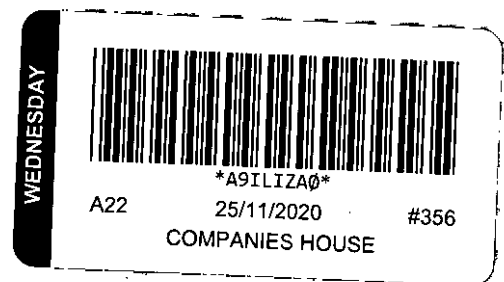


Registration number: 06684025

Connect Plus (M25) Holdings Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 March 2020



Connect Plus (M25) Holdings Limited

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Connect Plus (M25) Holdings Limited

Strategic Report for the Year Ended 31 March 2020

The Directors present their strategic report for the year ended 31 March 2020.

Strategic Review

The Company is an investment holding company whose sole business is the holding of investments in its wholly owned subsidiaries, Connect Plus (M25) Limited and Connect Plus (M25) Issuer plc (the "Group"). The principal activity of the Group is the operation of a 30 year Private Finance Initiative ("PFI") contract to develop and maintain the M25 motorway.

On 20 May 2009 Connect Plus (M25) Limited entered into a PFI contract with Highways England to upgrade and maintain the M25 motorway for 30 years (the "Concession Agreement"). The construction of the initial upgrade was completed in July 2012. On 21 December 2012 the Highways Agency commissioned a further 45km of road widening on the M25 under the existing agreement and construction was completed in March 2015.

Review of the Business

The results of the Group for the year are set out on page 9. The profit for the year after taxation was £25,382k (2019: loss of £31,931k). The net liabilities position as at 31 March 2020 was £209,358k (2019: £242,788k).

The profit has significantly increased this year compared to the prior year. This is mainly due to the one-off interest expense cost of £68,506k incurred in 2019 in relation to refinancing the Group. The decrease in net liabilities in the year ended 31 March 2020 is attributable to a gain in relation to RPI rate swaps.

The Directors expect the Group to continue its operations for the foreseeable future.

Key Performance Indicators

The Group has set specific business objectives, which are monitored using a number of Key Performance Indicators ("KPI's"). The relevant KPI's for this report are detailed below.

	2020 £ 000	2019 £ 000
Profit after tax	25,382	(31,931)
Net liabilities	<u>(209,358)</u>	<u>(242,788)</u>

The net liability position arises as a result of the requirement under FRS 102 to recognise the current market valuation of RPI swaps; this does not affect operational performance. The Directors consider that the KPIs are in line with expectations.

Principal Risks and Uncertainties

The Group recognises that effective risk management is fundamental to achieving its business objectives in order to meet its commitments in fulfilling the PFI contract and in delivering a safe and efficient service. Risk management contributes to the success of the business by identifying opportunities and anticipating risks in order to improve business performance and fulfil our contractual obligations.

Contractual relationships

The Company's subsidiary, Connect Plus (M25) Ltd operates within a contractual relationship with its primary Client. Impairment of this relationship could have an impact upon Connect Plus (M25) Ltd and therefore the Group and lead to a breach of contract. Consequently, to manage this risk, Connect Plus (M25) Ltd has regular meetings with Highways England, including discussions on performance, project processes, future plans and Client requirements. In accordance with the Concession Agreement, the Connect Plus (M25) Ltd is responsible for upgrading and maintaining services in relation to the road, which, if not provided, could have a detrimental impact upon the Connect Plus (M25) Ltd and therefore the Group.

Connect Plus (M25) Holdings Limited

Strategic Report for the Year Ended 31 March 2020 (continued)

Credit & cash flow risks

The relevant financial risks to the Group are credit and cash flow risks, which arise from its Client. The credit and cash flow risks are not considered significant as the Client is a quasi governmental organisation.

Liquidity risk

The Group's liquidity risk is principally managed through financing the Group by means of long-term borrowings, with an amortisation profile that matches the expected availability of funds from the Group's operating activities. In addition, the Group maintains reserve bank accounts to provide short-term liquidity against future debt service and other expenditure requirements.

Brexit

The Directors have considered the potential consequences to the Group of the United Kingdom leaving the European Union and, as at the date of signing this report, do not anticipate that this will have a significant impact on the Group. This is primarily because the Group's contractual agreements, including those which cover its financing, are unlikely to be affected.

