Company registration number 03912708 (England and Wales)

SERVICES SUPPORT (SEL) HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

COMPANY INFORMATION

Directors	K A Cunningham I D Lamerton
Secretary	Vercity Management Services Limited
Company number	03912708
Registered office	8 White Oak Square London Road Swanley Kent BR8 7AG
Auditor	Johnston Carmichael LLP Bishops Court 29 Albyn Place Aberdeen United Kingdom AB101YL
Bankers	Commerzbank AG London Branch PO Box 52715 London EC2P 2XY

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present the strategic report for the year ended 31 December 2023.

Principal activities and business review
The principal activity of the Company is the holding of an investment in Services Support (SEL) Limited, a special purpose company.

Services Support (SEL) Limited continued operating during the year.

There have not been any significant changes in the Company's principal activities in the year under review.

Principal risks and uncertainties
The Group's activities expose it to a number of financial risks including liquidity risk, interest rate risk and credit risk. These risks are further explained in the Directors' report.

Future developments
The Directors are not aware, at the date of this report, of any major changes in the Group's activities in the next year.

Key performance indicators
The key performance indicator for the Group is the level of performance and unavailability deductions levied by the client, since this reflects the quality of the service being provided. During the period, the Group suffered nominal deductions.

Financial performance indicators for the Group are compliance with its debt covenants set out in the Facilities Agreement with the Lender. These were compliant during 2023 and the latest financial forecast indicates that there are no anticipated future breaches.

On behalf of the board

.....
K A Cunningham
Director
Date: 29 / 04 / 2024

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present their annual report and audited financial statements for the year ended 31 December 2023.

Principal activities
The Company principally operates as a holding company and was formed to hold the equity investment in Services Support (SEL) Limited.

The principal activity of the Group is to design, build, finance and operate three sector police stations and a divisional headquarters in South East London in accordance with an agreement with the Metropolitan Police Authority.

Financial close was achieved on 26 October 2001. The concession period is 27 years. The completion certificate for the initial construction works was received on 29 November 2002 (Deptford station).

Results and dividends
The results for the year are set out on page 9.

Interim dividends were paid amounting to £4,255,778 (2023: £4,589,000). The directors do not recommend payment of a further dividend.

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

K A Cunningham
I D Lamerton

Going concern
At the time of approving the financial statements, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus the Directors continue to adopt the going concern basis of accounting in preparing the financial statements. Further information of the Directors' assessment is contained within note 1.3.

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

Financial risk management objectives and policies
Liquidity risk
The Group manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the Group has sufficient liquid resources to meet the operating needs of the business. At the start of the PFI contract, the Group negotiated debt facilities with an external party to ensure that the Group has sufficient funds over the life of the PFI concession.

Interest rate risk
The Group's borrowings expose it to cash flow risk primarily due to the financial risks of changes in interest rates. The Group uses interest rate swaps to manage the risk and reduce its exposure to changes in interest rates.

Credit risk
The Group's principal financial assets are cash, financial assets and trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables which are with one counterparty, although in the opinion of the board of directors this risk is limited as the receivables are with a local government authority.

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Lifecycle risk

Lifecycle expenditure is the main risk to the Group. The risk being that the allowance for lifecycle costs factored into the financial model is insufficient to cover future lifecycle expenditure, thus resulting in lower profitability and reduced distributions. This is mitigated by regular lifecycle reviews undertaken by the management services provider and a detailed lifecycle review performed every five years.

Future developments

The Directors are not aware, at the date of this report, of any major changes in the Group's activities in the next year.

Auditor

The auditor, Johnston Carmichael LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditor

Each of the Directors in office at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Group's auditor is unaware, and
- the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board

.....
K A Cunningham
Director

Date: 29 / 04 / 2024

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2023

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 company, and of the profit or 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SERVICES SUPPORT (SEL) HOLDINGS LIMITED

Opinion

We have audited the financial statements of Service Support (SEL) Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2023, which comprise the Group Statement of Comprehensive Income, Group Balance Sheet, Company Balance Sheet, Group Statement of Changes in Equity, Company Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 state of the group's and of the parent company's affairs as at 31 December 2023 and of the group's profit 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 responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company 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 or parent 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.

