

# RiverLinx Holdings Limited

Company Number: 12161321

Annual Report for the year ended 31 December 2021

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# RiverLinx Holdings Limited

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# RiverLinx Holdings Limited

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## Directors and other information

### Directors

Kevin Brown  
Rosanagh Frances Eden  
Youn Jong Park  
Juan Ramon Perez Perez  
Alexander Cheasty Kornman  
Jose Angel Tamariz-Martel Goncer  
Andrew Joseph Dunne  
Yvonne Jones  
Nicholas William Moore  
David James Swarbrick

### Company Secretary

Michael John Gillespie

### Independent Auditors

Ernst & Young LLP  
ATRIA ONE, 144 Morrison Street  
Edinburgh EH3 8EB

### Bankers

Credit Agricole  
Broadwalk House  
5 Appold Street  
London  
United Kingdom

### Registered Office

16 Hockley Court  
2401 Stratford Road  
Hockley Heath  
Solihull B94 6NW

### Registered in England

Number 12161321

# RiverLinx Holdings Limited

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## Strategic report for the year ended 31 December 2021

The directors present the Strategic report of the Group and Company (both as defined below) of RiverLinx Holdings Limited, company number 12161321 (the "**Company**") for the year ended 31 December 2021.

### Principal activities and future developments

The principal activity of the Company is that it has been established for the single purpose of holding shares in a subsidiary single purpose company and generating a pledge over such shares to a third party lender. The Company provides subordinated debt to its subsidiary undertaking, RiverLinx Limited (both companies together being referred to as the "**Group**").

The principal activity of the Group is the provision, under a Public Private Partnership ("**PPP**") agreement, of the construction and maintenance of the Silvertown tunnel in East London, England. Under the PPP agreement the Group entered into a Project Agreement with the Transport for London ("**Authority**"). The Project Agreement is the contractual mechanism which sets forth the mutual obligations regarding the construction and maintenance of the Silvertown tunnel.

There are no anticipated future developments for this Group other than the fulfilment of the Project Agreement to 2050.

### Review of the business

Financial close was successfully achieved on the 21 November 2019, at which point the Project Agreement and the finance agreements were signed. The Silvertown tunnel project consists of the design, construction, operation and maintenance of a 1.4km twin bore road tunnel under the River Thames.

Despite the ongoing spread of the coronavirus (COVID-19) the Group has performed well throughout the year with the project progressing in line with expectations throughout the year.

The results produced by the Group during the year are in line with expectations and reflect judgements and estimates that are reasonable and prudent. Principal risks and uncertainties associated with the Group's activities are set out below.

Given the straightforward nature of the business, the Group's directors are of the opinion that analysis using KPIs is not necessary for the understanding of the development, performance or position of the business.

The ongoing spread of COVID-19 is creating considerable economic uncertainty. The directors can report that the Group has continued to operate in line with the terms of its agreements with its stakeholders during the year despite the COVID-19 pandemic.

To date COVID-19 has not affected the Group financially and we are following the appropriate government guidance.

Looking forward to 2022 it is anticipated that the performance of the Group will continue in line with the current forecast and there are not expected to be any changes to the current business activities.

### Principal risks and uncertainties

The principal risks and uncertainties are noted below:

#### *Financial risk management*

The Group's operations expose it to a variety of financial risks that include interest rate risk, credit risk, price risk and liquidity risk.

#### *Interest rate risk*

The Group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Group by using hedging instruments to manage interest rate risk. The Group has a policy of maintaining 100 per cent of its Commercial facility, K-Sure facility, Kexim facility and Equity Bridge facility (2020: 100 per cent) at a fixed rate throughout the life of the concession.

For the Private Placement facility the interest rate risk in the Group is considered low as this facility has been taken out at a fixed rate of interest for the full term.

The risk management programme is set by the board of directors and implemented by the management services company finance department. The department has a policy and procedures manual that sets out specific guidelines to manage interest rate risk.

#### *Credit Risk*

Cash flows are generated from the availability of the tunnel and from the maintenance provided under the Project Agreement. Cash flows are secured under the long-term Project Agreement.

#### *Price risk*

The Group's price risk is managed through the service delivery element of the Project Agreement with the Authority which provides for payments that are fixed subject to availability, performance and indexation and through subcontracts with suppliers that largely mirror the provisions of the Project Agreement.

# RiverLinx Holdings Limited

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## Strategic report for the year ended 31 December 2021 (continued)

### *Liquidity Risk*

The Group manages its liquidity risk by ensuring it has sufficient borrowing facilities to meet its short and long term financial commitments. Liquidity risk is minimised through committed revenue streams which are profiled in line with the project agreement to meet the Group's financial obligations.

### *Coronavirus*

The ongoing spread of COVID-19 is creating considerable economic uncertainty. The directors can report that the Group has continued to operate in line with the terms of its agreements with its stakeholders since the year end despite the COVID-19 pandemic.

To date COVID-19 has not affected the Group financially and we are following the appropriate government guidance.

We have engaged with the Authority to ensure good communication lines regarding COVID-19 cases (or suspected cases), service requirements and implementation of appropriate contingency plans to enable continuity of full services as far as possible to respond to the emergency and maintain vital public services.

The directors continue to monitor the situation on a regular basis.

### *Brexit*

Brexit occurred on 1 January 2021 as the UK technically left the EU as the transition agreement ended on 31 December 2020. There has been no impact on the Group as it is a long term UK-based project, with signed agreements in place with its stakeholders. Changes to macro-economic factors such as interest rate changes have been mitigated (in part) as there are interest rate swaps in place, while inflation is mitigated by an element of natural hedge through the contract structure.

