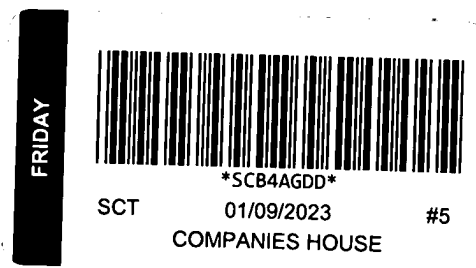


COMPANY REGISTRATION NUMBER: 03817295



Eastbrook Facilities Limited
Annual Report and Financial Statements
31 December 2022



Eastbrook Facilities Limited

Annual Report and Financial Statements

Year Ended 31 December 2022

Contents

Page

Officers and Professional Advisers

1

Directors' Report

2

Directors' Responsibilities Statement

5

Independent Auditors' Report to the Members of Eastbrook
Facilities Limited

6

Statement of Comprehensive Income

11

Statement of Financial Position

12

Statement of Changes in Equity

13

Notes to the Annual Report and Financial Statements

14

Eastbrook Facilities Limited

Officers and Professional Advisers

| | |
|-------------------------------|---|
| The Board of Directors | John Cavill Mark Knight |
| Company Secretary | Infrastructure Managers Limited |
| Registered Office | Cannon Place 78 Cannon Street London EC4N 6AF |
| Independent Auditors | PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors Level 4 Atria One 144 Morrison Street Edinburgh EH3 8EX |
| Bankers | Lloyds Bank plc St George's House 6-8 Eastcheap London EC3M 1LL |
| Solicitors | Dentons UKMEA LLP Quartermile One 15 Lauriston Place Edinburgh EH3 9EP |

Eastbrook Facilities Limited

Directors' Report

Year Ended 31 December 2022

The directors present their report and the audited Annual Report and Financial Statements of Eastbrook Facilities Limited ("the Company") for the year ended 31 December 2022.

Principal Activities

The Company trades as a property developer and investor with its sole purpose of developing and operating a headquarters office investment in Cambridge.

Performance Review

The profit for the financial year, after taxation, amounted to £2,770,491 (2021: £10,522,038).

The profit for the financial year will be transferred to reserves.

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

Key Performance Indicators

The performance of the Company from a cash perspective is assessed six monthly by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the Group loan agreement.

Climate Change

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

Going Concern

The financial statements are prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

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

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

Directors

The directors who served the Company during the year and up to the date of this report were as follows:

| | |
|-----------------|-----------------------------|
| John Cavill | |
| Mark Knight | (Appointed 30 January 2023) |
| Peter Sheldrake | (Resigned 31 January 2023) |

Eastbrook Facilities Limited

Directors' Report *(continued)*

Year Ended 31 December 2022

Dividends

Particulars of dividends paid are detailed in note 11 to the financial statements.

Financial Instruments

Due to the nature of the Company's business, the financial risks the directors consider relevant to this Company are credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is a quasi governmental organisation.

Interest rate risk

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

Cash flow and liquidity risk

Many of the cash flow risks are addressed by means of contractual provisions. The Company's liquidity risk is principally managed through financing the Company by means of long-term borrowings.

Events after the End of the Reporting Period

Particulars of events after the reporting date are detailed in note xx22 to the Annual Report and Financial Statements.

Qualifying Third Party Indemnity Provisions

During the year, and at the date of this report, the Company has in place qualifying third party indemnity provisions for the benefit of its directors.

Small Company Provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Disclosure of Information to Auditors

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

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

The independent auditors, PricewaterhouseCoopers LLP, are deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

Eastbrook Facilities Limited

Directors' Report *(continued)*

Year Ended 31 December 2022

This report was approved by the board of directors on 15 June 2023 and signed by order of the board by:

A handwritten signature in black ink, appearing to read 'J Cornock', written in a cursive style.

James Cornock on behalf of Infrastructure Managers Limited
Company Secretary

Eastbrook Facilities Limited

Directors' Responsibilities Statement

Year Ended 31 December 2022

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare the Annual Report and Financial Statements for each financial year. Under that law the directors have prepared the Annual Report and Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland ("FRS 102"), and applicable law).

