Registered number: 08346271

HIGH SPEED RAIL FINANCE (1) PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

CONTENTS

J Curley

Directors

S Jones
K Ludeman
A Pitt
A Leness
P Robson
Intertrust Directors 1 Ltd
M Osborne
O Racine

K Ludeman

Chairman

L Clarke-Bodicoat (resigned 11 May 2023)

Company secretary

Independent auditors

Statutory Auditor
London
United Kingdom

5th Floor, Kings Place

Registered office

90 York Way
London
N1 9AG

The Directors present their Annual Report on the affairs of High Speed Rail Finance (1) plc (the 'Company') together with the audite financial statements for the year ended 31 March 2023.

The Directors, in preparing this strategic report, have complied with section 414C of the Companies Act 2006.

The business model

High Speed Rail Finance (1) plc (the “Company”) is a wholly owned subsidiary of Helix Acquisition Limited, a company registered in Englan and Wales.

The Company’s main purpose is to administer and manage an element of the debt raising strategy for the Helix Acquisition Limited grou (the “Group”) of companies. The Company has issued £856.5m of bonds that are listed on the London Stock Exchange. £246.5m of thes bonds are index linked.

The Directors do not anticipate any changes to activities of the Company in the foreseeable future.

A fair review of the business

The Company made a profit of £5,000 during the year (2022: £5,000).

No dividends have been paid or proposed for the current year (2022: £nil).

It is not anticipated that the Company will require additional borrowings for the foreseeable future.

The Directors believe that an understanding of the performance and position of the business is more useful when viewed on a Group wid basis. Reference should be made to the key performance indicators included within the Annual Report of Betjeman Holdings Limited which i available as detailed in note 18 to these financial statements

Principal risks and uncertainties

The Company has a risk management process and arrangements that enable the organisation to systematically identify, assess, manage and monitor business and financial risks.

The principal risks and uncertainties faced by the Company are interest rate risk, market risk, liquidity risk, economic risk, and credit risk. Th Board regularly reviews these risks and approves the use of financial instruments to manage risk. More information on the management o risk and uncertainties is provided in the financial statements of the intermediary parent company noted above.

Interest rate risk

Interest rate risk is the risk that fluctuations in interest rates could result in volatility in interest payable and receivable. The Company has n floating interest rate financial assets or financial liabilities. As the interest on all of the Company's financial instruments is fixed there is n interest rate risk.

Inflation risk

Inflation risk is the risk that changes in the Retail Price Index ("RPI") results in the volatility of the value of future cash inflows and outflows The Company's exposure to inflation risk is low as:

• The Company's financial obligations relating to the listed bonds are equally matched by the receipts on the loans to the Grou undertakings;
• The Group continues to provide financial support to the Company; and
• The Group has adequate resources to meet its financial obligations as they fall due.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's exposure t liquidity risk is low as:

• The Company's financial obligations relating to the listed bonds are equally matched by the receipts on the loans to the Grou undertakings;
• The Group continues to provide financial support to the Company; and
• The Group has adequate resources to meet its financial obligations as they fall due.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet contractual obligations. Cred risk is considered to be low as all loans are to Group undertakings.

Economy

Economic risk could include failure to adapt to structural change. The Group monitors potential long-term shifts in the economy that coul impact the business, such as travel, commuting, home working and internet shopping.

Economic risk could also include passenger flow disruption from new border control requirements. Changes in immigration rules, increase public health measures, or EU border arrangements could negatively impact passenger experience or discourage international travel. Mos of the train paths that run on the infrastructure are domestic, which helps to insulate the Group from these risks. Furthermore, juxtapose border controls, which removes the requirement for passport control at onboarding, is a key competitive advantage over air for internationa travel. The Group continues to have conversations with customers, suppliers, the regulators, and government to mitigate any risks.

Approval

This report was approved by the Board and signed on its behalf.

....
P Robson
Director

Date: 15 June 2023

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2023

The Directors present their report and the financial statements of the Company for the year ended 31 March 2023.

Matters covered in the Strategic Report

As permitted under s.414C(2) of the Companies Act 2006, certain matters which are required to be disclosed in the Directors' Report hav been omitted as they are included within the strategic report. These matters relate to future developments.