By order of the Board



Michael John Gillespie  
Company Secretary  
29 April 2022

# RiverLinx Holdings Limited

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## Directors' report for the year ended 31 December 2021

The directors present the report and audited consolidated financial statements for the Group and Company for the year ended 31 December 2021.

### Results and dividends

The Company was incorporated on 16 August 2019 and the comparative information is for the 17 month period from incorporation to 31 December 2020.

The loss of the Group for the financial year (2020: loss) is set out in the consolidated profit and loss account on page 9.

The directors do not recommend the payment of a dividend in the current year (2020: £nil).

### Going concern

The ongoing spread of COVID-19 is creating considerable economic uncertainty. The directors can report the Group has continued to operate in line with the terms of its agreements with its stakeholders since the year end despite the COVID-19 pandemic. To date COVID-19 has not affected the group financially and we are following the appropriate government guidance. However, there remains a risk that the economic and social disruption may prevent the Group from being able to fulfil all the obligations under its contract.

We have engaged with the Authority to ensure good communication lines regarding COVID-19 cases (or suspected cases), service requirements and implementation of appropriate contingency plans.

The directors continue to monitor the situation on a regular basis by using a financial model which enables a look forward over the entire life of the project, and not just the next twelve months.

The financial model enables the directors to produce cash flow statements to assess the cash inflows and outflows to ensure that we can meet our debt obligations.

The financial model allows the directors to perform sensitivity analysis to measure the impact on the forecasts of changing circumstances, for example changes to economic assumptions such as interest rates and indexation rates.

At the year end, the Group is in a net liabilities position. The directors have prepared forecasts, using the financial model, to cover the period of the PPP contract which indicates that the Group can continue to operate within the range of its available facilities and resources such that it will continue to meet its obligations as they fall due.

For the purposes of their assessment of going concern, the directors have considered the period to 30 September 2023. It is forecast that the Group will continue to trade as normal with construction work and drawdowns on the facilities expected to occur as forecast. Therefore the Group will have sufficient cash to meet its longer term obligations including debt obligations.

As a result, the Group therefore continues to adopt the going concern basis in preparing the financial statements.

### Directors

The following served as directors during the year and to the date of this report:

Kevin Brown	
Rosanagh Frances Eden	
Youn Jong Park	
Juan Ramon Perez Perez	
Alexander Cheasty Kornman	
Jose Angel Tamariz-Martel Goncer	
Andrew Joseph Dunne	
Yvonne Jones	
Nicholas William Moore	
William Duncan Harkins	(resigned 30 June 2021)
Mark Denning Bradshaw	(resigned 25 May 2021)
David James Swarbrick	(appointed 30 June 2021)

The following served as company secretary during the year and to the date of this report:

Michael John Gillespie

# RiverLinx Holdings Limited

## Directors' report for the year ended 31 December 2021 (continued)

### Indemnity of officers

Under Article 66 of the Company's Articles of Association and subject to the provisions of The Companies Act 2006, the Company shall indemnify any Director or other officer, out of the assets of the Company, against any loss or liability incurred in the execution or discharge of their duties including any liability for the costs of legal proceedings where judgement is given in their favour.

There is Directors and Officers Liability Insurance in place for directors and/or officers of the Group. This is provided by Standard Life Aberdeen plc for Kevin Brown and Rosanagh Frances Eden, by Ferrovial S.A. for Juan Ramon Perez Perez and Jose Angel Tamariz-Martel Goncer, by SK ecoplant Co Limited (formerly SK Engineering & Construction) for Youn Jong Park, by Brunel UK Holdings Limited for Andrew Joseph Dunne, and Alexander Cheasty Kornman and by Royal BAM Group N.V. for Yvonne Jones, Nicholas William Moore, David James Swarbrick and the company secretary.

### Directors' Responsibilities Statement

The directors are responsible for preparing the Directors' report, Strategic report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit and loss of the Group for that period.

In preparing these financial statements, the directors are required to:

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

### Disclosure of information to auditors

In case of the persons who are directors at the time when the report is approved, the following applies:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each director has taken all reasonable steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Name Change

On 10 June 2021 a related party, SK Engineering & Construction Co. Limited, changed its name to SK ecoplant Co. Limited.

### Events since the balance sheet date

On 8 March 2022 a related party, BAM PPP UK Limited, changed its name to Invesis UK Limited.

By order of the Board



Michael John Gillespie  
Company Secretary  
29 April 2022

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## **Independent Auditor's Report to the members of RiverLinx Holdings Limited**

### **Opinion**

We have audited the financial statements of RiverLinx Holdings Limited ('the parent company') and its subsidiaries (the 'group') for the period ended 31 December 2021 which comprise the Consolidated profit and loss account, the Consolidated statement of comprehensive income, the Group and Company Statement of financial position, the Group and Company Statement of changes in equity, the Consolidated cash flow statement and the related notes 1 to 20, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the group's and of the parent company's affairs as at 31 December 2021 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and company's ability to continue as a going concern for the period to 30 September 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.



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## **Independent Auditor's Report to the members of RiverLinx Holdings Limited (continued)**

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the group and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the 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 the directors 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 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.

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## Independent Auditor's Report to the members of RiverLinx Holdings Limited (continued)

### Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management. .