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 Annual Report and Financial Statements; and
- prepare the Annual Report and Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The directors' responsibilities were approved by the board on 15 June 2023 and signed on its behalf by:



Mark Knight
Director

Eastbrook Facilities Limited

Independent Auditors' Report to the Members of Eastbrook Facilities Limited

Year Ended 31 December 2022

Report on the Audit of the Financial Statements

Opinion

In our opinion, Eastbrook Facilities Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, 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 Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for Opinion

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

Independence

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

Conclusions Relating to Going Concern

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

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

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

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

Eastbrook Facilities Limited

Independent Auditors' Report to the Members of Eastbrook Facilities Limited (continued)

Year Ended 31 December 2022

Reporting on Other Information

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

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

With respect to the 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.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2022 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 Directors' Report.

Responsibilities for the Financial Statements and the Audit

Responsibilities of the Directors for the Financial Statements

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

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

Eastbrook Facilities Limited

Independent Auditors' Report to the Members of Eastbrook Facilities Limited (continued)

Year Ended 31 December 2022

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 auditor's 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 the Companies House and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and the risk of management bias in accounting estimates. Audit procedures performed included:

Enquiries of management around known or suspected instances of non-compliance with laws and regulations, claims and litigation, and instances of fraud;

- Understanding of management's controls designed to prevent and detect irregularities;
- Review of board minutes;
- Challenging management on assumptions and judgements made in their significant accounting estimates; and
- Identifying and testing journal entries to assess whether any of the journals appeared unusual, for example impacting revenue and distributable reserves.

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

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

Eastbrook Facilities Limited

Independent Auditors' Report to the Members of Eastbrook Facilities Limited *(continued)*

Year Ended 31 December 2022

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.

Eastbrook Facilities Limited

Independent Auditors' Report to the Members of Eastbrook Facilities Limited *(continued)*

Year Ended 31 December 2022

Entitlement to Exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Matthew Kaye (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Edinburgh
15 June 2023

Eastbrook Facilities Limited

Statement of Comprehensive Income

Year Ended 31 December 2022

| | Note | 2022 £ | 2021 £ |
|---|-----------|-------------------------|--------------------------|
| Turnover | 4 | 4,367,162 | 4,163,030 |
| Cost of sales | | <u>(2,637,672)</u> | <u>(1,737,956)</u> |
| Gross profit | | 1,729,490 | 2,425,074 |
| Administrative expenses | | <u>(237,285)</u> | <u>(124,759)</u> |
| Operating profit | 5 | 1,492,205 | 2,300,315 |
| Interest receivable and similar income | 7 | 3,308 | 588 |
| Gain on revaluation of investment properties | 8 | 4,200,000 | 14,700,000 |
| Interest payable and similar expenses | 9 | <u>(1,347,569)</u> | <u>(1,373,941)</u> |
| Profit before taxation | | 4,347,944 | 15,626,962 |
| Tax on profit | 10 | <u>(1,577,453)</u> | <u>(5,104,924)</u> |
| Profit for the financial year | | <u>2,770,491</u> | <u>10,522,038</u> |
| Fair value movements on cash flow hedging instruments, net of tax | | <u>625,794</u> | <u>592,253</u> |
| Total comprehensive income for the year | | <u>3,396,285</u> | <u>11,114,291</u> |

All the activities of the Company are from continuing operations.

The notes on pages 14 to 26 form part of these Financial Statements.

Eastbrook Facilities Limited

Statement of Financial Position

As at 31 December 2022

| | Note | 2022 £ | 2021 £ |
|--|------|---------------------|---------------------|
| Fixed assets | | | |
| Investment property | 12 | 73,000,000 | 68,800,000 |
| Current assets | | | |
| Debtors: amounts falling due within one year | 13 | 740,198 | 292,829 |
| Debtors: amounts falling due after more than one year | 13 | 58,682 | 250,470 |
| Cash at bank and in hand | | 2,124,348 | 2,579,107 |
| | | <u>2,923,228</u> | <u>3,122,406</u> |
| Creditors: amounts falling due within one year | 14 | <u>(2,633,794)</u> | <u>(2,092,313)</u> |
| Net current assets | | <u>289,434</u> | <u>1,030,093</u> |
| Total assets less current liabilities | | <u>73,289,434</u> | <u>69,830,093</u> |
| Creditors: amounts falling due after more than one year | 15 | <u>(13,160,474)</u> | <u>(14,664,208)</u> |
| Taxation including deferred taxation | | | |
| Taxation including deferred taxation | 16 | <u>(9,531,369)</u> | <u>(7,964,579)</u> |
| Net assets | | <u>50,597,591</u> | <u>47,201,306</u> |
| Capital and reserves | | | |
| Called up share capital | 19 | 1,320,000 | 1,320,000 |
| Revaluation reserve | 20 | 45,033,239 | 40,833,239 |
| Hedging reserve | 20 | (125,615) | (751,409) |
| Retained Earnings | 20 | 4,369,967 | 5,799,476 |
| Total shareholders' funds | | <u>50,597,591</u> | <u>47,201,306</u> |

