

Hub North Scotland (I&F) Limited

Report and Financial Statements

Year ended

30 June 2017

Company Number SC521321

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Hub North Scotland (I&F) Limited

Company Information

Directors	Colin Campbell Nial Gemmell David MacDonald Gavin MacKinlay Paul McGirk Philip McVey Kirsty O'Brien
Registered number	SC521321
Registered office	11 Thistle Place Aberdeen AB10 1UZ
Independent auditor	BDO LLP Citypoint 65 Haymarket Terrace Edinburgh EH12 5HD
Solicitors	Harper MacLeod LLP Citypoint 65 Haymarket Terrace Edinburgh EH12 5HD

Hub North Scotland (I&F) Limited

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Hub North Scotland (I&F) Limited

Directors' Report For the year ended 30 June 2017

The Directors present their report and the financial statements for the year ended 30 June 2017.

Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they present a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments 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 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 to 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.

Principal activity

The principal activity of the Company is the design, construction, finance and maintenance of two new health facilities.

Directors

The Directors who served during the year were:

Derek Anderson (resigned 24 November 2016)
Colin Campbell (appointed 24 November 2016)
Michael Felton (resigned 24 November 2016)
Nial Gemmell (appointed 16 November 2017)
John Hope (appointed 24 November 2016, resigned 31 July 2017)
David MacDonald (appointed 24 November 2016)
Gavin MacKinlay (appointed 24 November 2016)
Paul McGirk (appointed 24 November 2016)
Philip McVey
Kirsty O'Brien (appointed 24 November 2016)

Hub North Scotland (I&F) Limited

Directors' Report (continued) For the year ended 30 June 2017

Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 28th November 2017 and signed on its behalf.



Philip McVey
Director

Hub North Scotland (I&F) Limited

Independent Auditor's report to the members of Hub North Scotland (I&F) Limited

Opinion

We have audited the financial statements of Hub North Scotland (I&F) Limited ("the Company") for the year ended 30 June 2017 which comprise the Statement of Income and Retained Earnings, the Balance Sheet and the related notes to the financial statements, 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, 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 Company's affairs as at 30 June 2017 and of its 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's responsibilities for the audit of the financial statements section of our report. We are independent of the 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Hub North Scotland (I&F) Limited

Independent Auditor's report to the members of Hub North Scotland (I&F) Limited (continued)

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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's 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.; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, 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 determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Hub North Scotland (I&F) Limited

Independent Auditor's report to the members of Hub North Scotland (I&F) Limited (continued)

Auditor's responsibilities for the audit of the financial statements

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.

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 at the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



Alastair Rae (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Edinburgh
United Kingdom

29 November 2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Hub North Scotland (I&F) Limited

Statement of Income and Retained Earnings For the year ended 30 June 2017

	Note	2017 £	2016 £
Turnover	4	12,494,939	-
Cost of sales		(12,431,926)	-
Gross profit		63,013	-
Administrative expenses		(30,141)	-
Operating profit	5	32,872	-
Interest receivable and similar income	7	211,067	-
Interest payable and similar charges	8	(191,928)	-
Profit before tax		52,011	-
Tax on profit	9	(10,207)	-
Profit after tax		41,804	-
Profit for the year		41,804	-
Retained earnings at the end of the year		41,804	-

The notes on pages 8 to 16 form part of these financial statements.