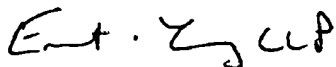
Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are FRS 102, Companies Act 2006 and the relevant tax compliance regulations in the UK. In addition, we concluded that there are certain significant laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements and those laws and regulations relating to health and safety, employee matters, environmental and bribery and corruption practices;
- We understood how RiverLinx Holdings Limited is complying with those frameworks by making enquiries of management. We corroborated our enquires through reading the board minutes, and we noted that there was no contradictory evidence;
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by inquiry of management, those charged with governance and others within the entity, as to whether they have knowledge of any actual or suspected fraud. Where this risk was considered higher, we performed audit procedures to address the fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from fraud or error; and
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved reading board minutes to identify any non-compliance with laws and regulations and enquiries of management.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Use of our report

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.



**Nick Gomer** (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP  
Statutory Auditor  
Glasgow  
29 April 2022

# RiverLinx Holdings Limited

## Consolidated profit and loss account

Amounts in thousands of pounds

For the year ended 31 December 2021

	Note	2021	2020*
<b>Turnover</b>	2	<b>194,251</b>	304,506
Cost of sales		<b>(192,945)</b>	(303,009)
<b>Gross profit</b>		<b>1,306</b>	1,497
<b>Operating profit</b>	3	<b>1,306</b>	1,497
Interest receivable and similar income	5	<b>15,088</b>	8,640
Interest payable and similar expenses	5	<b>(18,697)</b>	(18,558)
<b>Loss before tax</b>		<b>(2,303)</b>	(8,421)
Tax on loss	6	<b>438</b>	1,600
<b>Loss for the financial year</b>		<b>(1,865)</b>	(6,821)

All items in the profit and loss account relate to continuing operations.

## Consolidated statement of comprehensive income

For the year ended 31 December 2021

	Note	2021	2020*
<b>Loss for the financial year</b>		<b>(1,865)</b>	(6,821)
<b>Other comprehensive income/(expense):</b>			
Amounts reclassified from cash flow hedge reserve		<b>(3,530)</b>	(1,588)
Remeasurements of cash flow hedge reserve		<b>98,604</b>	(100,617)
Movement on deferred tax relating to cash flow hedge reserve	6	<b>(17,636)</b>	19,419
<b>Other comprehensive income/(expense) for the year, net of tax</b>		<b>77,438</b>	(82,786)
<b>Total comprehensive income/(expense) for the year</b>		<b>75,573</b>	(89,607)

\* The comparative information covers the period from incorporation on 16 August 2019 to 31 December 2020.

# RiverLinx Holdings Limited

## Statement of financial position

Amounts in thousands of pounds

As at 31 December 2021

	Note	Group 2021	2020	Company 2021	2020
<b>Fixed assets</b>					
Investment	7	-	-	30	30
<b>Current assets</b>					
<b>Debtors:</b>					
Amounts falling due after more than one year	8	524,244	332,548	-	-
Amounts falling due within one year	9	15,885	20,602	-	-
		<u>540,129</u>	<u>353,150</u>	<u>-</u>	<u>-</u>
Cash at bank and in hand		10,128	2,360	-	-
		<u>550,257</u>	<u>355,510</u>	<u>-</u>	<u>-</u>
<b>Creditors: amounts falling due within one year</b>	10	(2,574)	(6,472)	-	-
<b>Net current assets</b>		<u>547,683</u>	<u>349,038</u>	<u>-</u>	<u>-</u>
<b>Total assets less current liabilities</b>		<u>547,683</u>	<u>349,038</u>	<u>30</u>	<u>30</u>
<b>Creditors: amounts falling due after more than one year</b>	11	(561,687)	(438,615)	-	-
		<u>(14,004)</u>	<u>(89,577)</u>	<u>30</u>	<u>30</u>
<b>Net (liabilities) / assets</b>		<u>(14,004)</u>	<u>(89,577)</u>	<u>30</u>	<u>30</u>
<b>Financed by</b>					
<b>Equity</b>					
Called up share capital presented as equity	13	30	30	30	30
Cashflow hedge reserve		(5,348)	(82,786)	-	-
Profit and loss account		(8,686)	(6,821)	-	-
<b>Total shareholders' (deficit) / surplus</b>		<u>(14,004)</u>	<u>(89,577)</u>	<u>30</u>	<u>30</u>

The financial statements and notes to the financial statements on pages 13 to 24 were approved by the Board of Directors on 27 April 2022 and signed on its behalf by:



David James Swarbrick  
Director  
29 April 2022

# RiverLinx Holdings Limited

## Statement of changes in equity

Amounts in thousands of pounds

As at 31 December 2021

Group	Note	Called up share capital	Cashflow hedge reserve	Retained earnings	Total equity
Issue of ordinary share capital		30			30
Profit for the year		-	-	(6,821)	(6,821)
Other comprehensive income for the year		-	(82,786)	-	(82,786)
<b>Balance as at 31 December 2020</b>		<b>30</b>	<b>(82,786)</b>	<b>(6,821)</b>	<b>(89,577)</b>
<b>Balance as at 1 January 2021</b>		<b>30</b>	<b>(82,786)</b>	<b>(6,821)</b>	<b>(89,577)</b>
Loss for the year		-	-	(1,865)	(1,865)
Other comprehensive income for the year		-	77,438	-	77,438
<b>Balance as at 31 December 2021</b>		<b>30</b>	<b>(5,348)</b>	<b>(8,686)</b>	<b>(14,004)</b>

Company	Note	Called up share capital	Cashflow hedge reserve	Retained earnings	Total equity
Issue of ordinary share capital		30			30
<b>Balance as at 31 December 2020</b>		<b>30</b>	<b>-</b>	<b>-</b>	<b>30</b>
<b>Balance as at 1 January 2021</b>		<b>30</b>	<b>-</b>	<b>-</b>	<b>30</b>
<b>Balance as at 31 December 2021</b>		<b>30</b>	<b>-</b>	<b>-</b>	<b>30</b>