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

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 our 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 this gives rise to 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

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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 the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- The parent company financial statements are not in agreement with the accounting records and returns; or
- Certain disclosures of Directors' remuneration specified by law are not made; or
- We have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 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 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.

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

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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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations by considering their experience, past performance and support available.

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and the parent company and the sector in which it operates, focusing on those provisions that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- FRS 102
- Companies Act 2006
- Corporation Tax legislation
- VAT legislation

We gained an understanding of how the group and company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of relevant correspondence with regulatory bodies and board meeting minutes.

We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls.

We identified a heightened fraud risk in relation to:

- Revenue recognition; and
- Management override of controls.

In addition to the above, the following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- Recalculating the unitary charge received by taking the base charge per the project agreement and uplifting for RPI;
- Agreeing a sample of months' income receipts to invoice and bank statements;
- Performing an assessment on the service margins used in the year and agreeing margins used to the active financial models;
- Reconciling the finance income and amortisation to the finance debtor reconciliation to ensure allocation methodology is in line with contractual terms and relevant accounting standards;
- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- Reviewing the level of and reasoning behind the group and parent company's procurement of legal and professional services
- Performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias;
- Completion of appropriate checklists and use of our experience to assess the Company's compliance with the Companies Act 2006; and
- Agreement of the financial statement disclosures to supporting documentation.

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Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

Use of our report

This report is made solely to the parent 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 parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Johnston Carmichael LLP

Jenny Junnier (Senior Statutory Auditor)
For and on behalf of Johnston Carmichael LLP
Statutory Auditor
Bishops Court
29 Albyn Place
Aberdeen
AB101YL

Date: 29 / 04 / 2024

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £'000	2022 £'000
Turnover	**3**	15,825	11,761
Cost of sales		(9,902)	(7,788)
Gross profit		5,923	3,973
Interest receivable and similar income	**7**	3,925	4,146
Interest payable and similar expenses	**8**	(2,845)	(3,132)
Profit before taxation		7,003	4,987
Tax on profit	**9**	(2,217)	(1,252)
Profit for the financial year		4,786	3,735
Other comprehensive income			
Cash flow hedges gain arising in the year		289	5,939
Cash flow hedges loss reclassified to profit or loss		(201)	(1,559)
Tax relating to other comprehensive income		(21)	(1,006)
Total comprehensive income for the year		4,853	7,109

Profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

The group statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

GROUP BALANCE SHEET

AS AT 31 DECEMBER 2023

	Notes	2023 £'000	2023 £'000	2022 £'000	2022 £'000
Current assets					
Debtors falling due after more than one year	14	35,360		41,459	
Debtors falling due within one year	14	9,138		8,264	
Cash at bank and in hand		7,799		7,270	
		52,297		56,993	
Creditors: amounts falling due within one year	15	(18,395)		(15,905)	
Net current assets			33,902		41,088
Creditors: amounts falling due after more than one year	16		(27,302)		(34,471)
Provisions for liabilities					
Deferred tax liability	19	4,493		5,106	
			(4,493)		(5,106)
Net assets			2,107		1,511
Capital and reserves					
Called up share capital	20		25		25
Hedging reserve			(556)		(623)
Profit and loss reserves			2,639		2,109
Total shareholders' funds			2,107		1,511

29 / 04 / 2024

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

.....

K A Cunningham

Director

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

COMPANY BALANCE SHEET

AS AT 31 DECEMBER 2023

	Notes	2023 £'000	2023 £'000	2022 £'000	2022 £'000
Fixed assets					
Investments	**11**		25		25
Current assets					
Debtors falling due after more than one year	**14**	6,061		6,093	
Debtors falling due within one year	**14**	413		409	
		6,474		6,502	
Creditors: amounts falling due within one year	**15**	(413)		(409)	
Net current assets			6,061		6,093
Total assets less current liabilities			6,086		6,118
Creditors: amounts falling due after more than one year	**16**		(6,061)		(6,093)
Net assets			25		25
Capital and reserves					
Called up share capital	**20**		25		25
Total shareholders' funds			25		25

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £4,256,000 (2022: £4,588,877).