Directors

The Directors who served during the year and to the date of approval of the financial statements were as follows:

J Curley
S Jones
K Ludeman
A Pitt
A Leness
P Robson
Intertrust Directors 1 Ltd
M Osborne
O Racine

Directors indemnities

The Group maintains insurance against Directors and Officers liability as permitted by the Companies Act 2006 for the benefit of th Directors and Officers of the Company excluding Intertrust Directors 1 Limited. Qualifying third party indemnity provisions for the benefit o Intertrust Directors 1 Limited are maintained by Intertrust Management Limited. None of the Directors who served during the year had an interest in the shares of the Company or any other Betjeman Holdings JvCo Limited group company.

Corporate governance

The Directors have been charged with governance in accordance with the transaction documents describing the structure and operation o the transaction. The governance structure of the Company is such that the key policies have been predetermined at the time of issuance an the operational roles have been assigned to third parties with their roles strictly governed by the transaction documents.

The transaction documents provide for procedures that have been designed for safeguarding assets against unauthorised use or dispositio for maintaining proper accounting records, and for the reliability and usefulness of financial information used within the business or fo publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives whilst enablin them to comply with the regulatory obligations.

Due to the nature of the securities which have been issued, the Company is largely exempt from the disclosure requirements of the Financia Conduct Authority pertaining to the Disclosure and Transparency Rules (“DTR”) as detailed in DTR 7.1 audit committees and 7.2 corporat governance statements (save for DTR 7.2.5 requiring a description of the features of the internal control and risk management systems).

The Ultimate Parent Entity, Betjeman Holdings JVCO Limited, has an Audit & Finance Committee and Board that meets the requirements o DTR.

Political donations

Political donations during the year were £nil (31 March 2022: £nil).

Going concern

The Directors have considered the use of the going concern basis in the preparation of these financial statements in light of the curren economic conditions and concluded that this remains appropriate. More information is provided in note 2.2 to these financial statements.

Subsequent events

Details of significant events since the balance sheet date are contained in note 19 to the financial statements.

Disclosure of information to auditors

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 informatio and to establish that the Company'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.

Auditors

The auditors, Deloitte LLP, will be proposed for reappointment in accordance with section 489 of the Companies Act 2006.

Approval

This report was approved by the Board and signed on its behalf.

....
P Robson
Director

Date: 15 June 2023

5th Floor, Kings Place
90 York Way
London
N1 9AG

The Directors are responsible for preparing the annual report and the financial statements of the Company in accordance with applicable la and regulations.

Company law requires the Directors to prepare financial statements of the Company for each financial year. Under that law the Director have elected to prepare the financial statements of the Company in accordance with United Kingdom Generally Accepted Accountin Practice and applicable law, including Financial Reporting Standard 101 ‘Reduced Disclosure Framework’. Under company law the Director must not approve the financial statements of the Company unless they are satisfied that they give a true and fair view of the state of affairs o the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;

- state whether applicable UK Accounting Standards have been followed;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue i business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transaction and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financia statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence fo taking reasonable steps for the prevention and detection of fraud and other irregularities.

....
P Robson
Director

Date: 15 June 2023

5th Floor
Kings Place
90 York Way
London
N1 9AG

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HIGH SPEED RAIL FINANCE (1) PLC

1. Opinion

In our opinion the financial statements of High Speed Rail Finance (1) plc (the ‘company’):

- give a true and fair view of the state of the company’s affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 “Reduced Disclosure Framework”; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 19.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 “Reduced Disclosure Framework” (United Kingdom Generally Accepted Accounting Practice).

2. 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 Financial Reporting Council’s (the ‘FRC’s’) Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that we have not provided any non-audit services prohibited by the FRC’s Ethical Standard to the company.

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

3. Summary of our apprach

Key audit matters	The key audit matters that we identified in the current year is the impairment of debtors (calculation of expected credit losses (‘ECL’)). Within this report, key audit matters are identified as follows: Newly identified Increased level of risk Similar level of risk Decreased level of risk
Materiality	The materiality that we used in the current year was £3.9 million. This was initially determined based on 1% of total assets but was subsequently capped at £3.9m for the purpose of our audit of the parent company.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HIGH SPEED RAIL FINANCE (1) PLC

Scoping	Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.
Significant changes in our approach	There have been no changes to our audit approach since the issuance our prior year audit report.