# RiverLinx Holdings Limited

## Consolidated cash flow statement

Amounts in thousands of pounds

For the year ended 31 December 2021

	Note	2021	2020*
<b>Net cash from operating activities</b>	14	<b>(191,866)</b>	<b>(315,803)</b>
<b>Net cash used in operating activities</b>		<b>(191,866)</b>	<b>(315,803)</b>
<b>Cashflow from investing activities</b>			
Interest received and similar income		7	17
<b>Net cash generated from investing activities</b>		<b>7</b>	<b>17</b>
<b>Cashflow from financing activities</b>			
Issue of ordinary share capital		-	30
Drawdown of commercial facility		92,813	111,445
Drawdown of private placement facility		20,647	20,726
Drawdown of K-Sure facility		67,900	81,530
Drawdown of Kexim facility		34,730	41,701
Drawdown of Equity Bridge facility		-	102,636
Interest payable and similar expenses		(16,463)	(39,922)
<b>Net cash generated from financing activities</b>		<b>199,627</b>	<b>318,146</b>
<b>Net increase in cash and cash equivalents</b>		<b>7,768</b>	<b>2,360</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>2,360</b>	<b>-</b>
<b>Cash and cash equivalents at the end of year</b>		<b>10,128</b>	<b>2,360</b>
<b>Cash and cash equivalents consist of</b>			
Cash at bank and in hand		10,128	2,360
<b>Cash and cash equivalents</b>		<b>10,128</b>	<b>2,360</b>

\* The comparative information covers the period from incorporation on 16 August 2019 to 31 December 2020.

## Notes to the financial statements for the year ended 31 December 2021

### 1 Accounting policies

#### General information

The Company is a private company limited by shares and is incorporated in England. The address of its registered office is 16 Hockley Court, 2401 Stratford Road, Hockley Heath, Solihull, B94 6NW.

#### Statement of compliance

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

#### Going concern

The financial statements have been prepared on a going concern basis which assumes that the Group will continue in operational existence for the foreseeable future and meet its liabilities as they fall due.

The Group's business activities, a review of the business, together with the factors likely to affect its future developments including the COVID-19 pandemic, its financial position, financial risk management objectives, details of its financial instruments, and its exposure to credit and interest risk are described in the Strategic Report and the Directors' Report.

The ongoing spread of COVID-19 is creating considerable economic uncertainty. The directors are pleased to report the Group has continued to operate in line with the terms of its agreements with its stakeholders since the year end despite the COVID-19 pandemic. To date COVID-19 has not affected the group financially and we are following the appropriate government guidance. However, there remains a risk that the economic and social disruption may prevent the Group from being able to fulfil all the obligations under its contract.

We have engaged with the Authority to ensure good communication lines regarding COVID-19 cases (or suspected cases), service requirements and implementation of appropriate contingency plans.

The directors continue to monitor the situation on a regular basis by using a financial model which enables a look forward over the entire life of the project, and not just the next twelve months.

The financial model enables the directors to produce cash flow statements to assess the cash inflows and outflows to ensure that we can meet our debt obligations.

The financial model allows the directors to perform sensitivity analysis to measure the impact on the forecasts of changing circumstances, for example changes to economic assumptions such as interest rates and indexation rates.

At the year end, the Group is in a net liabilities position. The directors have prepared forecasts, using the financial model, to cover the period of the PPP contract which indicates that the Group can continue to operate within the range of its available facilities and resources such that it will continue to meet its obligations as they fall due.

For the purposes of their assessment of going concern, the directors have considered the period to 30 September 2023. It is forecast that the Group will continue to trade as normal with construction work and drawdowns on the facilities expected to occur as forecast. Therefore the Group will have sufficient cash to meet its longer term obligations including debt obligations.

As a result, the Group therefore continues to adopt the going concern basis in preparing the financial statements.

#### Basis of preparation

The financial statements have been prepared on the going concern basis under the historical cost convention, in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom. A summary of the principal Group accounting policies, which have been applied consistently, is set out below.

The financial statements have been prepared in pounds sterling which is the functional currency of the Group and all values are rounded to the nearest thousand pounds.

The preparation of financial statements is in conformity with FRS 102. The Company has taken advantage of the reduced disclosure framework set out in FRS 102 for qualifying entities in the preparation of the financial statements.

The Company was incorporated on 16 August 2019 and the comparative information is for the 17 month period from incorporation to 31 December 2020.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed below.

The Company has taken advantage of the exemption in section 408 of the Companies Act 2006 from disclosing its individual profit and loss account. In the year to 31 December 2021, the Company did not trade.

# RiverLinx Holdings Limited

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## Notes to the financial statements for the year ended 31 December 2021 (continued)

### Consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertaking, RiverLinx Limited, for the year ended 31 December 2021.

### Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The Company has adopted FRS 102 in these financial statements.

### Turnover

Turnover, which is stated net of VAT, represents during the construction phase the value of works certified during the year directly attributable to the finance asset. During the operational phase turnover represents the income from the provision of operation and maintenance management services and management of the project. Turnover is recognised at the point when the service is delivered.

Deferred income relates to the portion of contract income relating to future periods.

Accrued income relates to the income still to be received relating to services which have been delivered.

### Interest receivable and similar income

Interest receivable and similar income represents notional interest on the finance receivable, calculated using the effective interest rate method, and is credited to the profit and loss account.