COVID-19

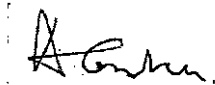
The Directors have considered the potential impacts on the Group of the COVID-19 emergency and, as at the date of signing the report, do not anticipate that this will have a significant impact on the Group's ability to continue as a going concern.

In making this assessment the Directors have considered the Government Guidance, as issued on 2 April 2020: "Supporting vital service provision in PFI/PF2 (and related) contracts during the COVID-19 emergency" and particularly the likely impact that this will have on the Group as an operator of an availability-based PFI project.

The Directors expect that Highways England will adhere to the guidance as issued, and therefore the unitary charge payments will be maintained, and the cash flows of the Group are unlikely to be affected. Additionally, the Directors have considered the contingency plans that the Group's supply chain has in place and considers that, in conjunction with the government guidance and taking account of reasonably possible counterparty performance, this will enable services to be maintained.

Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

Approved by the Board on 16 October 2020 and signed on its behalf by:



A J Campbell
Company secretary and director

Registered office Connect Plus House
St Albans Road
South Mimms
Hertfordshire
EN6 3NP

Connect Plus (M25) Holdings Limited

Directors' Report for the Year Ended 31 March 2020

The Directors have pleasure in presenting their Annual Report together with the Consolidated Financial Statements and auditor's report for the year ended 31 March 2020.

The following information has been disclosed in the Strategic Report.

- Principal risks and uncertainties
- Indication of likely future developments in the business
- Key performance indicators

Going Concern

The Directors, as elaborated further in the Strategic Report, do not expect any significant change to the Group's activities to occur in the following financial year.

The Group operates a long term operations and maintenance contract for the M25 motorway. The Group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Group has adequate resources to continue in operational existence for the foreseeable future. The net liability position arises as a result of the requirement under FRS 102 to recognise the current market valuation of and RPI swaps. The Group is meeting the key operational requirements of the PFI contract and the Highways England requirements and also operating within the required parameters of lenders.

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Share capital

The issued share capital at 31 March 2020 was £100 (2019: £100).

Results and Dividends

The audited financial statements for the year ended 31 March 2020 are set out on pages 9 to 30. The profit for the year after taxation was £25,382k (2019: loss of £31,931k). The Directors paid a dividend in respect of the year ended 31 March 2020 of £34,970k (2019: £37,285k).

Directors of the Group

The Directors who held office during the year were as follows:

S Athanassiou

A Benhatta

P M Bentley

A J Campbell - Company secretary and director

A M Dean

J S Gordon

J E Guyett

R D Knight

B P Millsom

P A Skerman

B R Walker

S D Worthy

Connect Plus (M25) Holdings Limited

Directors' Report for the Year Ended 31 March 2020 (continued)

Disclosure of Information to the Auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all steps that they ought to have taken to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board on 16 October 2020 and signed on its behalf by:



A J Campbell
Company secretary and director

Connect Plus (M25) Holdings Limited

Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

The Directors are responsible for preparing the Strategic Report, the Directors' 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 they have elected to prepare the Group and Parent Company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group and Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and Parent Company and to prevent and detect fraud and other irregularities.

Connect Plus (M25) Holdings Limited

Independent Auditor's Report to the Members of Connect Plus (M25) Holdings Limited

Opinion

We have audited the financial statements of Connect Plus (M25) Holdings Limited (the 'Company') for the year ended 31 March 2020, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and the Parent Company's affairs as at 31 March 2020 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going Concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Group's business model and analysed how those risks might affect the Group and Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Group or the Company will continue in operation.

Connect Plus (M25) Holdings Limited

Independent Auditor's Report to the Members of Connect Plus (M25) Holdings Limited (continued)

Strategic Report and Directors' Report

The Directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Group and Parent 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 they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

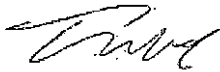
A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Connect Plus (M25) Holdings Limited

Independent Auditor's Report to the Members of Connect Plus (M25) Holdings Limited (continued)

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



.....
Tom Eve (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
United Kingdom
E14 5GL

Date: 19 October 2020.....

Connect Plus (M25) Holdings Limited

Consolidated Profit and Loss Account for the Year Ended 31 March 2020

	Note	2020 £ 000	2019 £ 000
Turnover	6	163,202	171,210
Cost of sales		<u>(131,941)</u>	<u>(142,222)</u>
Gross profit		31,261	28,988
Administrative expenses		<u>(15,361)</u>	<u>(14,062)</u>
Operating profit		15,900	14,926
Interest receivable and similar income	7	117,790	119,299
Interest payable and similar expenses	8	<u>(103,641)</u>	<u>(172,402)</u>
Profit/(loss) before tax		30,049	(38,177)
Taxation	9	<u>(4,667)</u>	<u>6,246</u>
Profit/(loss) for the financial year		<u><u>25,382</u></u>	<u><u>(31,931)</u></u>

All activities are from continuing operations in the United Kingdom.

