
HIGH SPEED RAIL FINANCE (1) PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

HIGH SPEED RAIL FINANCE (1) PLC

CONTENTS

	Page
Company Information	1
Strategic Report	2 - 3
Directors' Report	4 - 6
Directors' Responsibilities Statement	7
Independent Auditors' Report	8 - 14
Statement of Comprehensive Income	15
Balance Sheet	16
Statement of Changes in Equity	17
Notes to the Financial Statements	18 - 29

HIGH SPEED RAIL FINANCE (1) PLC

COMPANY INFORMATION

Directors	J Curley S Jones K Ludeman A Pitt A Leness D Harding P Robson Intertrust Directors 1 Ltd A Deacon (appointed 11 June 2021, resigned 10 March 2022) M Osborne (appointed 10 March 2022) M Woodhams (resigned 11 June 2021) S Springett (resigned 11 June 2021) O Racine (appointed 11 June 2021)
Chairman	K Ludeman
Company secretary	L Clarke-Bodicoat
Registered number	08346271
Independent auditors	Deloitte LLP Statutory Auditor London United Kingdom
Registered office	5th Floor, Kings Place 90 York Way London N1 9AG

HIGH SPEED RAIL FINANCE (1) PLC

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2022

The Directors present their Annual Report on the affairs of High Speed Rail Finance (1) plc (the 'Company') together with the audited financial statements for the year ended 31 March 2022.

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 England and Wales.

The Company's main purpose is to administer and manage an element of the debt raising strategy for the Helix Acquisition Limited group (the "Group") of companies. The Company has issued £856.5m of bonds that are listed on the London Stock Exchange. £246.5m of these 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 (31 March 2021: £5,000).

No dividends have been paid or proposed for the current year (31 March 2021: none).

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 wide basis. Reference should be made to the key performance indicators included within the Annual Report of Betjeman Holdings Limited which is 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 liquidity risk, interest rate risk, inflation risk, credit risk, Brexit and Covid-19. The Board regularly reviews these risks and approves the use of financial instruments to manage risk. More information on the management of 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 no floating interest rate financial assets or financial liabilities. As the interest on all of the Company's financial instruments is fixed there is no 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 Group 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.

HIGH SPEED RAIL FINANCE (1) PLC

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

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 to 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 Group 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. Credit risk is considered to be low as all loans are to Group undertakings.

Economy

• Covid-19. Company has revised its forecasts for the implications of the current Covid-19 situation and applied appropriate sensitivities to ensure that we operate within our available financing arrangements. This is discussed in further detail in the going concern section in note 2.2 to the financial statements. The Company is monitoring potential long term structural shifts in the economy that could impact the business, such as business travel, commuting, home working and internet shopping.

• There is a risk of passenger flow disruption from new border control requirements. Changes in immigration rules, increased public health measures, or future changes in EU border arrangements could all lead to a worsening passenger experience which could discourage international travel. Most of the train paths that run on the infrastructure are domestic, which helps to insulate the Company from these risks. Furthermore, juxtaposed border controls, which removes the requirement for passport control at onboarding, is a key competitive advantage over air for international travel. The Company 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.



.....
D Harding
Director

Date: 14 June 2022

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

HIGH SPEED RAIL FINANCE (1) PLC

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022

The Directors present their report and the audited financial statements of High Speed Rail Finance (1) plc (the "Company") for the year ended 31 March 2022.

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 have 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
D Harding
P Robson
Intertrust Directors 1 Ltd
A Deacon (appointed 11 June 2021, resigned 10 March 2022)
M Osborne (appointed 10 March 2022)
M Woodhams (resigned 11 June 2021)
S Springett (resigned 11 June 2021)
O Racine (appointed 11 June 2021)

Directors indemnities

The Group maintains insurance against Directors and Officers liability as permitted by the Companies Act 2006 for the benefit of the Directors and Officers of the Company excluding Intertrust Directors 1 Limited. Qualifying third party indemnity provisions for the benefit of Intertrust Directors 1 Limited are maintained by Intertrust Management Limited. None of the Directors who served during the year had any 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 of the transaction. The governance structure of the Company is such that the key policies have been predetermined at the time of issuance and 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 disposition, for maintaining proper accounting records, and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives whilst enabling 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 Financial Conduct Authority pertaining to the Disclosure and Transparency Rules ("DTR") as detailed in DTR 7.1 audit committees and 7.2 corporate governance statements (save for DTR 7.2.5 requiring a description of the features of the internal control and risk management systems).

HIGH SPEED RAIL FINANCE (1) PLC

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

Political donations

Political donations during the year were £nil (31 March 2021: £nil).

