. Actual results may subsequently differ from these estimates.

3 Critical accounting judgements and estimation uncertainty (continued)

Certain critical accounting judgements and estimates as applicable, adopted by management, in applying the company's accounting policies are described below:

Judgements

Treatment of derivatives
The directors have adopted a policy of cash flow hedge accounting for derivative financial instruments and have assessed that the company's interest rate swaps meet the criteria for hedge accounting under FRS 102. This allows unrealised gains and losses to be deferred in a cash flow hedge reserve and only recognised through the profit and loss account at the same time as the hedged cash flows.

Estimates

Impairment of debtors
Management makes an estimate of the likely recoverable value of trade and other debtors by considering factors including the current credit rating, the ageing profile and the historical experience of the respective debtor. See notes 8 and 9 for the carrying value of the debtors.

Measurement of derivatives
Derivative financial instruments are recognised at fair value. The measurement of fair value is based on estimates of future market interest and inflation rates and will therefore be subject to change. The company has used a third party expert to assist with valuing such instruments.

4 Operating profit

The company had no employees during the year (2020: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £nil (2020: £nil) to the company in respect of these services.

The audit fee of £8,074 (2020: £7,839) has been paid on the company's behalf by a related company, Imagile Infrastructure Management Limited, for which no recharge has been made (2020: £nil).

5 Interest receivable and similar income

	2021 £	2020 £
Interest income on bank deposits	5,383	27,833

Agecroft Properties (No. 2) Limited

Notes to the Financial Statements for the Year Ended 31 March 2021 (continued)

6 Interest payable and similar charges

	2021 £	2020 £
Interest payable on senior debt	166,568	278,090
Interest rate swap costs	513,732	610,757
Interest payable on subordinated debt	324,872	325,762
Amortisation of debt issue costs	26,834	34,993
	1,032,006	1,249,602

7 Tax on profit

(a) Tax expense included in profit or loss

	2021 £	2020 £
Current taxation		
UK corporation tax	722,162	682,414
Deferred taxation		
Arising from origination and reversal of timing differences	(232,003)	(207,279)
Arising from changes in tax rates and laws	-	158,198
Total deferred taxation	(232,003)	(49,081)
Tax on profit	490,159	633,333

(b) Tax relating to items recognised in other comprehensive income or equity

	2021 £	2020 £
Deferred tax		
Arising from origination and reversal of timing differences	89,468	94,531
Arising from changes in tax rates and laws	-	(30,712)
Total tax expense included in other comprehensive income	89,468	63,819

7 Tax on profit (continued)

(c) Reconciliation of tax charge

The tax on profit for the year is higher than the standard rate of corporation tax in the UK (2020: higher than the standard rate of corporation tax in the UK) of 19% (2020: 19%).

The differences are reconciled below:

	2021 £	2020 £
Profit before taxation	474,919	576,546
Corporation tax at standard rate	90,235	109,544
Expenses not deductible for tax purposes	399,924	365,591
Re-measurement of deferred tax - change in UK tax rate	-	158,198
Total tax charge	490,159	633,333

(d) Tax rate changes

The UK government announced in its 2021 budget on 3 March 2021 that there is a planned increase in the rate of Corporation Tax from 19% to 25% with effect from 1 April 2023. At the balance sheet date, the proposal to increase the rate to 25% had not been substantively enacted, substantive enactment took place on 24 May 2021, therefore , its effects are not included in these financial statements. The Finance Bill received Royal Assent on 10 June 2021 becoming Finance Act 2021. The planned increase has not had an impact on Agecroft Properties (No. 2) Limited for the year ended 31 March 2021. The directors note that this increase in the Corporation Tax rate will have an estimated impact of £158,000 increase on the deferred tax liability from 1 April 2023.

8 Debtors: Amounts falling due after more than one year

	2021 £	2020 £
Gross finance lease receivable	19,324,682	24,408,686
Less: future earnings	(3,133,070)	(4,798,988)
Net investment in finance lease	16,191,612	19,609,698
Less: amounts falling due within one year	(3,739,090)	(3,418,086)
	12,452,522	16,191,612

8 Debtors: Amounts falling due after more than one year (continued)

The gross finance lease is receivable as follows:

	2021 £	2020 £
Within one year	5,084,004	5,084,004
Within two to five years	14,240,678	19,324,682
	19,324,682	24,408,686

There is no residual value accruing to the benefit of the lessor.