4. 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.

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- obtaining an understanding of relevant controls around the going concern assessment, including management review controls;
- assessing the key assumptions made by the directors to capture potential downside risks, including the associated macro-economic assumptions, with a particular focus on the headroom available and the wider Betjeman Holdings Limited group's cash resources, under severe but plausible stress scenarios;
- assessing the group's lending facilities, their availability and compliance with covenants; and
- evaluating the appropriateness of the financial statement disclosures in respect of going concern.

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

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

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1 Impairment of debtors (calculation of ECL)

Key audit matter description	Debtors from group undertakings are stated in the balance sheet at 985.3 million (2022: £941.7 million) and these represent 99.9% (2022: 99%) of the gross assets of the Company. No ECL provision has been recorded against these assets. We consider impairment of debtors a key audit matter due to the material level of intercompany debtors held on the Company's balance sheet and the risk of impairment (linked to the calculation of ECL). The calculation of an expected credit loss provision depends on a variety of factors including credit default rates and the probability of default. Further details are included within accounting policies and notes 11 and 12 to the financial statements.
How the scope of our audit responded to the key audit matter	We obtained an understanding of relevant controls related to the calculation of the ECL provision. We challenged the directors' calculation of the ECL provision by challenging the key assumptions used in the calculation of the expected credit losses including agreeing credit default rates and the probability of default to external benchmarks. We also involved our treasury specialists to assess the Directors methodology in calculating the ECL provision.
Key observations	Based on the work performed we concluded that debtors and the ECL provision are appropriately stated.

6. Our application of materiality

6.1 Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality	£3.9 million (2022: £3.2 million)
Basis for determining materiality	1% of total assets capped at 93% of the materiality we applied in auditing the consolidated financial statements of the parent Betjeman Holdings JVCo Limited. (2022: 2% of total assets, capped at group materiality).
Rationale for the benchmark applied	We determined materiality based on total assets as this is the key metric used by management, investors, analysts and lenders, with shareholder value being driven by total asset value.

6.2 Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. Performance materiality was set at 70% of materiality for the 2023 audit (2022: 70%). In determining performance materiality, we considered the following factors:

a) our risk assessment, including our assessment of the company's overall control environment,
b) our past experience of the audit, which has indicated a low number of corrected and uncorrected

misstatements in prior periods

6.3 Error reporting threshold

We agreed with the Audit and Finance Committee that we would report to the Committee all audit differences in excess of £195,000 (2022: £160,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit and Finance on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of the audit

7.1 Scoping
Our audit was scoped by obtaining an understanding of the entity and its environment, including internal control, and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

7.2 Our consideration of the control environment

We have obtained an understanding of the relevant controls such as those relating to the financial reporting cycle and those in relation to our key audit matter.

We have decided not to rely on controls for the company audit as the control environment is predominantly manual in nature.

8. 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

9. 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 determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

10. 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 FRC's website at: www.frc.co.uk/auditorsresponsibilities . This description forms part of our auditor's report.

11. Extent to which 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.

11.1 Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the company's remuneratio policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, directors and the Audit and Finance Committee about their own identification and assessment o the risks of irregularities including those that are specific to the company's sector;
- any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to:
- identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
- detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
- the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and relevant internal specialists, including tax and financial instrument specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identifiec the greatest potential for fraud in the management's assessment of the expected credit loss and our procedures to address are noted in section 5.1 of this report. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but complianc with which may be fundamental to the company's ability to operate or to avoid a material penalty.

11.2 Audit response to risks identified

As a result of performing the above, we identified impairment of debtors (calculation of ECL) as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Audit and Finance Committee and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, and reviewing correspondence with HMRC; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. 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.

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 any material misstatements in the strategic report or the directors’ report.

13. Matters on which we are required to report by exception

13.1 Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:
- we have not received all the information and explanations we require for our audit; or
- 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.

We have nothing to report in respect of these matters.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HIGH SPEED RAIL FINANCE (1) PLC

13.2 Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of these matters.