29 / 04 / 2024

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

.....

K A Cunningham
Director

Company Registration No. 03912708

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	Share capital £'000	Hedging reserve £'000	Profit and loss reserves £'000	Total £'000
Balance at 1 January 2022		25	(3,997)	2,963	(1,009)
Year ended 31 December 2022:					
Profit for the year		-	-	3,735	3,735
Other comprehensive income:					
Fair value gain arising on cash flow hedges in the year		-	5,939	-	5,939
Cash flow hedges gains reclassified to profit or loss		-	(1,559)	-	(1,559)
Deferred tax relating to other comprehensive income		-	(1,006)	-	(1,006)
Total comprehensive income for the year		-	3,374	3,735	7,109
Dividends	**10**	-	-	(4,589)	(4,589)
Balance at 31 December 2022		25	(623)	2,109	1,511
Year ended 31 December 2023:					
Profit for the year		-	-	4,786	4,786
Other comprehensive income:					
Fair value loss arising on cash flow hedges in the year		-	289	-	289
Cash flow hedges gains reclassified to profit or loss		-	(201)	-	(201)
Deferred tax relating to other comprehensive income		-	(21)	-	(21)
Total comprehensive income for the year		-	67	4,786	4,853
Dividends	**10**	-	-	(4,256)	(4,256)
Balance at 31 December 2023		25	(556)	2,639	2,107

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	Share capital £'000	Profit and loss account £'000	Total £'000
Balance at 1 January 2022		25	-	25
Year ended 31 December 2022:				
Profit and total comprehensive income for the year		-	4,589	4,589
Dividends	**10**	-	(4,589)	(4,589)
Balance at 31 December 2022		25	-	25
Year ended 31 December 2023:				
Profit and total comprehensive income for the year		-	4,256	4,256
Dividends	**10**	-	(4,256)	(4,256)
Balance at 31 December 2023		25	-	25

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SERVICES SUPPORT (SEL) HOLDINGS LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £'000	2023 £'000	2022 £'000	2022 £'000
Cash flows from operating activities					
Cash generated from operations	23		15,367		13,892
Income taxes paid			(2,590)		(1,427)
Net cash inflow from operating activities			12,777		12,465
Investing activities					
Interest received		207		36	
Net cash generated from investing activities			207		36
Financing activities					
Interest paid		(2,886)		(3,170)	
Repayment of bank loans		(5,313)		(4,053)	
Dividends paid		(4,256)		(4,589)	
Net cash used in financing activities			(12,455)		(11,812)
Net increase in cash and cash equivalents			529		689
Cash and cash equivalents at beginning of year			7,270		6,581
Cash and cash equivalents at end of year			7,799		7,270

The accompanying notes form part of the financial statements.

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1 Accounting policies

Company information

Services Support (SEL) Holdings Limited is a private company limited by shares domiciled in the United Kingdom, incorporated in Great Britain and registered in England and Wales. The registered office is 8 White Oak Square, London Road, Swanley, Kent BR8 7AG.

The Group consists of Services Support (SEL) Holdings Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied.

The financial statements are prepared in sterling, which is the functional currency of the group and the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its parent financial statements. The Company is consolidated in these financial statements. Exemptions have been taken in these parent company financial statements in relation to presentation of a company statement of cashflows.

1.2 Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertaking drawn up to 31 December each year. The subsidiary has a year ended of 31 December 2023.

1.3 Going concern

The Group is in a net asset position as at 31 December 2023. The Directors have reviewed the Group's forecasts and projections, taking into account future cash requirements and forecast receipts, which show that the Group can continue to meet its debt covenants and debts as they fall due.

The Group's operating cash inflows are largely dependent on the unitary charge receipts and the Directors expect these amounts to be received even in severe , but plausible possible downside scenarios. The Group continues to provide the assets in accordance with the contract and are available to be used. As a result the Group does not believe there is any likelihood of a material impact to the unitary payment.

The Directors therefore, at the time of approving the financial statements, have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

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1 Accounting policies **(Continued)**

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

Income received in respect of the service concession is allocated between revenue and capital repayment of, and interest income on, the PFI financial asset using the effective interest rate method. Service revenue is recognised as a margin on non-pass-through operating and maintenance costs.