### Interest payable and similar expenses

Interest payable and similar expenses represent notional interest on the finance costs payable, calculated using the effective interest rate method and is debited to the profit and loss account. Interest payable and similar expenses relates to costs associated with the provision of the loans which are then amortised in the profit and loss account over the life of the concession. Other interest payable and similar expenses are charged directly to the profit and loss account.

### Taxation

Taxation income for the year comprises current and deferred tax recognised in the reporting year. Tax is recognised in the profit and loss account, 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.

### Current tax

Current tax, including United Kingdom corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates, and laws that have been enacted or substantially enacted by the Statement of financial position date.

### Deferred tax

Deferred tax arises from timing differences that are differences between taxable losses and total comprehensive income as stated in the financial statements. Deferred tax has been recognised on the fair value of the financial instruments relating to the interest rate swaps recorded in the RiverLinx Limited's Statement of financial position and is recognised in the Consolidated statement of comprehensive income.

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 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 timing difference.



## Notes to the financial statements for the year ended 31 December 2021 (continued)

### 1 Accounting policies (continued)

#### Finance asset model

The finance asset model applies when the operator has an unconditional right to receive cash or another financial asset from the grantor in remuneration for concession services. The operator has such an unconditional right if the grantor contractually agrees the payment of amounts specified or determined in the contract.

Financial assets, resulting from the application of FRS 102, are recognised in the statement of financial position as financial assets receivable on concession arrangements within trade debtors receivable within one year and after more than one year, and are recognised at amortised cost. The financial asset receivable amount is reduced by the payments to be received from the grantor over the contract term.

#### Investments

Investments are stated at cost less any provision for impairment in value. To date there has been no indication of potential impairment and therefore there has been no impairment to this value.

#### Cash and cash equivalents

Cash includes money held and money deposited with financial institutions that can be withdrawn without notice. Cash equivalents are defined as short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### Debt

Debt is initially stated at the gross amount of proceeds received less the costs associated with the provision of the loan and is subsequently carried at amortised cost, using the effective interest rate method.

#### Financial Instruments

A derivative financial instrument is considered to be used for hedging purposes when it alters the risk profile of an existing underlying exposure of the Group in line with the Group's risk management policies. Derivatives used for hedging are accounted for at fair value. Derivative financial instruments utilised by the Group are interest rate swaps used principally to manage the balance between fixed and floating interest rates on long-term finance debt. During the year there were no interest rate derivatives used for trading purposes.

Termination payments made or received in respect of derivatives are spread over the shorter of the life of the original instrument or the life of the underlying exposure in cases where the underlying exposure continues to exist. Where the underlying exposure ceases to exist, any termination payments are taken to the Profit and loss.

Changes in the derivative's fair value are recognised through the cash flow hedge reserve.

The Group applied option c) Sections 11 and 12 FRS 102 – the recognition and measurement provisions of IFRS 9 Financial Instruments and/or IAS 39 (as amended following the publication of IFRS 9) subject to the restriction in paragraph 12.2A, the disclosure requirements of Sections 11 and 12 and the presentation requirements of paragraphs 11.38A or 12.25B to account for its financial instruments.

#### Debtors and Creditors

Debtors and creditors with no stated interest rate, whether receivable or payable, are recorded at transaction price. Any losses arising from impairment are recognised in the Profit and loss account in other operating expenses.

#### Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### Distributions to equity holders

Dividends and other distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the Company's shareholders. These amounts are recognised in the Statement of changes in equity.

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 1 Accounting policies (continued)

#### Critical accounting judgements and estimate uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements 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.

#### Significant judgements

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows;

#### Hedge accounting and consideration of the fair value of derivative financial instruments

The Group uses derivative financial instruments to hedge certain economic exposures in relation to movements in interest rates as compared with the position that was expected at the date the underlying transaction being hedged was entered into. The Group fair values its derivative financial instruments and records the fair value of those instruments on its Statement of financial position.

Movements in the fair values of the Group's derivative financial instruments may be accounted for using hedge accounting where the requirements of hedge accounting are met under FRS 102 including the creation of compliant documentation and meeting the effectiveness testing requirements. If a hedge does not meet the criteria for hedge accounting, which may include a consideration of whether there has been a substantial modification to the terms of the hedge, or where there is some degree of ineffectiveness identified in respect of the hedging relationship, then the change in fair value in relation to these items will be recorded in the Profit and loss account. If a hedging relationship is judged to be discontinued for hedge accounting then any amounts previously deferred in other comprehensive income in respect of that previously hedged position, must immediately be recognised in the Profit and loss account. Otherwise, in respect of the Group's derivative financial instruments, these changes in fair value are recognised in other comprehensive income.

As referred to above, the Group carries its derivative financial instruments in its Statement of financial position at fair value, based on market prices obtained from Bloomberg.

#### Impairment of investment

The Company holds its Investments at cost less any provision for impairment in value. The Company monitors the performance of its subsidiary by reviewing the impact of any adverse changes in its business model. To date there has been no indication of potential impairment and therefore there has been no impairment to this value.

#### Impairment of receivables

The Group reviews the recoverability of receivables by monitoring the recoverability of the receivables of its subsidiary. The subsidiary continues to receive payment in full for the delivery of the services in accordance with the contractual documents. To date there has been no indication that the carrying value will exceed the recoverable amount and therefore there has been no impairment to this value.

# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 2 Turnover

#### Group

The Group's turnover and operating profit (2020: profit) relate entirely to its principal activity and arise solely in the United Kingdom. All turnover relates to the provision of construction services.