Hub North Scotland (I&F) Limited

Registered number: SC521321

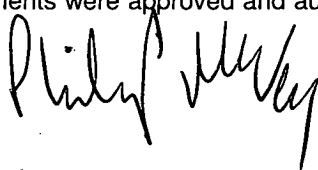
Balance Sheet As at 30 June 2017

	Note	2017 £	2017 £	2016 £	2016 £
Current assets					
Debtors: amounts falling due after more than one year	10	12,705,906	-	-	-
Debtors: amounts falling due within one year	10	543,985	-	1	-
Cash at bank and in hand	11	187,646	-	-	-
		<u>13,437,537</u>		<u>1</u>	
Creditors: amounts falling due within one year	12	(165,670)	-	-	-
Net current assets			<u>13,271,867</u>		<u>1</u>
Total assets less current liabilities			<u>13,271,867</u>		<u>1</u>
Creditors: amounts falling due after more than one year	13	(13,229,063)	-	-	-
		<u>42,804</u>		<u>1</u>	
Net assets			<u><u>42,804</u></u>		<u><u>1</u></u>
Capital and reserves					
Called up share capital	14	1,000	-	-	-
Profit and loss account	15	41,804	-	-	-
		<u>42,804</u>		<u>1</u>	

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

28/11/17



Philip McVey
Director

The notes on pages 8 to 16 form part of these financial statements.

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

1. General information

The Company is a private company limited by shares and incorporated in Scotland, UK. The Company's registered office address and Company number as noted on the company information page. The principal activity is as described in the Directors' Report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The financial projections indicate that sufficient funds will be generated to allow ongoing obligations to be met as they fall due and the Directors are therefore satisfied that the going concern basis is appropriate. The Directors have considered a period of at least 12 months from the date of approval of the financial statements.

2.3 Revenue

Revenue recognised is the certified value of the works completed on construction. An element of profit has been recognised in revenue throughout the construction phase as required by FRS 102. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably;
- the cost incurred and the costs to complete the contract can be measured reliably.

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

2. Accounting policies (continued)

2.4 Debtors

Short term receivables are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Amounts due under service concession arrangement contracts are recognised as a financial asset. The financial asset that is recognised as consideration for construction or upgrade services is measured initially at fair value, based on the fair value of the construction or upgrade services provided. After initial recognition the financial asset is accounted for in accordance with Section 11 of FRS 102 and measured at amortised cost.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other amounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. If the arrangements of a short-term instrument constitute a financing transaction, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of income and retained earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an 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.

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

2. Accounting policies (continued)

2.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8 Finance costs

Finance costs are charged to the statement of income and retained earnings over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Interest income

Interest income is recognised in the statement of income and retained earnings using the effective interest method.

2.10 Borrowing costs

All borrowing costs are recognised in the statement of income and retained earnings in the year in which they are incurred.

Borrowing costs that relate directly to the construction of the asset are capitalised as part of the cost of the asset. Capitalisation of borrowing costs ceases when the construction of the asset is completed.

2.11 Taxation

Tax is recognised in the statement of income and retained earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the Directors have made a judgement as to the value of profit relating to the construction stage of the project and to the value of interest receivable on the financial asset recognised in accounting for the service concession arrangement. Factors taken into account in reaching such decisions include the overall expected profit on the contract, the stage of completion of the contract and the relative budgeted revenue and costs associated with each contract component at the outset of the project.

4. Turnover

All turnover arose within the United Kingdom.

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

5. Operating profit

The operating profit is stated after charging:

	2017 £	2016 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	2,875	-
Fees payable to the Company's auditors and its associates for other services to the group:		
Accountancy fees	2,250	-
Taxation compliance services	850	-
Other taxation services	500	-
	<u>211,067</u>	<u>-</u>

6. Employees

The Company has no employees other than the Directors, who did not receive any remuneration (2016 - £Nil).

7. Interest receivable and similar income

	2017 £	2016 £
Bank interest	101	-
Interest received on financial asset	210,966	-
	<u>211,067</u>	<u>-</u>

8. Interest payable and similar charges

	2017 £	2016 £
Interest on senior debt loan	151,930	-
Interest on subordinated debt loans	39,998	-
	<u>191,928</u>	<u>-</u>