Pass through income represents the direct pass through of recoverable costs, as specified in the Project Agreement. The Group acts like a principal in this arrangement as it bears the significant risks and rewards associated with the service.

Variation income relates to the recharge of costs incurred for the alteration of the facilities or the services provided, requested by the Authority.

1.5 Fixed asset investments

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

Investments are held at cost less impairment.

1.6 Cash and cash equivalents

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

The Group is obligated to keep a separate cash reserve in respect of future major maintenance and debt service costs. This restricted cash balance, which is shown on the balance sheet within the "cash at bank and in hand" balance, amounts to £5,474,000 at the year end (2022: £3,834,000).

1.7 Financial instruments

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

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

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

Basic financial assets

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

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1 Accounting policies **(Continued)**

Loans and receivables

Loans and other receivables that have fixed or determinable payments that are not quoted in inactive market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Service Concession

The Group is an operator Public Finance Initiative ("PFI") contract. The Group entered into a project agreement (the "contract") with the Metropolitan Police Authority ("The Authority") to design, build, finance, operate and maintain accommodation for a variety of policing activities in South East London and a range of services for that accommodation and other accommodation, to enable the Authority to provide a more effective and efficient police service. The contract negotiations were successfully completed in 26th October 2001 and construction commenced immediately. The project has been fully operational since 16th January 2004. The concession period is for 27 years, during this period the Group has contracted to provide hard and soft services to the Authority. The Group has passed these obligations down to subcontractors respectively via subcontracts. The obligation to provide major maintenance works (lifecycle) is undertaken by Equans E&S Solutions Limited, however, the risk that the costs exceed those forecast in the financial model is borne by the company. The contract entitles the Authority to a share of the profits of the company if the anticipated cumulative shareholder return exceeds 20%. The Authority are entitled to terminate the Contract at anytime by giving 20 days written notice. If the Authority exercise this right they are liable to pay the Group compensation as set out in the Contract, which would include the senior debt, redundancy costs and all amounts shown in the base financial model as payable by the SPV from the date of termination, either in dividends or other distributions on the share capital of the SPV or as payments of interest or repayments of principal on the Subordinated Debt, each amount discounted back at the base financial model post tax blended IRR for share capital or subordinated debt from the date on which it is shown to be payable in the base financial model to the termination date.

As the Group entered into the contract prior to the date of transition to FRS102, the company has taken advantage of the exemption in section 35.10 (i) of FRS102 which permits it to continue to account for the service concession arrangements under the accounting policies adopted under old UK GAAP. In particular, the underlying asset is not deemed to be an asset of the Group under old UK GAAP, because the risks and rewards of ownership as set out in that standard are deemed to lie principally with the Authority.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase the Authority pay the company a fixed Unitary Charge payment, as determined in the Contract, that is inflated by RPI each year. Income is allocated between interest receivable and the finance debtor using a project specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS102 section 23. The Group recognises revenue in respect of the services provided, including lifecycle services, as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

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1 Accounting policies **(Continued)**

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

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

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

Derecognition of financial assets

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

Classification of financial liabilities

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

Basic financial liabilities

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

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. The effective interest method is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instruments.

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

Other financial liabilities

Derivatives, including interest rate swaps, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

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

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

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1 Accounting policies **(Continued)**

Derecognition of financial liabilities

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

1.8 Equity instruments

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

1.9 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in the statement of comprehensive income / other comprehensive income immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

The group does not hold or issue derivative financial instruments for speculative purposes.

Hedge accounting

The Group designates certain hedging instruments, including derivatives, embedded derivatives and nonderivatives, as either fair value hedges or cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item along with risk management objectives and strategy for undertaking various hedge transactions. At the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income.

The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the 'Finance costs for financial instruments measured at fair value through profit or loss' line of note 8.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in the profit or loss in the same line as the recognised hedged item. However when the forecast transaction that is hedged results in the recognition of a non-financial asset or liability, the gains and losses previously accumulated in equity are transferred from equity and included in the initial measurement of the cost of the asset or liability concerned.