The notes on pages 16 to 30 form an integral part of these financial statements.

Connect Plus (M25) Holdings Limited

Consolidated Statement of Comprehensive Income for the Year Ended 31 March 2020

	2020	2019
	£ 000	£ 000
Profit/(loss) for the year	<u>25,382</u>	<u>(31,931)</u>
Unrealised gain/(loss) on cash flow hedges before tax	46,648	(11,462)
Income tax effect	(3,630)	1,091
Amortisation of cash flow hedge balances held in reserves	<u>-</u>	<u>12,389</u>
	<u>43,018</u>	<u>2,018</u>
Total comprehensive income for the year	<u><u>68,400</u></u>	<u><u>(29,913)</u></u>

The notes on pages 16 to 30 form an integral part of these financial statements.

Connect Plus (M25) Holdings Limited

(Registration number: 06684025)

Consolidated Balance Sheet as at 31 March 2020

	Note	2020 £ 000	2019 £ 000
Non current assets			
Deferred tax	10	61,105	63,672
Current assets			
Debtors: amounts falling due within one year	12	91,100	96,667
Debtors: amounts falling due after one year	12	1,108,274	1,120,215
Investments		43,247	42,961
Cash at bank and in hand		136,684	109,590
		<u>1,379,305</u>	<u>1,369,433</u>
Creditors: Amounts falling due within one year	13	<u>(116,576)</u>	<u>(86,196)</u>
Net current assets (including £1,108,274k (2019: £1,120,215k) due after one year)		<u>1,262,729</u>	<u>1,283,237</u>
Total assets less current liabilities		1,323,834	1,346,909
Creditors: Amounts falling due after more than one year	13	<u>(1,533,192)</u>	<u>(1,589,697)</u>
Net liabilities		<u>(209,358)</u>	<u>(242,788)</u>
Capital and reserves			
Called up share capital	16	-	-
Cash flow hedge reserve		(218,425)	(261,443)
Profit and loss account		<u>9,067</u>	<u>18,655</u>
Total equity		<u>(209,358)</u>	<u>(242,788)</u>

Approved and authorised by the Board on 16 October 2020 and signed on its behalf by:



.....
A J Campbell
Company secretary and director

The notes on pages 16 to 30 form an integral part of these financial statements.

Connect Plus (M25) Holdings Limited

(Registration number: 06684025)
Balance Sheet as at 31 March 2020

	Note	2020 £ 000	2019 £ 000
Fixed assets			
Investments	11	50	50
Creditors: Amounts falling due within one year	13	<u>(50)</u>	<u>(50)</u>
Net assets/(liabilities)		<u>-</u>	<u>-</u>
Capital and reserves			
Called up share capital	16	-	-
Profit and loss account		<u>-</u>	<u>-</u>
Total equity		<u>-</u>	<u>-</u>

These financial statements consolidate the accounts of Connect Plus (M25) Holdings Limited and all of its subsidiary undertakings. Intra-group sales and profits are eliminated fully on consolidation. No individual profit and loss account is prepared for Connect Plus (M25) Holdings Limited, as provided for by s.408 of the Companies Act 2006.

The Company made a profit after tax for the financial year of £34,970k (2019: £37,285k). The Company has made no recognised gain or loss during either of the last two financial years.

Approved and authorised by the Board on 16 October 2020 and signed on its behalf by:



A J Campbell
Company secretary and director

Connect Plus (M25) Holdings Limited

Consolidated Statement of Changes in Equity for the Year Ended 31 March 2020 **Equity attributable to the Parent Company**

	Share capital £ 000	Cash flow hedge £ 000	Profit and loss account £ 000	Total £ 000
At 1 April 2018	-	(263,461)	87,871	(175,590)
Loss for the year	-	-	(31,931)	(31,931)
Other comprehensive income	-	2,018	-	2,018
Dividends	-	-	(37,285)	(37,285)
At 31 March 2019	-	(261,443)	18,655	(242,788)
	Share capital £ 000	Cash flow hedge £ 000	Profit and loss account £ 000	Total £ 000
At 1 April 2019	-	(261,443)	18,655	(242,788)
Profit for the year	-	-	25,382	25,382
Other comprehensive income	-	43,018	-	43,018
Dividends	-	-	(34,970)	(34,970)
At 31 March 2020	-	(218,425)	9,067	(209,358)

The notes on pages 16 to 30 form an integral part of these financial statements.