Going concern

The Directors have considered the use of the going concern basis in the preparation of these financial statements and concluded that this remains appropriate. The current economic environment, including the ongoing impact of Covid-19 and strike action by RMT members which could impact HS1's main supplier, NRHS, were considered as part of the going concern assessment. The Company exists to administer the debt raising strategy for the Betjeman Holdings JvCo Limited group. The main trading company of the Betjeman Holdings JvCo Limited group is HS1 Limited, a company that holds the concession to operate, maintain and renew the high-speed rail line connecting London's St Pancras International Station to Europe via the Channel Tunnel. At 31 March 2022, the Company has net current assets but is dependent on the performance of HS1 Limited to repay its liabilities as they fall due.

The Directors note that, as disclosed in the HS1 Limited financial statements, the Directors have reviewed business forecasts against the cashflow, and covenant requirements of the Company and the Company is able to meet its obligations as they fall due.

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 information 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

Deloitte LLP have indicated their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming annual general meeting.

HIGH SPEED RAIL FINANCE (1) PLC

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022

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



.....
D Harding

Director

Date: 14 June 2022

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

HIGH SPEED RAIL FINANCE (1) PLC

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2022

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the audited financial statements of High Speed Rail Finance (1) plc (the "Company") in accordance with applicable law and regulations.

Company law requires the Directors to prepare audited financial statements of High Speed Rail Finance (1) plc (the "Company") for each financial year. Under that law the Directors have elected to prepare the audited financial statements of High Speed Rail Finance (1) plc (the "Company") in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the audited financial statements of High Speed Rail Finance (1) plc (the "Company") unless they are satisfied that they give 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 audited financial statements of High Speed Rail Finance (1) plc (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;
- 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.



.....
D Harding
Director

Date: 14 June 2022

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

HIGH SPEED RAIL FINANCE (1) PLC

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 2022 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 profit and loss account and other 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 entities, 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.

3. Summary of our audit approach

Key audit matters	The key audit matter that we identified in the current year is the recoverability of debtors. 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 £3.2 million which was determined on the basis of 2% of total assets.

HIGH SPEED RAIL FINANCE (1) PLC

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 of our prior year audit report, with the exception of the removal of the material uncertainty relating to going concern given the strengthening in trading outlook

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:

- 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 Recoverability of debtors

Key audit matter description	Debtors from group undertakings are stated in the balance sheet at £941.7 million (2021: £918.9 million) and these represent 99% (2021: 99%) of the gross assets of the Company. As a result of the ongoing impact of COVID-19 on the trading capacity of entities within the group, we consider there to be an enhanced level of judgement involved in determining the recoverability of debtors from group undertakings. This judgement requires an assessment of the financial position and future prospects of the group undertakings, taking into consideration a range of factors such as future trading performance and expected revenue growth. Further details are included within the accounting policies and notes 11 and 12 to the financial statements.
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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HIGH SPEED RAIL FINANCE (1) PLC

How the scope of our audit responded to the key audit matter	We obtained an understanding of the key controls related to the recoverability of debtors from group undertakings. We challenged the Directors' judgements regarding the appropriateness of the carrying value through obtaining a copy of the latest audited financial information and an assessment of the future trading performance of the group undertakings by assessing the ability of the group undertakings to repay these amounts, particularly in light of trading pressure caused by COVID-19.
Key observations	Based on the work performed we concluded that debtors from group undertakings are appropriately stated.

6.1 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	£3.2 million (2021: £2.7 million)
Basis for determining materiality	2% of total assets, capped at group materiality (2021: same basis)
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 assets value movements.

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 2022 audit (2021: 70%). In determining performance materiality, we considered the following factors:

- our risk assessment, including our assessment of the company's overall control environment,
- 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 Committee that we would report to the Committee all audit differences in excess of £160,000 (2021: £135,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our 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.

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

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 matters.

We have decided not to rely on controls for the company audit as the control nature 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: . 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

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

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 remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management and the audit committee about their own identification and assessment of the risks of irregularities;
- 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 industry 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 identified the greatest potential for fraud in management's assessment of the going concern assumption. 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 framework 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 compliance 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 did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

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 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, reviewing internal audit reports and

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

- reviewing correspondence with HMRC;
- in addressing the risk of fraud in management's assessment of the going concern assumption, we have assessed the validity and reasonableness of future projected cash flows included in management's model and also audited the existence of available funding reflected within management's overall assumption by obtaining third party, independent confirmations; 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.

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 this matter.

14. 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

HIGH SPEED RAIL FINANCE (1) PLC

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

company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Anthony Matthews (Senior statutory auditor)

for and on behalf of



Deloitte LLP

Statutory Auditor

London
United Kingdom
14 June 2022

HIGH SPEED RAIL FINANCE (1) PLC

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022**

	Note	2022 £m	2021 £m
Turnover	4	-	-
Other operating expenditure		-	-
Operating profit		-	-
Interest receivable and similar income	8	53.5	34.3
Interest payable and similar charges	9	(53.5)	(34.3)
Profit before taxation		-	-
Tax on profit	10	-	-
Total comprehensive income for the year		-	-

The notes on pages 18 to 29 form part of these financial statements.