### 3 Operating profit

#### Group

The audit fee for the Group has been borne by Invesis UK Limited (formerly BAM PPP UK Limited), the management services provider, as this fee is included within the annual management charge.

### 4 Directors and staff

#### Group

The Group and Company did not employ any personnel during the year (2020: none).

No remuneration was paid to any director during the year (2020: £nil).

### 5 Interest

#### Group

	2021	2020
<b>Interest receivable and similar income:</b>		
Finance interest receivable	15,081	8,623
Bank interest receivable	7	17
	<u>15,088</u>	<u>8,640</u>
<b>Interest payable and similar expenses:</b>		
Bank interest payable	(18,697)	(18,558)
	<u>(18,697)</u>	<u>(18,558)</u>

### 6 Income tax

#### Group

#### a) Tax on loss

	2021	2020
United Kingdom Corporation tax	438	1,600
	<u>438</u>	<u>1,600</u>

#### b) Reconciliation of tax credit

	2021	2020
The tax for the year is the same (2020: same) as the standard rate of corporation tax in the United Kingdom as explained below:		
Loss before tax	(2,303)	(8,421)
	<u>438</u>	<u>1,600</u>
United Kingdom Corporation tax for the year to 31 December 2021 at 19 per cent (2020: 19 per cent)	438	1,600
Tax credit for the year	<u>438</u>	<u>1,600</u>

# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 6 Income tax (continued)

#### c) Deferred tax included in comprehensive income

	2021	2020
(Reduction)/increase in deferred tax asset	(17,636)	19,419
	<u>(17,636)</u>	<u>19,419</u>

#### Tax rate changes

The Finance Act (No.2) Act 2015 reduced the main rate of UK corporation tax to 19%, effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the corporation tax, hereby maintaining the current rate of 19%.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. These changes were enacted on 10 June 2021 when the Finance Act 2021 received Royal Assent. The impact of these changes is an increase to the deferred tax asset on the cash flow hedge reserve of £6,132 thousand.

#### Deferred Tax

The deferred tax asset is resulting from the hedging instrument the Group has in place to manage interest rate risk, this asset is expected to unwind over the next 12 months however, management are unable to quantify the value of the reversals.

### 7 Investments

#### Investments in subsidiary undertakings

Company	2021	2020
<b>RiverLinx Limited</b>		
Cost and Net Book Value		
At 31 December	<u>30</u>	<u>30</u>

The directors believe that the book value of the investment is not less than the underlying net assets.

The investment represents the purchase of 100 per cent of the issued ordinary shares in RiverLinx Limited, a company which has been set up for the sole purpose of providing, under a PPP agreement, the construction and maintenance of the Silvertown tunnel in East London, England. RiverLinx Limited was incorporated in England.

The Company entered into a Debenture on 21 November 2019 with Credit Agricole Corporate and Investment Bank over the shares it holds in RiverLinx Limited. The Company has given the shares it holds in RiverLinx Limited as security by way of a first fixed charge. This is a standard arrangement in PPP contracts. Unless there is an event of default which is continuing the Company ultimately has 100 per cent of the voting and the general rights and powers attached to the shares. No continuing event of default has occurred nor is expected to occur. This Debenture lasts until all liabilities under the finance documents have been discharged.

The Company has pledged to keep Credit Agricole Corporate and Investment Bank indemnified from any amounts of all liabilities properly incurred by Credit Agricole Corporate and Investment Bank in connection with the Debenture.

# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 8 Debtors - amounts falling due after more than one year

<i>Group</i>	<b>2021</b>	<b>2020</b>
Finance receivable	<b>522,461</b>	313,129
Deferred tax asset on cash flow hedge reserve	<b>1,783</b>	19,419
	<b>524,244</b>	<b>332,548</b>

### 9 Debtors - amounts falling due within one year

<i>Group</i>	<b>2021</b>	<b>2020</b>
Trade receivables	<b>598</b>	-
Prepayments & accrued income	<b>9,395</b>	11,949
Value added tax	<b>3,855</b>	7,053
Corporation tax	<b>2,037</b>	1,600
	<b>15,885</b>	<b>20,602</b>

### 10 Creditors - amounts falling due within one year

<i>Group</i>	<b>2021</b>	<b>2020</b>
Trade payables	<b>169</b>	5,179
Amounts due to parent and fellow group companies	<b>219</b>	51
Accruals	<b>2,186</b>	1,242
	<b>2,574</b>	<b>6,472</b>

#### *Amounts due to parent and fellow group companies*

This represents letter of credit costs of £12 thousand (2020: £12 thousand) due to Invesis UK Limited (formerly BAM PPP UK Limited), £5 thousand (2020: £5 thousand) due to Silvertown Investco Limited, £23 thousand (2020: £22 thousand) due to Aberdeen European Infrastructure III B Limited, £110 thousand (2020: £12 thousand) due to Cintra Infrastructures SE and £69 thousand (2020: £nil) due to Cintra Infrastructures UK Limited.

# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 11 Creditors - amounts falling due after more than one year

Group	2021	2020
Commercial Facility	200,045	106,740
Private Placement Facility	40,576	19,938
K-Sure Facility	137,027	67,969
Kexim Facility	74,818	39,929
Equity Bridge Facility	102,090	101,834
Non-current liabilities - interest rate swaps	7,131	102,205
	<b>561,687</b>	<b>438,615</b>

#### Commercial facility

The commercial facility is repayable to Credit Agricole Corporate and Investment Bank, Instituto de Credito Oficial E.P.E, Shinsei Bank Limited, The Norinchukin Bank, The Korea Development Bank and KEB Hana Bank in 50 semi-annual instalments commencing on 31 March 2025, with subsequent instalments on 30 September and 31 March thereafter. The floating interest rate is calculated based on LIBOR plus 1.55 per cent per annum. Interest is calculated monthly in arrears, after service commences interest will be calculated six monthly in arrears.