9 Debtors: Amounts falling due within one year

	2021 £	2020 £
Prepayments and accrued income	16,042	19,663
Finance lease receivables	3,739,090	3,418,086
	3,755,132	3,437,749

10 Creditors

	Note	2021 £	2020 £
Amounts falling due within one year			
Senior debt	11	3,009,078	2,819,768
Amounts owed to group undertakings		84,912	80,995
Other creditors including taxation and social security		84,734	84,733
Accruals and deferred income		143,367	197,841
Group relief		641	65,145
		3,322,732	3,248,482
Amounts falling due after more than one year			
Senior debt	11	4,761,423	7,770,501
Subordinated debt	11	2,320,512	2,320,512
Derivative financial instruments	16	567,197	1,038,083
		7,649,132	11,129,096

11 Loans and borrowings

	2021 £	2020 £
Loans and borrowings falling due within one year		
Senior debt	3,009,078	2,819,768

	2021 £	2020 £
Loans and borrowings falling due between one and five years		
Senior debt	4,761,423	7,770,501
Subordinated debt	2,320,512	2,320,512
	7,081,935	10,091,013

The senior debt, due to another group company, is repayable in semi-annual instalments with a final payment date of 30 June 2023. Interest is calculated semi-annually in arrears. Interest on the debt is fixed at a rate of 7.373%, through the use of an interest swap.

The loan is secured under a debenture deed. Under the terms of the debenture, the finance provider has security by way of a first legal mortgage over all estates or interests in any freehold or leasehold properties held by the company and buildings and fixtures on those properties. The finance provider also has security over all other assets of the company by way of fixed and floating charges.

The subordinated debt, which is due to the immediate parent undertaking, is repayable in semi-annual instalments, whenever the company has sufficient funds to do so, with the final repayment date being 30 June 2023. Interest on the debt is fixed at a rate of 14% per annum.

12 Provisions for liabilities

	Deferred tax £
At 1 April 2020	1,098,366
Credit dealt with in profit or loss	(232,003)
Additions dealt with in other comprehensive income	89,468
At 31 March 2021	955,831

The provision for deferred tax consists of the following deferred tax liabilities/(assets):

	2021 £	2020 £
Accelerated capital allowances	1,063,599	1,295,601
Fair value of financial instruments	(107,768)	(197,235)
	955,831	1,098,366

The net deferred tax liability expected to reverse in the next 12 months is £258,171. This relates to the reversal of timing differences on capital allowances.

13 Called up share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
Ordinary shares of £1 each	1	1	1	1

14 Dividends

	2021 £	2020 £
Final dividend of £318,742.00 (2020 - £204,702.00) per ordinary share	318,742	204,702

15 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

16 Financial instruments

Fair value of derivatives used for hedging in the Balance Sheet

	Note	2021 £	2020 £
Creditors: Amounts falling due after more than one year - Fair value of swaps	10	(567,197)	(1,038,083)
Net Fair value of swaps in the Balance Sheet		(567,197)	(1,038,083)

Movement in Fair value of derivatives used for hedging

	2021 £	2020 £
Recognised through Other Comprehensive Income	470,886	497,534
	470,886	497,534

The company has adopted the phase one amendments to FRS 102 that provide certain reliefs in connection with interest rate benchmark reform. Below are details of the significant interest rate benchmarks to which the entity's hedging relationships are exposed. The company is monitoring the FRC's phase two amendments issued in December 2020 which will apply to the accounts for the year ending 31 March 2022 in respect of interest rate benchmark reform.

16 Financial instruments (continued)

The company has entered into an interest rate swap to receive interest at LIBOR and pay interest at a fixed rate of 7.373%, including a margin of 1.4%. The swap is based on a principal amount equal to the senior loan, and matures in 2023 on the same date as the Senior loan.

Cash flows on both the loan and the interest rate swap are paid six-monthly. During the year ended 31 March 2021, a hedging loss of £42,846 (2020: £113,223 loss) was recognised in other comprehensive income for changes in the fair value of the interest rate swap and £513,732 (2020: £610,757) was reclassified from the hedge reserve to profit and loss.

The interest rate swaps are measured at fair value which is determined using valuation techniques that utilise observable inputs. The key inputs used in valuing the derivatives are forward interest rates.

17 Parent and ultimate parent undertaking

The company's immediate parent is API Holdco Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited. These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.