All activities of the Company relate to continuing operations.

HIGH SPEED RAIL FINANCE (1) PLC
REGISTERED NUMBER: 08346271

BALANCE SHEET
AS AT 31 MARCH 2022

	Note	2022 £m	2022 £m	2021 £m	2021 £m
Non-current assets					
Debtors: amounts falling due after more than one year	11		935.9		914.0
			<u>935.9</u>		<u>914.0</u>
Current assets					
Debtors: amounts falling due within one year	12	13.9		13.7	
Cash at bank and in hand	13	0.1		0.1	
		<u>14.0</u>		<u>13.8</u>	
Creditors: amounts falling due within one year	14	(13.9)		(13.7)	
		<u>0.1</u>		<u>0.1</u>	
Net current assets					
			<u>936.0</u>		<u>914.1</u>
Total assets less current liabilities					
Creditors: amounts falling due after more than one year	15		(935.9)		(914.0)
			<u>0.1</u>		<u>0.1</u>
Net assets					
Capital and reserves					
Called up share capital	16		0.1		0.1
Profit and loss account	17		-		-
			<u>0.1</u>		<u>0.1</u>
Shareholders' funds					
			<u>0.1</u>		<u>0.1</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

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



.....
D Harding
 Director

Date: 14 June 2022

The notes on pages 18 to 29 form part of these financial statements.

HIGH SPEED RAIL FINANCE (1) PLC

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2022**

	Called up share capital £m	Total equity £m
At 1 April 2020	0.1	0.1
Profit for the year	-	-
Total comprehensive income for the year	-	-
At 1 April 2021	0.1	0.1
Profit for the year	-	-
Total comprehensive income for the year	-	-
At 31 March 2022	0.1	0.1

The notes on pages 18 to 29 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

1. General information

High Speed Rail Finance (1) plc (the “Company”) is a company limited by shares and incorporated and domiciled in the United 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 when otherwise indicated.

The Company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group financial statements as it is a wholly owned subsidiary of Betjeman Holdings JvCo Limited.

The Company’s intermediate parent undertaking, Betjeman Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Betjeman Holdings Limited are available to the public and may be obtained from 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 these 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 ended 31 March 2022.

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 are 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 equivalent 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 more 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, this exemption requires that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

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 trading company of the Betjeman Holdings JvCo Limited group is HS1 Limited, a company that holds the concession to operate, maintain and renew the high speed rail line connecting London's St Pancras International Station to Europe via the Channel Tunnel. At 31 March 2022, the Company has net current assets but is dependent on the performance of HS1 Limited to repay its liabilities as they fall due.

HS1 Limited has conducted sensitivity analysis ranging from likely to pessimistic to stress test the impact of the economic uncertainty. Under the stress cases the Company can meet its covenants, has sufficient liquidity and is able to pay its scheduled borrowing repayments as they fall due.

Having due regard to the performance of HS1 Limited, the availability of working capital and the facilities under the loan agreement with the parent undertaking, the Directors believe that the Company has sufficient resources to meet its liabilities. The 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 of 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 the instrument. Regular way purchases and sales of financial assets are recognised on the trade-date, which is the date on which the 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 comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification depends on both the business model for managing the financial assets and their contractual cash flow characteristics. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical 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 to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

On initial recognition, financial liabilities are classified as measured at either amortised cost or FVTPL. The Company's financial 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's financial asset arising from its service concession arrangement. The Group measures financial assets at amortised cost if both of 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 cash flows and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to 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 hedging instruments in an effective hedge, or financial assets mandatorily required to be measured at fair value. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised 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 cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained 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 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 initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, 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 as changes to the economy, late payment of interest, whether interest has been waived and whether there has been evidence from internal reporting to indicate economic performance would be worse than expected.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

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 held 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 EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR 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 recognised directly in other comprehensive income ("OCI"). Any ineffective portion of the hedge is recognised immediately in the profit or loss 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 profit or loss account. When a hedging instrument expires or is sold, terminated or exercised, or the entity discontinues designation of the hedge relationship, but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

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

The reporting requirements and amendments under the Interest Rate Benchmark Reform address issues that might affect financial reporting as a result of the reform of an interest rate benchmark, including the effects of changes to contractual cash flows arising from the replacement of an interest benchmark with alternative. The amendments require an entity to account for a change in the basis for determining the contractual cash flows of a financial asset or financial liability that is required by the interest rate benchmark reform by updating the effective interest rate of the financial asset or liability. Additionally, the Company is required to disclose additional information about its exposure to risks arising from interest rate benchmark reform and related risk management activities. The Company is required to amend their hedging relationships to reflect designating an alternative benchmark rate as the hedged risk; changing the description of the hedged item, including the designated portion, or of the hedging instrument.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