14. Other matters which we are required to address

14.1 Auditor tenure

Following the recommendation of the Audit and Finance Committee, we were appointed by Board on 1 November 2013 to audit the financial statements for the year ending 31 March 2014 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 10 years, covering the years ending 31 March 2014 to 31 March 2023.

14.2 Consistency of the audit report with the additional report to the Audit and Finance Committee

Our audit opinion is consistent with the additional report to the Audit and Finance Committee we are required to provide in accordance with ISAs (UK).

15. 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.

Daryl Winstone (Senior statutory auditor)

for and on behalf of

Deloitte LLP

Statutory Auditor

London

United Kingdom

15 June 2023

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2023

	Note	2023 £m	*2022 £m*
	4	-	-

	Note		
Turnover			
Other operating expenditure		**-**	-
Operating profit		**-**	-
Interest receivable and similar income	8	**74.8**	*53.5*
Interest payable and similar charges	9	**(74.8)**	*(53.5)*
Profit before taxation		**-**	-
Tax on profit	10	**-**	-
Total comprehensive income for the year		**-**	-

The notes on pages 17 to 28 form part of these financial statements.

All activities of the Company in the current and preceding year relate to continuing operations.

BALANCE SHEET
AS AT 31 MARCH 2023

	Note	2023 £m	2023 £m	*2022 £m*	*2022 £m*

	Note				
Non-current assets					
Debtors: amounts falling due after more than one year	11		**978.5**		*935.9*
Current assets					
Debtors: amounts falling due within one year	12	**14.2**		*13.9*	
Cash at bank and in hand	13	**0.1**		*0.1*	
		14.3		*14.0*	
Creditors: amounts falling due within one year	14	**(14.2)**		*(13.9)*	
Net current assets			**0.1**		*0.1*
Total assets less current liabilities			**978.6**		*936.0*
Creditors: amounts falling due after more than one year	15		**(978.5)**		*(935.9)*
Net assets			**0.1**		*0.1*

Capital and reserves			
Called up share capital	16	**0.1**	*0.1*
Retained earnings	17	**-**	-
Shareholders' funds		**0.1**	*0.1*

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

....
P Robson
Director

Date: 15 June 2023

The notes on pages 17 to 28 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2023

	Called up share capital £m	Total equity £m
At 1 April 2021	**0.1**	**0.1**
Profit for the year	-	-
At 1 April 2022	**0.1**	**0.1**
Profit for the year	-	-
At 31 March 2023	**0.1**	**0.1**

The notes on pages 17 to 28 form part of these financial statements.

General information

1.

High Speed Rail Finance (1) plc (the “Company”) is a company limited by shares and incorporated and domiciled in the Unite Kingdom.

These financial statements are prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company’s financial statements are presented in Sterling and all values are rounded to the nearest million pounds except whe otherwise indicated.

The Company’s intermediate parent undertaking, Betjeman Holdings Limited, includes the Company in its consolidated financia statements. The consolidated financial statements of Betjeman Holdings Limited are available to the public and may be obtained fron 5th Floor, Kings Place, 90 York Way, London N1 9AG.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented on thes financial statements.

The principal accounting policies adopted by the Company are set out in note 2.

2. Accounting policies

2.1 Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ende
31 March 2023.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

a) the requirements of IFRS 7 “Financial Instruments”: Disclosures, this exemption requires that equivalent disclosures ar included in the consolidated financial statements of the group in which the entity is consolidated;
b) the requirements of paragraphs 91-99 of IFRS 13 “Fair Value Measurement”, this exemption requires that equivaler disclosures are included in the financial statements of the group in which the entity is consolidated;
c) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 “Presentation of Financial Statements”;
d) the requirements of IAS 7 “Statement of Cash Flows”;
i. the requirements of paragraphs 30 and 31 of IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”;
e) the requirements of paragraph 17 of IAS 24 “Related Party Disclosures”; and
f) the requirements in IAS 24 “Related Party Disclosures” to disclose related party transactions entered into between two or mor members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
g) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets, thi exemption requires that equivalent disclosures are included in the consolidated financial statements of the group in which th entity is consolidated.