Connect Plus (M25) Holdings Limited

Statement of Changes in Equity for the Year Ended 31 March 2020

	Share capital	Profit and loss	Total
	£ 000	account *	£ 000
At 1 April 2018	-	-	-
Profit for the year	-	37,285	37,285
Dividends	-	(37,285)	(37,285)
At 31 March 2019	-	-	-
	Share capital	Profit and loss	Total
	£ 000	account	£ 000
At 1 April 2019	-	-	-
Profit for the year	-	34,970	34,970
Dividends	-	(34,970)	(34,970)
At 31 March 2020	-	-	-

** The prior year amounts have been restated to show the dividend flow through the Parent Company.*

Connect Plus (M25) Holdings Limited

Consolidated Statement of Cash Flows for the Year Ended 31 March 2020

	2020 £ 000	2019 £ 000
Cash flows from operating activities		
Profit/(loss) for the year	25,382	(31,931)
Adjustments to cash flows from non-cash items		
Finance income	(117,790)	(119,299)
Finance costs	103,641	172,402
Corporate tax expense	4,667	(6,246)
	<u>15,900</u>	<u>14,926</u>
Working capital adjustments		
Decrease in debtors	136,747	102,469
Increase in creditors	8,374	259
	<u>161,021</u>	<u>117,654</u>
Cash generated from operations	161,021	117,654
Corporate taxes paid	(6,522)	(2,926)
Net cash flow from operating activities	<u>154,499</u>	<u>114,728</u>
Cash flows from investing activities		
Interest received	1,119	1,208
Decrease in investments	(286)	21,146
Net cash flows from investing activities	<u>833</u>	<u>22,354</u>
Cash flows from financing activities		
Interest paid	(67,536)	(106,154)
Repayment of secured senior loans	(25,732)	(668,290)
Termination of interest hedges	-	(246,643)
Net proceeds of bond issue	-	890,344
Dividends paid	(34,970)	(37,285)
Net cash flows from financing activities	<u>(128,238)</u>	<u>(168,028)</u>
Net increase/(decrease) in cash and cash equivalents	27,094	(30,946)
Cash and cash equivalents at 1 April	<u>109,590</u>	<u>140,536</u>
Cash and cash equivalents at 31 March	<u><u>136,684</u></u>	<u><u>109,590</u></u>

The notes on pages 16 to 30 form an integral part of these financial statements.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020

1 Accounting policies

Connect Plus (M25) Holdings Limited (the 'Company') is a private company incorporated, domiciled and registered in England in the UK. The registered number is 06684025 and the registered address is, St Albans Road, South Mimms, Hertfordshire, EN6 3NP.

A summary of the principal accounting policies of the Company and Group, all of which have been applied consistently throughout the current and preceding year, is set out below:

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and the Companies Act 2016. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000, unless otherwise stated.

The financial statements are prepared on the historical cost basis except that financial instruments classified as fair value through the profit or loss are stated at their fair value.

The judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year covered in note 2.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 March 2020. All inter-company balances, transactions and profits are eliminated on consolidation. As permitted by Section 408 of the Companies Act 2006, the Company has not presented its own profit and loss account.

Going concern

The Group and the Company's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report and Directors' Report.

After making enquiries, the Directors have a reasonable expectation that the Group and the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

1 Accounting policies (continued)

COVID-19

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts covering a period of more than 12 months from the date of approval of these financial statements which indicate that, taking account of severe but plausible downsides, the Group will have sufficient funds to meet its liabilities as they fall due for that period. Those forecasts are dependent on the underlying customer continuing to meet its obligations under the Project Agreement which are underwritten by the Secretary of State for Transport.

In making this assessment the Directors have considered the potential impact of the emergence and spread of COVID-19.

The Group's operating cash inflows are largely dependent on unitary charge receipts receivable from Highways England and the Directors expect these amounts to be received even in severe but plausible possible downside scenarios.

The contract is an availability-based PFI project. The Group continues to provide the asset in accordance with the contract and is available to be used. As a result, the Group does not believe there is any likelihood of a material impact to the unitary payment.