The facility is secured under a debenture over the assets and income of the Group, including project documents and insurance proceeds.

The facility due greater than five years is £198,545 thousand (2020: £106,230 thousand).

#### Private Placement

The private placement facility is repayable to Avival Life & Pensions UK Limited and Samsung Life Insurance Co. Limited in 50 semi-annual instalments commencing on 31 March 2025, with subsequent instalments on 30 September and 31 March thereafter. Fixed interest is calculated based on a fixed rate of 1.24 per cent per annum plus margin of 1.70 per annum (2020 : - per cent). Fixed interest is calculated monthly in arrears, after service commences interest will be calculated six monthly in arrears.

The facility is secured under a debenture over the assets and income of the Group, including project documents and insurance proceeds.

The private placement facility due greater than five years is £40,298 thousand (2020: £19,844 thousand).

#### K-Sure

The K-Sure facility is repayable to Credit Agricole Corporate and Investment Bank, KfW IPEX-Bank GmbH and The Norinchukin Bank in 25 semi-annual instalments commencing on 31 March 2025, with subsequent instalments on 30 September and 31 March thereafter. The floating interest rate is calculated based on LIBOR plus 0.85 per cent per annum (2020:- per cent). Interest is calculated monthly in arrears, after service commences interest will be calculated six monthly in arrears.

The facility is secured under a debenture over the assets and income of the Group, including project documents and insurance proceeds.

The K-Sure facility due greater than five years is £110,051 thousand (2020: £58,802 thousand).

#### Kexim

The Kexim facility is repayable to The Export-Import Bank of Korea in 50 semi-annual instalments commencing on 31 March 2025, with subsequent instalments on 30 September and 31 March thereafter. The floating interest rate is calculated based on LIBOR plus 1.60 per cent per annum (2020: - per cent). Interest is calculated monthly in arrears, after service commences interest will be calculated six monthly in arrears.

The facility is secured under a debenture over the assets and income of the Group, including project documents and insurance proceeds.

The Kexim facility due greater than five years is £74,257 thousand (2020: £39,738 thousand).

# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 11 Creditors - amounts falling due after more than one year (continued)

#### *Equity Bridge*

The equity bridge loan is repayable to Credit Agricole Corporate and Investment Bank, DZ Bank AG, Sumitomo Mitsui Banking Corporation and Wocri Bank in a single instalment on 31 March 2025. The floating interest rate is calculated based on LIBOR plus 1.10 per cent per annum (2020 : 1.10 per cent).

The facility is secured under a debenture over the assets and income of the Group, including project documents and insurance proceeds.

The facility is secured under a debenture over the assets and income

On 29th December 2021, the Group entered into an Amendment Agreement to amend the Common Terms Agreement, Master Definitions Agreement, Commercial Facilities Agreement, Kexim Facilities Agreement, K-Sure Facilities Agreement, Private Placement Facilities Agreement and Equity Bridge Facility Agreement. At the same time the Group received amended SWAP confirmations due to the discontinuation of LIBOR on 31 December 2021. This is being replaced going forward with SONIA (Sterling Over Night Indexed Average).

### 12 Financial instruments

<i>Group</i>	<b>2021</b>	<b>2020</b>
<b>Financial liabilities</b>		
Derivative financial liabilities measured at fair value through profit or loss	<u>(7,131)</u>	<u>(102,205)</u>

#### *Interest rate swaps*

The Group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Group by using hedging instruments to manage interest rate risk. The Group has a policy of maintaining 100 per cent of its commercial, K-Sure, Kexim and equity bridge debt (2020: 100 per cent) at a fixed rate throughout the life of the concession.

The Directors believe that the hedging relationship between the interest rate swaps and related variable facilities is highly effective and as a consequence have concluded that these derivatives meet the definition of a cash flow hedge and have formally designated them as such.

#### *Carrying value of all derivative financial instruments*

All of the Group's derivative financial instruments are carried at fair value. The net carrying value of the derivative financial instruments at 31 December 2021 amounted to a net liabilities of £(7,131) thousand (2020: £(102,205) thousand) for interest rate swaps. All of the movements during the year in the fair value of these derivative financial instruments have been recorded in the cash flow hedge reserve amounting to a credit of £95,074 thousand (2020: debit of £(102,205) thousand).

#### *Carrying value of other financial instruments*

Financial assets measured at amortised cost are finance receivable and trade receivables. The carrying value of the finance receivable at 31 December 2021 and 31 December 2020 is disclosed in Notes 8 and 9 and the carrying value of trade receivables at 31 December 2021 and 31 December 2020 are disclosed in Note 9.

Financial liabilities measured at amortised cost are facilities and trade payables. The carrying value of the facilities at 31 December 2021 and 31 December 2020 are disclosed in Notes 10 and 11 and the carrying value of trade payables at 31 December 2021 and 31 December 2020 are disclosed in Note 10.

# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 13 Called up share capital

<i>Group and Company</i>	<b>2021</b>	<b>2020</b>
Ordinary shares of £1 each Allotted, issued and fully paid:	<b>30</b>	<b>30</b>
As at 1 January 2021 / 16 August 2019	<b>30</b>	-
Issued during the year	-	30
As at 31 December	<b>30</b>	<b>30</b>

There are no rights, preferences or restrictions on the shares of the RiverLinx Holdings Limited.