2. Accounting policies (continued)

2.2 Going concern

The Company exists to administer the debt raising strategy for the Betjeman Holdings JvCo Limited group. The main tradin company of the Betjeman Holdings JvCo Limited group is HS1 Limited, a company that holds the concession to operate, maintai and renew the high speed rail line connecting London's St Pancras International Station to Europe via the Channel Tunnel. At 3 March 2023, the Company has net current assets but is dependent on the performance of HS1 Limited to repay its liabilities a they fall due.

The Group has prepared a range of forecast scenarios to reflect the economic uncertainty. The Directors have reviewed busines forecasts against the cashflow, and covenant requirements of the Group and concluded the Group is able to meet its obligation as they fall due. The Directors have also reviewed the plans to protect the Group's liquidity, including working capital and cos reduction options. These forecasts also benefit from the security of revenue reflecting the UK Government underpinnin arrangements. The Group also performed analysis of downside scenarios, with limited growth in train paths, noting that in thes scenarios the Group would be able to meet covenant requirements and have sufficient liquidity to operate. The financia statements have accordingly been prepared on a going concern basis.

Having due regard to the performance of HS1 Limited, the availability of working capital and the facilities under the loa agreement with the parent undertaking, the Directors believe that the Company has sufficient resources to meet its liabilities. Th financial statements have accordingly been prepared on a going concern basis.

2.3 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument o another entity.

a. Financial assets and financial liabilities

Initial recognition and measurement

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of th instrument. Regular way purchases and sales of financial assets are recognised on the trade-date, which is the date on which th Company has committed to purchase or sell the instrument in question.

Classification and measurement of financial assets and financial liabilities

On initial recognition financial assets are classified and measured at amortised cost, fair value through other comprehensiv income ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification depends on both the business model fo managing the financial assets and their contractual cash flow characteristics. With the exception of trade receivables that do no contain a significant financing component or for which the Company has applied the practical expedient, the Company initiall measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transactio costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practica expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise t cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment i referred to as the SPPI test and is performed

2. Accounting policies (continued)

at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets to generate cas flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financia assets, or both.

On initial recognition, financial liabilities are classified as measured at either amortised cost or FVTPL. The Company's financia liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement - Financial assets at amortised cost

This category is the most relevant to the Company (trade receivables, non-current financial assets) and includes the Company' financial asset arising from it service concession arrangement. The Group measures financial assets at amortised cost if both c the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cas flows and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal an interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject t impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Subsequent measurement - Financial assets at fair value through profit and loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated as hedgin instruments in an effective hedge, or financial assets mandatorily required to be measured at fair value. Financial assets at fa value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognise in the statement of profit or loss except to the extent they are subject to hedge accounting.

Derecognition

A financial asset is primarily derecognised when:
- The rights to receive cash flows from the asset have expired or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cas flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company ha transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retaine substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value throug profit or loss.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk sinc initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-month (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initia recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure,

2. Accounting policies (continued)

irrespective of the timing of the default (a lifetime ECL).

When assessing whether there has been a significant increase in credit risk management have used qualitative elements such a changes to the economy, late payment of interest, whether interest has been waived and whether there has been evidence fror internal reporting to indicate economic performance would be worse than expected.

No adjustment required to the Company's financial statements for ECL in the year.

Subsequent measurement - financial liabilities

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Gains or losses on liabilities hel for trading are recognised in the statement of profit or loss.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EI method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EI amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

b. Derivative financial instruments and hedge accounting Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognise directly in other comprehensive income ("OCI"). Any ineffective portion of the hedge is recognised immediately in the profit or los account.

For cash flow hedges, where the forecast transactions resulted in the recognition of a non-financial asset or non-financial liability the hedging gain or loss recognised in OCI is included in the initial cost or other carrying amount of the asset or liability Alternatively, when the hedged item is recognised in the profit or loss account the hedging gain or loss is reclassified to the prof or loss account. When a hedging instrument expires or is sold, terminated or exercised, or the entity discontinues designation c the hedge relationship, but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that poir remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction i no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the incom statement immediately.

c. Interest Rate Benchmark Reform Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16

The impact of Interest Rate Benchmark Reform was recognised in the prior year accounts. This impacted the Company's floatin rate debt that was previously linked to LIBOR but is now linked to SONIA.