The Directors have assessed the viability of its main sub-contractors and reviewed the contingency plans of the sub-contractors and are satisfied in their ability to provide the services in line with the contract without significant additional costs to the Group, even in downside scenarios, due to the underlying contractual terms. To date, there has been no adverse impact on the services provided by the Group or its sub-contractors arising from COVID-19. However, in the unlikely event of a subcontractor failure, the Group has its own business continuity plans to ensure that service provision will continue.

The Directors believe the Group has sufficient funding in place and expects the Group to be in compliance with its debt covenants even in severe but plausible downside scenarios.

Consequently, the Directors are confident that the Group and the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Turnover

Revenue is recognised as turnover as it is earned and represents amounts due, exclusive of value added tax, in respect of services provided to Highways England.

Investments

Investments in the subsidiary undertakings are stated at cost less impairment. The carrying value of investments is reviewed annually by the Directors to determine whether there has been any impairment.

Finance income and costs

Interest income and interest payable are recognised in the profit and loss account as they accrue, using the effective interest method.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

1 Accounting policies (continued)

Tax

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

Service concession agreement

The Group is an operator of a PFI contract. The underlying asset is not deemed to be an asset of the Group under FRS102 section 34.1C, because the risks and rewards of ownership as set out in that Standard are deemed to lie principally with the Client.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase income is allocated between interest receivable and the finance debtor using a project specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS102 section 23. The Group recognises income in respect of the services provided as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

Major maintenance costs are recognised on a contractual basis and the revenue in respect of these services is recognised when these services are performed.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

1 Accounting policies (continued)

Derivative financial instruments

Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in Other Comprehensive Income and any ineffective portion is recognised immediately in the Profit and Loss account. Amounts deferred in Other Comprehensive Income in respect of cash flow hedges are subsequently recognised in the Profit and Loss account in the same period in which the hedged item affects net profit or loss.

The Group applies the provisions of IFRS 9 to measure and recognise financial instruments. Financial Instruments are recognised in the Group's Balance Sheet when the Group becomes party to the contractual provisions of the instrument.

Classification of financial instruments issued by the Group

In accordance with FRS 102.22, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (i) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and
- (ii) where the instrument will or may be settled in the Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Group's own equity instruments or is a derivative that will be settled by the Group's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Group's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Other financial liabilities

Other financial liabilities, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

1 Accounting policies (continued)

Financial instruments

Classification

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, reduced by allowances for estimated irrecoverable amounts and expected credit losses in the case of trade debtors.

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Term loans are initially stated at the amount of the net proceeds after deduction of related issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in the period.

Investments realisable within one year held by the Group represent amounts held on deposit with a financial institution which are not available for withdrawal without penalty in under 24 hours. Investments realisable within one year are stated at amortised cost with the interest receivable being recognised at a constant rate over the life of the investment.

Cash and cash equivalents comprise cash balances and call deposits. The Group has secured loans which place restrictions on distribution of cash to shareholders and require the Group to hold various minimum cash balances at all times. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Impairment

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Group would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

2 Critical accounting judgements and key sources of estimation uncertainty

Judgements

In the application of the Group'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.

Hedging

The Directors consider the Group to have met the criteria for hedge accounting and the Group has therefore recognised fair value movements on derivatives in effective hedging relationships through other comprehensive income as well as the deferred tax thereon.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Service concession arrangement

The Group accounts for the project as a service concession arrangement. The Directors use their judgement in selecting the appropriate financial asset rate to be applied in order to allocate the income received between revenue, and capital repayment of and interest income on the financial asset; and also the service margin that is used to recognise service revenue. The Directors have also used their judgement in assessing the appropriateness of the future maintenance costs that are included in the Group's forecasts. The Directors will continue to monitor the condition of the assets and undertake a regular review of maintenance spend.

Investments

Investments in the subsidiary undertakings are stated at cost less impairment. The carrying value of investments is reviewed annually by the Directors to determine whether there has been any impairment.

Valuation of derivative financial instruments

The Directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the Group uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

2 Critical accounting judgements and key sources of estimation uncertainty (continued)

Cash flow hedge reserve amortisation upon termination

As part of the refinancing transaction in 2019, the Group repaid the existing commercial loan and issued fixed rate bonds. The Group terminated the existing interest rate swaps upon issuance of fixed rate debt. This is because the interest cash flows will be fixed from this point. The Directors have made a significant judgement that the interest payments on the bonds can be regarded as representing the forecast transactions for which the interest rate swap instruments were in a hedge relationship. Accordingly, the amounts in Hedging Reserve in respect of this is amortised to the Other Comprehensive Income as interest payable and similar expenses in future periods as the interest expense on the fixed loan is recorded in the Other Comprehensive Income.