1.10 Taxation

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

Current tax

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

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1 Accounting policies **(Continued)**

Deferred tax

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

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

1.11 Interest receivable and Interest payable

Interest payable and similar charges include interest payable on borrowings and associated ongoing financing fees.

Other interest receivable and similar income include interest receivable on funds invested and interest recognised on the finance debtor based upon the finance debtor accounting policy above.

2 Judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

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

Service concession arrangement

Accounting for the service concession contract and finance debtor requires an estimation of service margins, finance debtor interest rates and associated amortisation profile which is based on forecasted results of the service concession contract. Lifecycle costs are a significant proportion of future expenditure. Given the length of the Group's service concession contract, the forecast of lifecycle costs is subject to significant estimation uncertainty and changes in the amount and timing of expenditure could have material impacts. As a result, there is a significant level of judgement applied in estimating future lifecycle costs. To reduce the risk of misstatement, future estimates of lifecycle expenditure are prepared by maintenance experts on an asset by asset basis and periodic technical evaluations of the physical condition of the facilities are undertaken.

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3 Turnover

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

	2023 £'000	2022 £'000
Turnover analysed by class of business		
Service fee income	15,742	11,610
Variation and passthrough income	83	151
	15,825	11,761

	2023 £'000	2022 £'000
Turnover analysed by geographical market		
United Kingdom	15,825	11,761

4 Auditor's remuneration

Fees payable to the Group's auditor and associates:	2023 £'000	2022 £'000
For audit services		
Audit of the financial statements of the group and company	3	2
Audit of the financial statements of the company's subsidiaries	16	15
	19	17

5 Employees

The Group had no employees during the current or prior year.

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6 Directors' remuneration

The Group is managed by secondees from the shareholders under a management services contract.

£177,000 of Directors Fees were incurred for director's services (not paid to directors' individually) by the Group during the year (2022: £155,000).

7 Interest receivable and similar income

	2023 £'000	2022 £'000
Interest income		
Interest on bank deposits	199	36
Interest receivable on finance debtor	3,726	4,062
Total interest revenue	3,925	4,098
Other income from investments		
Gains on financial instruments measured at fair value through profit or loss	-	48
Total income	3,925	4,146

8 Interest payable and similar expenses

	2023 £'000	2022 £'000
Interest on bank overdrafts and loans	2,089	2,376
Interest payable to group undertakings	756	756
Total finance costs	2,845	3,132

9 Taxation

	2023 £'000	2022 £'000
Current tax		
UK corporation tax on profits for the current period	2,851	1,805
Deferred tax		
Origination and reversal of timing differences	(634)	(553)
Total tax charge	2,217	1,252

For the year ended 31 December 2023, the UK rate of 23.50% (2022: 19.00%) is applied.

The Finance Act 2021 was substantially enacted in May 2021 and has increased corporation tax from 19% to 25% with effect from from 1 April 2023. The deferred taxation balances have been measured using the rates expected to apply in the reporting periods when the timing differences reverse.

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9 Taxation (Continued)

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

	2023 £'000	2022 £'000
Profit before taxation	7,003	4,987
Expected tax charge based on the weighted average rate of corporation tax in the UK of 23.50% (2022: 19.00%)	1,646	948
Tax effect of expenses that are not deductible in determining taxable profit	595	437
Adjustments in respect of prior years	1	1
Effect of change in corporation tax rate	(25)	(133)
Deferred tax adjustments in respect of prior years	-	(1)
Taxation charge	2,217	1,252

In addition to the amount charged to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2023 £'000	2022 £'000
Deferred tax arising on:		
Revaluation of financial instruments treated as cash flow hedges	21	1,006

10 Dividends

	2023 £'000	2022 £'000
Interim paid	4,256	4,589

11 Fixed asset investments

	Notes	Group 2023 £'000	Group 2022 £'000	Company 2023 £'000	Company 2022 £'000
Investments in subsidiaries	12	-	-	25	25

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11 Fixed asset investments **(Continued)**