2. Accounting policies (continued)

2.4 Trade and other debtors/creditors

Trade debtors, which generally have 30-90 day terms, are recognised and carried at the lower of their original invoiced value an recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision fo impairment is made through profit or loss when there is objective evidence that the Company will not be able to recover balance in full. Balances are written off when the probability of recovery is assessed as being remote.

2.5 Cash at bank and in hand

Cash and short term deposits in the balance sheet comprise cash at banks and in hand and short term deposits with an origina maturity of three months or less.

2.6 Other interest receivable and interest payable

Other interest receivable comprises interest receivable from loans to fellow Group undertakings. Interest receivable is recognise in the profit and loss account as it accrues using the effective interest rate method.

Interest payable is recognised in the profit and loss account as it accrues using the effective interest rate method.

Finance charges, including premiums payable on settlement or redemptions and direct issue costs are accounted for on a accruals basis and taken to the profit and loss account using the effective interest rate method and are added to the carryin value of the instrument to the extent that they are not settled in the period in which they arise.

2. Accounting policies (continued)

2.7 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except t the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognise directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted o substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments i periods different from those in which they are recognised in the financial statements. The following timing differences are no provided for:

• differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions fo retaining the tax allowances have been met; and
• differences relating to investments in subsidiaries to the extent that it is not probable that they will reverse in the foreseeabl future and the reporting entity is able to control the reversal of the timing difference.

Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable o are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income o expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at whic an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can b deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax. Deferred tax is measured at the tax rat that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balanc sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will b recovered against the reversal of deferred tax liabilities or other future taxable profits.

3.

Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect th amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses durin the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Provision for expected credit losses of trade receivables and contract assets

The Company recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initia recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-mont ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowanc is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

In calculating an ECL on intercompany balances management have determined whether the default risk on the loan has increase and consequently if there has been a significant increase in credit risk. This evaluation of the default rate is open to significar judgements, estimates and assumptions. The Company did not recognise any ECLs at the year end.

Critical judgements in applying the Company's accounting policies

The Directors do not consider there to be any critical judgments involved in the application of the accounting policies for th preparation of the financial statements.

4.

Turnover

All turnover arises in the United Kingdom from providing financing activities on behalf of the Group, which is deemed to be a singl operating segment by the Chief Operating Decision Maker (being the Board of Directors). As such, no further segmental analysis i presented.

This activity is considered to be a single service line and is carried out solely in the United Kingdom. The Company has no customer external to the Group.

5.

Auditors' remuneration

The fees payable to the Company's auditor for the audit of the Company's financial statements of £10,818 (2022: £8,900) have been borne by another Group company.

6.

Staff numbers and costs

The Company had no employees in the year (2022: none).

7. **Remuneration of directors**

The total remuneration including charges for the services of the Directors was:

	2023	*2022*
	£000	*£000*
	9.5	*8.9*

Directors' emoluments

Remuneration paid to the highest paid director	**9.5**	*8.9*

No pension contribution was paid in respect of any Director during the year (2022: £nil).

8.

Interest receivable

	2023 £m	*2022 £m*
Interest receivable on loans to group companies	**74.8**	*53.5*
	74.8	*53.5*

Interest payable and similar expenses

9.

	2023 **£m**	*2022* *£m*
Interest payable on listed bonds	**74.8**	*53.5*
	74.8	*53.5*

10.

Taxation

The aggregate current and deferred tax relating to items that are recognised as items of other comprehensive income or directly in equity is £1,165 (2022: £950).

Factors affecting tax charge for the year

The tax assessed for the year is the same as *(2022 - the same as)* the standard rate of corporation tax in the UK of 19% *(2022 - 19%)* as set out below:

	2023 **£m**	*2022* *£m*
Profit before tax	**-**	-
Profit multiplied by standard rate of corporation tax in the UK of 19% (2022 - 19%)	**-**	-
Total tax charge for the year	**-**	-

The Finance Act 2021 includes an increase to the UK's main corporation tax rate from 19% to 25%, which took effect from 1 April 2023. The legislation was substantively enacted at the balance sheet date, so the new rate has been reflected in the measurement of deferred tax balances at the period end.