The Financial Statements were approved by the board of directors and authorised for issue on 15 June 2023, and are signed on behalf of the board by:



Mark Knight
Director

Company registration number: 03817295

The notes on pages 14 to 26 form part of these Financial Statements.

Eastbrook Facilities Limited

Statement of Changes in Equity

Year Ended 31 December 2022

| | Called up share capital £ | Revaluation reserve £ | Hedging reserve £ | Retained Earnings £ | Total £ |
|--|---------------------------------|-----------------------------|-------------------------|---------------------------|--------------------------|
| At 1 January 2021 | 1,320,000 | 26,133,239 | (1,343,662) | 10,426,036 | 36,535,613 |
| Profit for the financial year | | | | 10,522,038 | 10,522,038 |
| Other comprehensive income for the year: | | | | | |
| Fair value movements on cash flow hedging instruments, net of tax | – | – | 592,253 | – | 592,253 |
| Reclassification from profit and loss account to revaluation reserve | – | 14,700,000 | – | (14,700,000) | – |
| Total comprehensive income for the year | – | 14,700,000 | 592,253 | (4,177,962) | 11,114,291 |
| Dividends paid and payable 11 | – | – | – | (448,598) | (448,598) |
| Total investments by and distributions to owners | – | – | – | (448,598) | (448,598) |
| At 31 December 2021 | 1,320,000 | 40,833,239 | (751,409) | 5,799,476 | 47,201,306 |
| Profit for the financial year | | | | 2,770,491 | 2,770,491 |
| Other comprehensive income for the year: | | | | | |
| Fair value movements on cash flow hedging instruments, net of tax | – | – | 625,794 | – | 625,794 |
| Reclassification from profit and loss account to revaluation reserve | – | 4,200,000 | – | (4,200,000) | – |
| Total comprehensive income for the year | – | 4,200,000 | 625,794 | (1,429,509) | 3,396,285 |
| At 31 December 2022 | <u>1,320,000</u> | <u>45,033,239</u> | <u>(125,615)</u> | <u>4,369,967</u> | <u>50,597,591</u> |

Included in the fair value movement on cash flow hedging instruments is £261,294 (2021: £385,740) that was recycled through Interest Payable in the Statement of Comprehensive Income.

The notes on pages 14 to 26 form part of these Financial Statements.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 December 2022

1. General Information

Eastbrook Facilities Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The Company trades as a property developer and investor with its sole purpose of developing and operating a headquarters office investment in Cambridge.

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

2. Statement of Compliance

The individual financial statements of Eastbrook Facilities Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

3. Accounting Policies

(a) Basis of preparation

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

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 judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

(b) Operating leases

Lease income is recognised in profit or loss on a straight line basis over the lease term. The aggregate cost of lease incentives are recognised as a reduction to income over the lease term on a straight-line basis. Costs incurred in earning the lease income are recognised as an expense. Any initial direct costs incurred in negotiating and arranging the operating lease are added to the carrying amount of the lease and recognised as an expense over the lease term on the same basis as the lease income.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

(c) Going concern

The financial statements are prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

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

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

(d) Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of BIIF Holdco Limited which can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF. As such, advantage has been taken of the following disclosure exemptions available under FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) Certain disclosures required by Sections 11 and 12 of FRS 102 (Basic Financial Instruments and Other Financial Instruments Issues respectively)

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

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

3. Accounting Policies *(continued)*

(e) Judgements and key sources of estimation uncertainty

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

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost less any impairment losses, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compare that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

ii) Fair values for derivative contracts

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

(f) Revenue recognition

Turnover, which excludes value added tax, represents the total invoiced value of rents during the year and arises entirely in the UK.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