Movements in fixed asset investments

Company	Shares in subsidiaries £'000
Cost or valuation	
At 1 January 2023 and 31 December 2023	25
Carrying amount	
At 31 December 2023	25
At 31 December 2022	25

12 Subsidiaries

Details of the Company's subsidiary at 31 December 2023 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Services Support (SEL) Limited	8 White Oak Square, London Road, Swanley, Kent, UK BR8 7AG	Ordinary Shares	100.00

13 Financial instruments

	Group		Company	
	2023 £'000	2022 £'000	2023 £'000	2022 £'000
Carrying amount of financial liabilities				
Measured at fair value through profit or loss				
- Other financial liabilities	745	832	-	-

Derivative Financial Instruments

All interest rate swap contracts are designated as hedges of variable interest rate risk of the Group's floating rate borrowings. The hedged cash flows are expected to occur and to affect profit or loss over the period to maturity of the interest rate swaps.

The fair value of the derivative financial instrument above comprise the fair value of the interest rate swap designed in the effective hedging relationship which has been determined by reference to the future cash flows of the transaction. The decrease in fair value of the interest rate swap that was recognised in other comprehensive income in the period was £87,000 (2022 a decrease of £4,428,000).

The company uses derivative financial instruments in the form of interest rate swaps to reduce its exposure to interest rate fluctuations on the company's floating rate bank loan. The SONIA rate is determined five business days before the end of each calendar month, with an agreed margin of 5.50250%.

The cashflows on loan and interest rate swaps are paid semi-annually on 30 June and 31 December each year and expire on 30 June 2027.

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14 Debtors

	Group		Company	
	2023	2022	2023	2022
Amounts falling due within one year:	£'000	£'000	£'000	£'000
Trade debtors	2,634	2,274	-	-
Finance debtor	6,436	5,930	-	-
Other debtors	-	-	413	409
Prepayments and accrued income	68	60	-	-
	9,138	8,264	413	409
Amounts falling due after more than one year:				
Amounts owed by group undertakings	-	-	6,061	6,093
Finance debtor	35,360	41,459	-	-
Total debtors	44,498	49,723	6,474	6,502

The financial asset will amortise over the life of concession and the associated interest rates is 8%.

15 Creditors: amounts falling due within one year

		Group		Company	
		2023	2022	2023	2022
	Notes	£'000	£'000	£'000	£'000
Bank loans	17	7,193	5,326	-	-
Amounts owed to parent undertakings	17	413	409	413	409
Corporation tax payable		1,056	795	-	-
Other taxation		551	506	-	-
Derivative financial instruments	13	216	359	-	-
Accruals and deferred income		8,966	8,510	-	-
		18,395	15,905	413	409

16 Creditors: amounts falling due after more than one year

		Group		Company	
		2023	2022	2023	2022
	Notes	£'000	£'000	£'000	£'000
Bank loans	17	20,712	27,905	-	-
Amount due to parent undertakings	17	6,061	6,093	6,061	6,093
Derivative financial instruments	13	529	473	-	-
		27,302	34,471	6,061	6,093

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16 Creditors: amounts falling due after more than one year **(Continued)**

Bank loans
The Group has a £101 million facility provided by a syndicate of banks in order to finance the construction of the project. The loan is repayable in instalments based on an agreed percentage amount of the total facility per annum until the final repayment date on 30 June 2027. Interest on the facilities is charged at rates linked to SONIA plus a margin of 1.00% and a Mandatory Cost Rate of 0.0025%. The Group has entered into a fixed rate swap to mitigate its interest rate exposure. The fixed interest rate on the facility during the operational phase, after taking into consideration the swap, is 6.455%.

The company uses derivative financial instruments in the form of interest rate swaps to reduce its exposure to interest rate fluctuations on the company's floating rate bank loan. The SONIA rate is determined five business days before the end of each calendar month, with an agreed margin of 5.50250%.

Subordinated debt
Amounts owed to parent undertaking comprises of loans of £6,474,000 (2022: £6,502,000). The loans are subject to interest rates at an agreed arms length rate of 12% per annum and are repayable by 2027 in line with agreed repayment schedules.