11. Debtors: amounts falling due after one year

	2023 £m	2022 £m
Loans owed by group undertakings	**971.7**	*928.5*
Less: unamortised debt issuance costs	**(4.1)**	*(4.5)*
Less: unamortised discount on issue of loan	**(4.5)**	*(5.0)*
Plus: unamortised premium on issue of loan	**15.4**	*16.9*
	978.5	*935.9*

The amounts owed by Group undertakings due in more than one year match the exact terms and maturities as the listed bonds tha the Company issued on 14 February 2013 and 17 April 2015 as detailed in note 15.

12. Debtors: amounts falling due within one year

	2023	*2022*
	£m	*£m*
Loans owed by group undertakings	**13.6**	*13.2*
Less: unamortised debt issuance costs	**(0.4)**	*(0.4)*
Less: unamortised discount on issue of loan	**(0.4)**	*(0.4)*
Plus: unamortised premium on listed bonds	**1.4**	*1.5*
	14.2	*13.9*

The amounts relate to accrued interest on the loans due from group undertakings due within one year match the exact terms an maturities as the listed bonds that the Company issued on 14 February 2013 and 17 April 2015 as detailed in note 15.

13.

Cash and cash equivalents

	2023 £m	*2022 £m*
Cash at bank and in hand	**0.1**	*0.1*
	0.1	*0.1*

14.

Creditors: amounts falling due within one year

	2023 **£m**	*2022* *£m*
Accruals	**13.5**	*13.2*
Less: unamortised debt issue costs	**(0.4)**	*(0.4)*
Less: unamortised discount on listed bonds	**(0.4)**	*(0.4)*
Plus: unamortised premium on listed bonds	**1.5**	*1.5*
	14.2	*13.9*

15.

Creditors: amounts falling due after more than one year

	2023 **£m**	*2022* *£m*
Listed bonds	**971.7**	*928.5*
Less: unamortised debt issuance costs	**(4.1)**	*(4.5)*
Less: unamortised discount on listed bonds	**(4.5)**	*(5.0)*
Plus: Bond premium	**15.4**	*16.9*
	978.5	*935.9*

Listed bonds

On 14 February 2013, the Company listed £760.0m bonds on the London Stock Exchange.

On 17 April 2015 the Company successfully completed a new Sterling index-linked bond issue. The issue of new bonds was in the form of a tap (the “Tap”). The Tap amount was £96.5m, indexed to £100.4m. The bonds were issued pursuant to the base prospectus dated 8 April 2015 relating to the £5,000.0m Multicurrency Programme for the Issuance of Bonds of the Company. The proceeds of the Tap were lent on to a fellow Group undertaking to refinance existing bank debt.

The significant terms of the listed bonds are as follows:

	Tranche A	**Tranche B**
	GBP	GBP

Currency		
Amount	£610.0m	£246.5m
Type	Fixed	Index-linked
Interest rate	4.375%	UKTI 0.75% plus 1.566%
Term	25.7 years	25.7 years
Maturity	1 Nov 2038	1 Nov 2038

The inflationary increase to the nominal value of the Tranche B debt has been reflected in amounts due in more than one year. Interest on both tranches is payable semi-annually.

Security and guarantees
The company's borrowings are secured by a fixed and floating charge over all the assets of the Helix Acquisition Limited Group and a charge over the shares of that company.

16.

Share capital

	2023	*2022*
	£	£
Allotted, called up and fully paid		
50,000 *(2022 - 50,000)* Ordinary shares of £1.00 each	**50,000**	*50,000*

Reserves

17.

Retained earnings

The profit and loss account contains the balance of retained earnings to carry forward. Dividends are paid from this reserve.

18.

Parent undertaking and controlling party

The Company’s immediate parent company is Helix Acquisition Limited. The Company’s ultimate parent company is Betjema Holdings JvCo Limited.

The smallest group in which the results of this Company are consolidated is Helix Acquisition Limited, a company incorporated i England and Wales.

The largest group in which the results of this Company are consolidated is Betjeman Holdings JvCo Limited, a company incorporate in England and Wales.

Copies of the consolidated financial statements of Betjeman Holdings Limited and Betjeman Holdings JvCo Limited are available fror their registered office at 5th Floor, Kings Place, 90 York Way, London, N1 9AG.

19.

Subsequent events

There have been no subsequent events to the balance sheet that require disclosure.