3. Accounting Policies *(continued)*

(g) Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the Statement of Comprehensive Income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

(h) Investment property

Investment properties are accounted at fair value in accordance with FRS 102 Section 16 'Investment Property'. Investment properties are revalued every 3 years by an external qualified and registered property valuer and every other year the directors assess the carrying value in light of any changes in market conditions. The aggregate surplus or deficit is recognised in the Statement of Comprehensive Income; and no amortisation is provided in respect of long leasehold investment properties.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

3. Accounting Policies *(continued)*

(i) Cash and cash equivalents

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

The Company is obligated to keep cash reserves as at the balance sheet date in respect of requirements in the company's funding agreements. This restricted cash balance, which is shown within the "cash at bank and in hand" balance amounts to £1,249,110 (2021: £1,180,664).

(j) Borrowings

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

(k) Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the Statement of Financial Position and the amount of the provision as an expense. Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

(l) Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

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

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in the Statement of Comprehensive Income immediately.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

3. Accounting Policies *(continued)*

Financial instruments *(continued)*

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in the Statement of Comprehensive Income immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the Statement of Comprehensive Income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

3. Accounting Policies *(continued)*

(m) Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash flows arising on variable rate interest loan arrangements, with the net effect of exchanging the cash flows arising under those arrangements for a stream of fixed interest cash flows ("interest rate swaps"). The Company has also entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its principal activity (RPI swaps). The Company has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Company's net cash flows.

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement. Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in a hedging reserve in equity and any ineffective portion is recognised immediately in the Statement of Comprehensive Income. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Statement of Comprehensive Income in the same period in which the hedged item affects net profit or loss or the hedging relationship is terminated and the underlying position being hedged has been extinguished.

The UK Financial regulator (the FCA) legislated that sterling LIBOR would cease to be published after 31 December 2021. As described at Note 16, the Company's borrowings and hedge agreements have historically been linked to LIBOR.

The company completed negotiations with lender, effective from 24 March 2022, to agree an amendment to both the loan and swap agreement to provide for the replacement of LIBOR, with an interest rate based on the Compounded Reference Rate. The Compounded Reference Rate will be SONIA (sterling overnight index average) plus a 5 day credit adjustment spread. The use of the same LIBOR replacement rate for both the loan and swap agreement means that the LIBOR Transition Amendments are materially net cash neutral for the company and that the current hedge effectiveness continues

4. Turnover

Turnover arises from:

| | 2022 | 2021 |
|-----------------------|------------------|------------------|
| | £ | £ |
| Rendering of services | <u>4,367,162</u> | <u>4,163,030</u> |

The whole of the turnover is attributable to the principal activity of the Company wholly undertaken in the United Kingdom.

5. Operating Profit

Operating profit or loss is stated after charging:

| | 2022 | 2021 |
|--|---------------|---------------|
| | £ | £ |
| Fees payable for the audit of the annual report and financial statements | <u>12,250</u> | <u>11,130</u> |

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

5. Operating Profit *(continued)*

Included in the fee above £2,490 (2021: £2,260) for the audit of the Company's parent, Eastbrook Facilities Holdings 2 Limited.

6. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year amounted to nil (2021: nil). The directors are not employed by the Company and did not receive any remuneration from the Company during the year (2021: £nil).

7. Interest Receivable and Similar Income

| | 2022 | 2021 |
|---------------------------------------|--------------|------------|
| | £ | £ |
| Interest on cash and cash equivalents | <u>3,308</u> | <u>588</u> |

8. Gain on Revaluation of Investment Properties

| | 2022 | 2021 |
|--|------------------|-------------------|
| | £ | £ |
| Gain on revaluation of investment property | <u>4,200,000</u> | <u>14,700,000</u> |

9. Interest Payable and Similar Expenses

| | 2022 | 2021 |
|---|------------------|------------------|
| | £ | £ |
| Interest on bank loans and overdrafts | 423,002 | 472,518 |
| Interest due to Group undertakings | 903,869 | 878,807 |
| Other interest payable and similar expenses | 20,698 | 22,616 |
| | <u>1,347,569</u> | <u>1,373,941</u> |