Gain share

Under the concession agreement with Highways England ("HE"), the grantor, HE, is entitled to a share of the benefits that are generated upon an advantageous refinancing transaction in 2019 - the "HE gain share". The Group applies FRS102 with the accounting policy choice of applying IFRS 9. The payment of the gain share will be via a reduction in the Unitary charge. Under IFRS 9, transaction costs are included in the initial measurement of financial assets and financial liabilities, except for those measured at fair value through profit and loss. The Directors regard the gain share as a financing cost of the issuance of the new debt and modification of the European Investment Bank ("EIB") loan, and have apportioned the costs into the effective interest rate calculation of the amended EIB loan and the bond. The Directors consider that these incremental costs are those that would not have been incurred if the instrument had not been acquired, originated or issued.

Modification of EIB loan terms

The EIB loan has been modified as an integral part of the re-financing transaction in 2019. The Directors have considered both the qualitative and quantitative aspects of the changes to determine whether the modification is substantial or non-substantial. From the quantitative perspective, the Directors have performed the 10-percent test, assessing whether the net present value of the cash flows under the new terms, including any fees paid and discounted at the original effective interest rate differs by at least 10 percent from the net present value of the remaining cash flows under the original terms. The 10-percent test was not exceeded, based on which it was concluded that the modification is a non-substantial change and accordingly, the carrying amount of the liability is adjusted by discounting the modified future cash flows by the original effective interest rate and recognising any gain or loss immediately. In addition, the carrying amount of the liability is adjusted for fees and transaction costs incurred which are amortised over the remaining life of the modified liability. For the purpose of qualitative assessment, the Directors believe there are no changes to indicate a different conclusion.

3 Auditors' remuneration

The audit fee for the Group was £40k (2019: £87k). The fees were borne by Connect Plus (M25) Limited.

The audit fee for the Company was £2k (2019: £1k). The fees were borne by Connect Plus (M25) Limited.

Amounts payable to KPMG LLP by the Group in respect of non-audit services were £Nil (2019: £42k).

4 Directors' remuneration

The Directors received no material salary, fees, or other benefits in the performance of their duties in respect of the Group and Parent Company in the current year or the prior year.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

5 Staff costs

All staff costs are borne by the shareholders of the Group which second their employees to the Group and charge related service costs. The Group had no employees during the current year or the prior year.

6 Analysis of turnover

The analysis of the Group's turnover for the year by market is as follows:

	2020 £ 000	Group 2019 £ 000
UK	<u>163,202</u>	<u>171,210</u>

7 Interest receivable and similar income

	2020 £ 000	Group 2019 £ 000
Interest income on bank deposits	1,118	1,208
Interest income imputed on contract debtor	<u>116,672</u>	<u>118,091</u>
	<u>117,790</u>	<u>119,299</u>

8 Interest payable and similar charges

	2020 £ 000	Group 2019 £ 000
Bank and bond interest payable	80,675	79,937
Costs arising from refinancing	-	68,506
Interest payable to associated undertakings	<u>22,966</u>	<u>23,959</u>
	<u>103,641</u>	<u>172,402</u>

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

9 Taxation

Tax charged/(credited) in the income statement

	2020 £ 000	Group 2019 £ 000
Current taxation		
UK corporation tax	5,697	1,420
UK corporation tax adjustment to prior periods	<u>33</u>	<u>-</u>
	5,730	1,420
Deferred taxation		
Arising from origination and reversal of timing differences	<u>(1,063)</u>	<u>(7,666)</u>
Tax expense/(receipt) in the income statement	<u><u>4,667</u></u>	<u><u>(6,246)</u></u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2019 - higher than the standard rate of corporation tax in the UK) of 19% (2019 - 19%).

The differences are reconciled below:

	2020 £ 000	Group 2019 £ 000
Profit/(loss) before tax	<u>30,049</u>	<u>(38,177)</u>
Corporation tax at standard rate	5,709	(7,254)
Effect of expense not deductible in determining taxable profit (tax loss)	3	(30)
UK deferred tax (credit)/expense relating to changes in tax rates or laws	(1,078)	1,038
Increase current tax from adjustment for prior periods	<u>33</u>	<u>-</u>
Total tax charge/(credit)	<u><u>4,667</u></u>	<u><u>(6,246)</u></u>

The Group earns its results primarily in the UK, therefore the tax rate used for tax on profit on ordinary activities is the current UK corporation tax rate of 19% (2019: 19%).