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

9. Taxation

	2017 £	2016 £
Corporation tax		
Current tax on profits for the year	10,207	-
	<u>10,207</u>	<u>-</u>
Total current tax	<u>10,207</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>10,207</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year/period is lower than (2016 - the same as) the standard rate of corporation tax in the UK of 19.75% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	52,011	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.75% (2016 - 20%)	10,273	-
Effects of:		
Other differences leading to a (decrease) in the tax charge	(66)	-
Total tax charge for the year/period	<u>10,207</u>	<u>-</u>

Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. A further reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

10. Debtors

	2017 £	2016 £
Due after more than one year		
Financial asset - amounts recoverable on contract	12,705,906	-
	<u>12,705,906</u>	<u>-</u>
	2017 £	2016 £
Due within one year		
Amounts owed by group undertakings	-	1
Other debtors	543,985	-
	<u>543,985</u>	<u>1</u>

11. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	187,646	-
	<u>187,646</u>	<u>-</u>

12. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	61,904	-
Corporation tax	10,207	-
Accruals and deferred income	93,559	-
	<u>165,670</u>	<u>-</u>

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

13. Creditors: Amounts falling due after more than one year

	2017 £	2016 £
Senior debt loan	12,520,392	-
Subordinated loans	708,671	-
	<u>13,229,063</u>	<u>-</u>

Secured loans

The senior debt loan represents a loan from Aviva Public Private Finance Limited which is secured over the assets of the Company. The total loan facility is for £54,282,166.

The subordinated loans represent loans from entities in the same corporate groups as the joint controlling parties and shareholders of the immediate parent. The loans are repayable in half yearly instalments commencing in March 2019 with the final repayment due in March 2044. The loans are unsecured and bear interest at a rate of 10.2%.

Creditors due after 5 years

Creditors include amounts repayable by instalment that are not wholly repayable within 5 years of £7,365,319 (2016 - £Nil).

14. Share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1</u>

During the year, 999 ordinary shares were issued at par value. All shares rank pari passu.

15. Reserves

Profit and loss account

The profit and loss account represents the cumulative profits and losses.

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

16. Related party transactions

During the year, the entity entered into the following transactions with related parties:

	Invoiced 2017 £	Amounts outstanding 2017 £
ACP: North Hub Limited(1)	209,200	5,951
Hub North Scotland Limited(2)	282,163	1,585
Galliford Try Investments Limited(3)	10,193	-
Galliford Try Building Ltd T/A Morrison Construction(3)	13,722,561	24,193
Currie and Brown UK Limited(4)	39,840	5,100
Currie and Brown Investment Services Limited(4)	35,186	8,378
Equitix Fund IV LP(5)	4,854	4,854
	14,303,997	50,061

Subordinated debt

	Total subordinated debt 2017 £	Rolled up interest 2017 £
Scottish Futures Trust Investments Limited(1)	177,167	9,999
Hub Charitable Foundation Investments Limited(1)	354,337	19,999
Grampian Health Board(1)	177,167	9,999
Total	708,671	39,997

Amounts outstanding includes creditors which are disclosed net of VAT and amounts accrued at the year end.

1. A shareholder in the immediate parent company, Hub North Scotland (I&F) Holdings Limited.
2. Directly owned by ACP: North Hub Limited (1).
3. Part of the same corporate group as Galliford Try (North Hub) Investments Limited, which is a shareholder in ACP: North Hub Limited (1).
4. Part of the same corporate group as Currie & Brown Investments Limited, which is a shareholder in Currie & Brown Equitix Limited (6).
5. Part of the same corporate group as Equitix N Hubco Limited, which is a shareholder in Currie & Brown Equitix Limited (6).
6. Currie & Brown Equitix Limited is a shareholder in ACP: North Hub Limited (1).

Hub North Scotland (I&F) Limited

Notes to the financial statements For the year ended 30 June 2017

17. Controlling party

The immediate parent company is Hub North Scotland (I&F) Holdings Limited. ACP: North Hub Limited is the majority shareholder of Hub North Scotland (I&F) Holdings Limited but, in the opinion of the Directors, is not considered to be the controlling party. There is therefore considered to be no controlling party of this entity.