10. Tax on Profit

Major components of tax expense

| | 2022 | 2021 |
|--|------------------|------------------|
| | £ | £ |
| Current tax: | | |
| UK current tax expense | 27,473 | 385,154 |
| Deferred tax: | | |
| Origination and reversal of timing differences | 1,549,980 | 4,719,770 |
| Tax on profit | <u>1,577,453</u> | <u>5,104,924</u> |

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

10. Tax on Profit *(continued)*

Reconciliation of tax expense

The tax assessed on the profit for the year is higher than (2021: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%).

| | 2022 £ | 2021 £ |
|--|------------------|------------|
| Profit before taxation | 4,347,944 | 15,626,962 |
| Profit before taxation by rate of tax | 1,206,109 | 2,969,123 |
| Adjustment to tax charge in respect of prior periods | — | 222,248 |
| Change in tax rates | 371,344 | 1,913,553 |
| Total tax charge | 1,577,453 | 5,104,924 |

11. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

| | 2022 £ | 2021 £ |
|--|-----------|-----------|
| Equity dividends £nil per ordinary share (2021: £0.34) | — | 448,599 |

12. Investment Property

| | Investment property £ |
|--|-----------------------------|
| Cost or valuation | |
| At 1 January 2022 | 68,800,000 |
| Revaluations | 4,200,000 |
| At 31 December 2022 | 73,000,000 |
| Depreciation | |
| At 1 January 2022 and 31 December 2022 | — |
| Carrying amount | |
| At 31 December 2022 | 73,000,000 |
| At 31 December 2021 | 68,800,000 |

The Investment property was revalued using a market approach on a vacant possession basis as at 31 December 2022 in January 2023 by David Ingham, a member of the Royal Institution of Chartered Surveyors, on behalf of CBRE. The valuation has been recognised in the financial statements to 31 December 2022. When carrying out the valuation the following assumptions have been made:

- A) An equivalent yield of 5.75%
- B) A reversionary yield of 6.52%
- C) Capital value of £5,655.40 per sq m (£525.40 per sq ft)

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

13. Debtors

Debtors amounts falling due within one year are as follows:

| | 2022 | 2021 |
|--------------------------------|----------------|----------------|
| | £ | £ |
| Trade debtors | 375,761 | 1,461 |
| Prepayments and accrued income | 237,179 | 196,259 |
| Capitalised lease costs | 127,258 | 95,109 |
| | <u>740,198</u> | <u>292,829</u> |

Debtors amounts falling due after more than one year are as follows:

| | 2022 | 2021 |
|--------------------|---------------|----------------|
| | £ | £ |
| Deferred tax asset | <u>58,682</u> | <u>250,470</u> |

14. Creditors: amounts falling due within one year

| | 2022 | 2021 |
|------------------------------------|------------------|------------------|
| | £ | £ |
| Bank loans and overdrafts | 909,017 | 866,065 |
| Trade creditors | 319,202 | 253,004 |
| Amounts owed to Group undertakings | 903,868 | 605,971 |
| Accruals and deferred income | 373,728 | 261,905 |
| Taxation and social security | 127,979 | 105,368 |
| | <u>2,633,794</u> | <u>2,092,313</u> |

The amounts owed to Group undertakings relate to accrued interest on the Coupon Bearing Investment Sums £903,868 (2021: £443,065) (Note 16) and a group tax creditor of £nil (2021: £162,906). The group tax creditor is non-interest bearing and repayable on demand.

15. Creditors: amounts falling due after more than one year

| | 2022 | 2021 |
|------------------------------------|-------------------|-------------------|
| | £ | £ |
| Bank loans and overdrafts | 4,999,218 | 5,907,953 |
| Amounts owed to Group undertakings | 7,703,282 | 7,703,282 |
| Accruals and deferred income | — | 51,095 |
| Derivative financial liability | 167,486 | 1,001,878 |
| Other creditors | 290,488 | — |
| | <u>13,160,474</u> | <u>14,664,208</u> |

Included within creditors: amounts falling due after more than one year is an amount of £648,143 (2021: £1,844,227) in respect of liabilities payable or repayable by instalments which fall due for payment after more than five years from the reporting date.