Amounts included above which fall due after five years are as follows:

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Payable other than by instalments	-	6,340	-	-

17 Loans and overdrafts

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Bank loans	27,905	33,231	-	-
Loans from parent undertakings	6,474	6,502	6,474	6,502
	34,379	39,733	6,474	6,502
Payable within one year	7,606	5,735	413	409
Payable after one year	26,773	33,998	6,061	6,093
	34,379	39,733	6,474	6,502

The loans are secured by a fixed and floating charge over all the assets of the Group and a charge over the shares of the Group.

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18 Provisions for liabilities

	Notes	Group 2023 £'000	2022 £'000	Company 2023 £'000	2022 £'000
Deferred tax liabilities	19	4,493	5,106	-	-

19 Deferred taxation

Deferred tax assets and liabilities are offset where the group or company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

Group	Liabilities 2023 £'000	Liabilities 2022 £'000
Accelerated Capital Allowances	4,898	5,606
Short term timing differences	(219)	(292)
Deferred tax on interest rate swap fair value	(186)	(208)
	4,493	5,106

Movements in the year:	Group 2023 £'000	Company 2023 £'000
Liability at 1 January 2023	5,106	-
Charge to profit or loss	(634)	-
Charge to other comprehensive income	21	-
Liability at 31 December 2023	4,493	-

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20 Share capital

	Group and Company	
	2023	2022
Ordinary share capital	**£'000**	**£'000**
Issued and fully paid		
25,000 Ordinary shares of £1 each	25	25

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

Other Reserves
The Company's other reserves are as follows:

The profit and loss reserve represents cumulative profits or losses.

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

21 Related party transactions

Transactions with related parties
During the year the group entered into the following transactions with related parties:

	Services received	
	2023	2022
	£'000	£'000
Group		
Bosley Project Investments Limited- Loan note interest	378	378
JLIF Holdings (Justice and Emergency Services) Limited - Directors fees	177	163
JLIF Holdings (Justice and Emergency Services) Limited - Loan note interest	378	378
	933	919

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21 Related party transactions **(Continued)**

The following amounts were outstanding at the reporting end date:

	Amounts owed to related parties	
	2023	2022
	£'000	£'000
Group		
Bosley Project Investments Limited - Loan note principal	3,148	3,148
Bosley Project Investments Limited - Loan note interest	190	190
Infrastructure Investments Limited Partnership - Directors fees		24
JLIF Holdings (Justice and Emergency Services) Limited - Loan note principal	3,148	3,148
JLIF Holdings (Justice and Emergency Services) Limited - Loan note interest	190	190
JLIF Holdings (Justice and Emergency Services) Limited - Directors fees	177	156
	6,853	6,856

The following amounts were outstanding at the reporting end date:

	Amounts owed by related parties	
	2023	2022
	£'000	£'000
Group		
Service Support (SEL) Limited - Subordinated debt	6,296	6,296
Service Support (SEL) Limited - Accrued interest	381	381
	6,677	6,677

As at 31 December 2023 the Group was owned 50% by Bosley Project Investments Limited, an indirect subsidiary company of Dalmore Capital 3 LP and 50% by JLIF Holdings (Justice and Emergency Services) Limited, a subsidiary company of Craighouse UK 3 Ltd.

No guarantees have been given or received

22 Controlling party

The ultimate parent and controlling entity is now Dalmore GP Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales, with a registered address of 1 Park Row, Leeds, England, LS1 5AB.

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23 Cash generated from group operations

	2023 £'000	2022 £'000
Profit for the year after tax	4,786	3,735
Adjustments for:		
Taxation charged	2,217	1,252
Finance costs	2,845	3,132
Investment income	(3,925)	(4,146)
Movements in working capital:		
Decrease in debtors	8,943	8,269
Increase in creditors	501	1,650
Cash generated from operations	15,367	13,892

24 *Analysis of changes in net debt - group*

	1 January 2023 £'000	Cash flows £'000	Other non-cash changes £'000	31 December 2023 £'000
Cash at bank and in hand	7,270	529	-	7,799
Borrowings excluding overdrafts	(39,733)	5,313	41	(34,379)
Interest rate swap	(832)	-	87	(745)
	(33,295)	5,842	128	(27,325)

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