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 and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision for impairment is made through profit or loss when there is objective evidence that the Company will not be able to recover balances 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 original 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 recognised 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 an accruals basis and taken to the profit and loss account using the effective interest rate method and are added to the carrying value of the instrument to the extent that they are not settled in the period in which they arise.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

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 to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised 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 or 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 in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for:

- differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for 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 foreseeable 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 or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

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

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

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 the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Valuation of financial instruments

A key estimate used in the preparation of the financial statements is in the determination of the fair value of financial instruments. The fair value of quoted investments is determined by reference to observable market data in the form of bid prices at the close of business on the balance sheet date. Where there is not an active market for a financial instrument the fair value is calculated by discounting the expected future cash flows based on available market data of similar instruments at the balance sheet date.

Provision for expected credit losses of trade receivables and contract assets

The Company recognises an allowance for expected credit losses (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 initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance 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 increased and consequently if there has been a significant increase in credit risk. This evaluation of the default rate is open to significant judgements, estimates and assumptions.

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 the 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 single operating segment by the Chief Operating Decision Maker (being the Board of Directors). As such, no further segmental analysis is presented.

This activity is considered to be a single service line and is carried out solely in the United Kingdom. The Company has no customers 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 £8,900 (31 March 2021: £7,798) have been borne by another Group company.

HIGH SPEED RAIL FINANCE (1) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

6. Staff numbers and costs

The Company had no employees in the year (31 March 2021: none).

7. Remuneration of directors

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

	2022 £000	<i>2021</i> <i>£000</i>
Directors' emoluments	8.9	<i>8.0</i>
Remuneration paid to the highest paid director	8.9	<i>8.0</i>

No pension contribution was paid in respect of any Director during the year (2021: £nil).

8. Interest receivable

	2022 £m	<i>2021</i> <i>£m</i>
Interest receivable on loans to group companies	53.5	<i>34.3</i>
	53.5	<i>34.3</i>

9. Interest payable and similar expenses

	2022 £m	<i>2021</i> <i>£m</i>
Interest payable on listed bonds	53.5	<i>34.3</i>
	53.5	<i>34.3</i>

HIGH SPEED RAIL FINANCE (1) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

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 £950 (31 March 2021: £1,061).

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2021 - *the same as*) the standard rate of corporation tax in the UK of 19% (2021 - 19%) as set out below:

	2022 £m	2021 £m
Profit before tax	-	-
Profit multiplied by standard rate of corporation tax in the UK of 19% (2021 - 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 is due to take 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

	2022 £m	2021 £m
Loans owed by group undertakings	928.5	905.9
Less: unamortised debt issuance costs	(4.5)	(4.9)
Less: unamortised discount on issue of loan	(5.0)	(5.4)
Plus: unamortised premium on issue of loan	16.9	18.4
	935.9	914.0

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

HIGH SPEED RAIL FINANCE (1) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

12. Debtors: amounts falling due within one year

	2022 £m	2021 £m
Loans owed by group undertakings	13.2	13.0
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	1.5	1.5
	<u>13.9</u>	<u>13.7</u>

The amounts relate to accrued interest on the loans due from group undertakings due within one year match the exact terms and 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

	2022 £m	2021 £m
Cash at bank and in hand	0.1	0.1
	<u>0.1</u>	<u>0.1</u>

14. Creditors: amounts falling due within one year

	2022 £m	2021 £m
Accruals	13.2	13.0
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
	<u>13.9</u>	<u>13.7</u>

HIGH SPEED RAIL FINANCE (1) PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

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

	2022 £m	2021 £m
Listed bonds	928.5	905.9
Less: unamortised debt issuance costs	(4.5)	(4.9)
Less: unamortised discount on listed bonds	(5.0)	(5.4)
Lease liabilities	16.9	18.4
	935.9	914.0

Listed bonds

On 14 February 2013, the Company listed £760m 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 £5,000,000,000 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 GBP	Tranche B 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 (note 15). 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

	2022 £	2021 £
Allotted, called up and fully paid		
50,000 (2021 - 50,000) Ordinary shares of £1.00 each	50,000	50,000

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

17. Reserves

Profit and loss account

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 Betjeman Holdings JvCo Limited.

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

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

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

19. Subsequent events

The Rail, Maritime and Transport Workers ("RMT") and the Associated Society of Locomotive Engineers and Firemen ("ASLEF") unions have recently balloted its members for strike action or action short of a strike (working to contract). The RMT has now voted for strike action in relation to its members pay, guarantees over redundancies and changes to maintenance practices.

The Company is monitoring developments and reviewing the impact any industrial action may have on the ability to operate trains on the network.