For the year end 31 March 2020, a corporation tax rate of 19% has been applied in line with rates enacted by the Finance Act 2016. The Finance Act 2016, which was substantively enacted on 6 September 2016, provided for a reduction in the main rate of UK corporation tax to 19% effective from 1 April 2016 and a further reduction to 17% from 1 April 2020. However, the Finance Bill 2020 substantively enacted on 17 March 2020 supersedes this, and states, that the UK corporation tax rate will remain at 19% for the financial years ended 2020 and 2021.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

9 Taxation (continued)

Tax relating to items recognised in other comprehensive income or equity - group

	2020 £ 000	Group 2019 £ 000
Deferred tax related to items recognised as items of other comprehensive income	<u>(3,630)</u>	<u>1,091</u>

10 Deferred tax and other provisions

	2020 £ 000	Group 2019 £ 000
At 1 April	63,672	54,915
Profit and loss movement	1,063	7,666
Other comprehensive income movement	<u>(3,630)</u>	<u>1,091</u>
At 31 March	<u>61,105</u>	<u>63,672</u>

	Fair value movement on financial instruments £ 000	Group FRS102 transitional adjustment £ 000
At 1 April 2020	62,990	682
Movement in the year	<u>(2,520)</u>	<u>(47)</u>
At 31 March 2020	<u>60,470</u>	<u>635</u>

A deferred tax asset has been recognised and is considered recoverable as sufficient taxable profits are expected to arise in the foreseeable future.

The deferred tax balances in the financial statements were measured at the future rate of 17% in the prior period, in line with the Finance Act 2016 which was substantively enacted on 6 September 2016. The Finance Bill 2020 which was substantively enacted on 17 March 2020 stated that the UK corporation tax rate will remain at 19% for the financial years ended 2020 and 2021. The prior year closing deferred tax balances were recognised at 17%. The deferred tax balances recognised in the accounts for the year ended 31 March 2020, have been recalculated and recognised at 19%. The impact of recalculating the deferred tax balances at 19% as at 31 March 2020, gives rise to a credit to the SOCIE of £7,491k.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

11 Investments

	2020	Company 2019
	£ 000	£ 000
Investments in subsidiaries	<u>50</u>	<u>50</u>

Details of undertakings

The Parent Company has investments in the following subsidiary undertakings incorporated in the UK:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2020	2019
Connect Plus (M25) Limited	Connect Plus House, St Albans Road Potters Bar Hertfordshire EN6 3NP United Kingdom	Ordinary	100%	100%
Connect Plus (M25) Issuer plc	Connect Plus House, St Albans Road Potters Bar Hertfordshire EN6 3NP United Kingdom	Ordinary	100%	100%

The principal activity of Connect Plus (M25) Limited is PFI Company.

The principal activity of Connect Plus (M25) Issuer plc is Financing Company.

12 Debtors

	2020	Group 2019
	£ 000	£ 000
Due within one year		
Trade debtors	4	23,982
Amounts due from associate undertakings	16	13
Prepayments and other debtors	68,605	54,973
Contract debtor receivable	19,746	17,539
Corporation tax recoverable	2,729	160
	<u>91,100</u>	<u>96,667</u>
Due after one year		
Contract debtor receivable	<u>1,108,274</u>	<u>1,120,215</u>

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

13 Creditors

		2020	Group 2019	2020	Company 2019
	Note	£ 000	£ 000	£ 000	£ 000
Due within one year					
Secured bank loans	14	6,400	2,928	-	-
Bonds issued	14	11,822	5,189	-	-
Loans from associated undertaking	14	3,036	2,475	-	-
Trade creditors		15,700	8,473	-	-
VAT payable		4,741	2,996	-	-
Accruals and other creditors		52,241	43,761	-	-
Amounts due to associated undertakings		22,636	20,374	50	50
		<u>116,576</u>	<u>86,196</u>	<u>50</u>	<u>50</u>
Due after one year					
Secured bank loans	14	383,040	390,274	-	-
Bonds issued	14	846,931	865,635	-	-
Loans from associated undertaking	14	192,869	195,905	-	-
RPI swap liability	15	110,352	137,883	-	-
		<u>1,533,192</u>	<u>1,589,697</u>	<u>-</u>	<u>-</u>