The registered owners of the shares in the Company are Aberdeen European Infrastructure III B Limited, Brunel UK Investments Limited, Cintra Silvertown Limited and BAM Silvertown Tunnel Holdings Limited, who each have 22.5 per cent of the shares and Silvertown Investco Limited, who have 10 per cent of the shares

The Company entered into a Debenture on 21 November with Credit Agricole Corporate and Investment Bank over the shares in the subsidiary, RiverLinx Limited. The Company has given the shares in RiverLinx Limited as a security by way of a first fixed charge. This is a standard arrangement in PPP contracts. Unless there is an event of default which is continuing the Company ultimately has 100 per cent of the voting and the general rights and powers attached to the shares. No continuing event of default has occurred nor is expected to occur. This Debenture lasts until all liabilities under the finance documents have been discharged.

The Company has pledged to keep Credit Agricole Corporate and Investment Bank indemnified from any amount of all liabilities, properly incurred by Credit Agricole Corporate and Investment Bank in connection with the Debenture.

### 14 Reconciliation of operating loss to net cash inflow from operating activities

<i>Group</i>	<b>2021</b>	<b>2020</b>
<b>Operating profit</b>	<b>1,306</b>	<b>1,497</b>
Increase in finance asset	(194,252)	(304,505)
Decrease/(increase) in debtors	5,154	(19,002)
(Decrease)/increase in creditors	(4,074)	6,207
<b>Net cash outflow from operating activities</b>	<b>(191,866)</b>	<b>(315,803)</b>

<i>Group</i>	<b>At 31 December 2020</b>	<b>Cashflow</b>	<b>At 31 December 2021</b>
<b>Net Cash</b>			
Cash at bank and in hand	2,360	7,768	10,128
<b>Debt</b>			
Commercial facility	(111,445)	(92,813)	(204,258)
Private placement	(20,726)	(20,647)	(41,373)
K-Sure	(81,530)	(67,900)	(149,430)
Kexim	(41,701)	(34,730)	(76,431)
Equity bridge	(102,636)	-	(102,636)
	<b>(358,038)</b>	<b>(216,090)</b>	<b>(574,128)</b>
<b>Total Net Debt</b>	<b>(355,678)</b>	<b>(208,322)</b>	<b>(564,000)</b>



# RiverLinx Holdings Limited

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 15 Related party transactions

#### Group

As at 31 December 2021 the Group is owned 22.5 per cent by Aberdeen European Infrastructure III B Limited, 22.5 per cent by Brunel UK Investments Limited, 22.5 per cent by Cintra Silvertown Limited, 22.5 per cent by BAM Silvertown Tunnel Holdings Limited and 10 per cent by Silvertown Investco Limited.

Construction, support and management services was provided by the Group during the year to the following related parties:

	2021	2020
RiverLinx CJV - construction services	191,400	210,609
Inveis UK Limited (formerly BAM PPP UK Limited) - management services	327	233
Inveis UK Limited (formerly BAM PPP UK Limited) - support services	600	4,057
Silvertown Investco Limited - support services	267	562
SK ecoplant Co Limited (formerly SK engineering and construction) - support services	-	1,220
Aberdeen Infrastructure (Holdco) IV B.V.-support services	-	3,355
Aberdeen European Infrastructure III B Limited - support services	1,201	1,247
Cintra Infrastructures, SE - support services	600	656
Cintra Infrastructures UK Limited - support services	577	590
Cintra Servicios De Infraestructuras SA - support services	-	4,855
Macquarie Financial Holdings PYT Limited - support services	-	3,421
Macquarie Captial (Europe) Limited - support services	-	4,529
	<b>194,972</b>	<b>235,334</b>

At 31 December 2021 there were no bad or doubtful debt amounts in relation to any related parties and no amounts were written off during the year.

At 31 December 2021 the amounts owing to related parties are as follows:

	2021	2020
Inveis UK Limited (formerly BAM PPP UK Limited) - support services	(12)	(12)
Silvertown Investco Limited - support services	(5)	(5)
Aberdeen European Infrastructure III B Limited - support services	(23)	(22)
Cintra Infrastructures, SE - support services	(110)	(12)
Cintra Infrastructures UK Limited - support services	(69)	-
	<b>(219)</b>	<b>(51)</b>

### 16 Capital Commitments

#### Group

As at the balance sheet date there are future capital commitments of £550,017,367 (2020: £738,417,503) being the remaining construction works contracted under the Project Agreement.

### 17 Contingent liabilities

The various rights on termination of the Project Agreement are typical and standard for a PPP deal of this nature and are as per the project and finance agreements in place with all counterparties. There were no contingent liabilities as at 31 December 2021 (2020.: Nil)

## Notes to the financial statements for the year ended 31 December 2021 (continued)

Amounts in thousands of pounds

### 18 Securities

The Company is party to all credit agreements between RiverLinx Limited and Credit Agricole Corporate and Investment Bank however all committed funds within these agreements are only available to RiverLinx Limited. All facilities within RiverLinx Limited are secured under a Debenture over the assets and income, including project documents and insurance proceeds.

### 19 Ultimate parent undertaking

The immediate parent undertakings are Aberdeen European Infrastructure III B Limited, Brunel UK Investments Limited, Cintra Silvertown Limited and BAM Silvertown Tunnel Holdings Limited who each have 22.5 per cent of the control and Silvertown Investco Limited who has 10 per cent of the control. There is no ultimate parent

### 20 Events since the balance sheet date

On 8 March 2022 a related party, BAM PPP UK Limited, changed its name to Invesis UK Limited.