Included within creditors: amounts falling due after more than one year is an amount of £7,703,282 (2021: £7,703,282) in respect of liabilities payable or repayable otherwise than by instalments which fall due for payment after more than five years from the reporting date.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

15. Creditors: amounts falling due after more than one year *(continued)*

a) The bank loan is secured by a fixed and floating charge over all the assets, rights and undertakings of the Company. The loan is repayable under an instalment scheme whereby small repayments are made in the first few years of the loans, the final repayment is due on June 2028. The loan bears interest at SONIA plus 1.1%, however the Company has an interest rate swap arrangement receiving SONIA and paying interest fixed at 5.46% for the full amount of the loan drawn, hence fixing the total interest payable on the bank loan to 6.56%. The full amount of loan drawdown at 31 December 2022 was £5,968,429 (2021: £6,854,911). Issue costs of £60,194 (2021: £80,892) have been set off against total loan drawdowns.

The company has agreed with the lenders to replace the LIBOR reference in the loan and swap agreements with SONIA, adjusted for a historic credit adjustment spread of 0.1193% per annum.

b) Amounts owed to Group undertakings - In February 2002, the Company issued a £5,519,180 Coupon Bearing Investment Sum to its immediate parent company, Eastbrook Facilities Holdings Limited. The investment bears a coupon of 11.25% per annum and the loan is due to be repaid on completion of the DEFRA contract. The contract is a 30 year term with optional tenant breaks after years 20 and 25. The coupon on the principal amount accrues daily and is payable in cash on 30 June and 31 December each year. The investment sum was advanced under a subordinated loan agreement and is therefore unsecured, and would rank alongside ordinary creditors in the event of a winding up.

16. Taxation Including Deferred Taxation

| | Deferred tax (note 17) £ |
|----------------------------|--------------------------------|
| At 1 January 2022 | 7,964,579 |
| Deferred tax | 1,566,790 |
| At 31 December 2022 | <u>9,531,369</u> |

17. Deferred Tax

The deferred tax included in the Statement of Financial Position is as follows:

| | 2022 £ | 2021 £ |
|--|---------------------------|---------------------------|
| Included in debtors (note 13) | 58,682 | 250,470 |
| Included in taxation including deferred taxation (note 16) | <u>(9,531,369)</u> | <u>(7,964,579)</u> |
| | <u>(9,472,687)</u> | <u>(7,714,109)</u> |

The deferred tax account consists of the tax effect of timing differences in respect of:

| | 2022 £ | 2021 £ |
|------------------------------------|---------------------------|---------------------------|
| Accelerated capital allowances | (1,619,419) | (1,622,149) |
| Short term timing differences | 16,811 | 19,520 |
| Derivative financial instruments | 41,871 | 250,470 |
| Revaluation of investment property | <u>(7,911,950)</u> | <u>(6,361,950)</u> |
| | <u>(9,472,687)</u> | <u>(7,714,109)</u> |

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

17. Deferred Tax *(continued)*

The net deferred tax liability expected to reverse in 2023 is £3,566 (2022: £14,265). This primarily relates to the reversal of timing differences on capital allowances offset by short term timing differences.

| | 2022 |
|---|-------------------------|
| | £ |
| Opening balance | 7,714,109 |
| Movement through the profit or loss | 1,549,980 |
| Movement through other comprehensive income | 208,598 |
| Closing balance | <u>9,472,687</u> |

18. Financial Instruments

The fair values of the interest rate swap have been calculated by discounting the fixed cash flows at forecasted forward interest rates over the term of the financial instrument. The bank borrowing is held at amortised cost.

19. Called Up Share Capital

Issued, called up and fully paid

| | 2022 | | 2021 | |
|----------------------------|------------------|--------------|------------------|--------------|
| | No. | £000 | No. | £000 |
| Ordinary shares of £1 each | <u>1,320,000</u> | <u>1,320</u> | <u>1,320,000</u> | <u>1,320</u> |

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

20. Reserves

The hedging reserve records fair value movements on cash flow and net investment hedging instruments.

Retained earnings records retained earnings and accumulated losses.

Revaluation reserve records the revaluation of investments held on the Statement of Financial Position.

Eastbrook Facilities Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 December 2022

21. Controlling Party

The immediate parent undertaking is Eastbrook Facilities Holdings Limited.

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

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