14 Loans and borrowings

	2020	Group 2019
	£ 000	£ 000
Secured bank loans	389,440	393,202
Bonds issued	858,753	870,824
Loans from associated undertaking	195,905	198,380
	<u>1,444,098</u>	<u>1,462,406</u>

The bank loans represent amounts borrowed under facility agreements with EIB. In July 2018, the Group issued £892,575k of 2.607% Fixed Rate Senior Secured Bonds due 31 March 2039. The proceeds were used to repay the commercial bank syndicate facility and its associated interest swap contracts (see note 15). These both bear interest at fixed rates and are repayable in instalments up to 2039.

The loans from associated undertakings bear interest at 12% and is payable to the shareholders in semi-annual instalments up to 2039.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

14 Loans and borrowings (continued)

Loan Guarantees

The secured bank loans are secured over the rights, title and interest in certain assets and/or revenues of Connect Plus (M25) Limited, and over the Company's shares in Connect Plus (M25) Limited and have certain covenants attached.

Analysis of maturity of debt:

	2020 £ 000	Group 2019 £ 000
Within one year on demand	35,608	25,729
Between one and two years	36,734	35,608
Between two and five years	132,642	117,981
After five years	1,217,995	1,269,393
Unamortised issue costs	21,119	13,694
	<u>1,444,098</u>	<u>1,462,405</u>

15 Financial liabilities and instruments

Financial liabilities

	2020 £ 000	Group Non-current 2019 £ 000
RPI swaps	<u>110,352</u>	<u>137,883</u>

The RPI swaps settle on a six-monthly basis and they are now hedged at an RPI rate of 2.410%.

Financial instruments

The carrying value of financial assets:

	2020 £ 000	Group 2019 £ 000
Held at amortised cost	<u>1,128,020</u>	<u>1,161,749</u>

The carrying value of financial liabilities:

	2020 £ 000	Group 2019 £ 000
Held at fair value	110,352	137,883
Held at amortised cost	<u>1,539,416</u>	<u>1,538,009</u>
	<u>1,649,768</u>	<u>1,675,892</u>

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

15 Financial liabilities and instruments (continued)

Hedge accounting

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

	2020 Carrying amount £ 000	Group 2019 Carrying amount £ 000
Liabilities	110,352	137,883
	2020 Expected cash flows £ 000	Group 2019 Expected cash flows £ 000
Less than 1 year	1,694	1,636
1 to 2 years	2,054	2,139
2 to 5 years	8,515	9,726
More than 5 years	105,091	154,718
At 31 March	117,354	168,219

16 Share capital

Allotted, called up and fully paid shares

	No.	2020 £	No.	2019 £
Ordinary shares of £1 each	100	100	100	100

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

The Company's other reserves are as follows:

- The profit and loss reserve represents cumulative profits or losses, net of dividends paid.
- The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

Connect Plus (M25) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2020 (continued)

17 Related party transactions

All related parties are subsidiaries of the controlling parties in Note 18.

The Group purchased road maintenance services totalling £100.4m (2019: £86.5m) from an unincorporated joint venture comprising Balfour Beatty Civil Engineering Limited, Atkins Limited and Egis Road Operations UK Limited. The outstanding balance as at 31 March 2020 was £8.3m (2019: £8.3m)

The Group purchased project management services of £1.6m (2019: £1.7m) from Balfour Beatty Investments Limited and £0.5m (2019: £0.3m) from Transroute UK Limited. The balances outstanding as at 31 March 2020 were £Nil (2019: £Nil) with Balfour Beatty Investments Limited.

The Group incurred interest on loans of £23.0m (2019: £24.0m) to Connect Plus (M25) Intermediate Limited, a company owned by the Group's controlling parties, and as at 31 March 2020 owed Connect Plus (M25) Intermediate Limited £195.9m (2019: £198.4m) plus accrued interest of £11.6m (2019: £11.7m).

18 Parent and ultimate parent undertaking

The ultimate controlling parties are Equitix Ltd, Dalmore Capital Ltd, Grosvenor Capital Management LP, Balfour Beatty plc and Egis Projects SA, with interests in the ratio 37.5:20:17.5:15:10, respectively.

This is the smallest and largest group in which these financial statements are consolidated in.

19 Subsequent events

As at the date of the approval of these accounts, there were no material post balance sheet events arising after the reporting date.