Registered number: 08196684

HIGH SPEED RAIL FINANCE PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

CONTENTS

COMPANY INFORMATION

Directors	J Curley S Jones K Ludeman A Pitt A Leness M Osborne O Racine (resigned 17 October 2024) J Carter (appointed 25 April 2024) R Gurney-Read (appointed 17 October 2024)
Chairman	K Ludeman
Registered number	08196684
Registered office	5th Floor, Kings Place 90 York Way London N1 9AG
Independent auditors	Deloitte LLP Statutory Auditor London United Kingdom
Company Secretary	C Gould

STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2025

The Directors present their Annual Report on the affairs of High Speed Rail Finance plc (the 'Company') together with the audited financial statements for the year ended 31 March 2025.

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

Principal activities

High Speed Rail Finance plc (the "Company") is a wholly owned subsidiary of Helix Acquisition Limited, a company incorporated and registered in the United Kingdom.

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 issued US private placement notes ("USPP notes") to institutional investors.

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

Review of the business

The Company made a profit of £5,000 during the year (2024: £5,000). The Company's net assets have increased to £115,000 (2024: £110,000).

No dividends have been paid or proposed for the current year (2024: nil).

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 in the Annual Report of Helix Acquisition Limited, which is available as detailed in note 18 of these financial statements.

Future Developments

The directors believe that it is most appropriate to refer to the accounts of HS1 Limited to understand future developments. HS1 Limited is the main trading company of the Group, whereas High Speed Rail Finance PLC exists to administer the debt raising strategy for the group.

Key performance indicators

The performance of the Company is in the consolidated financial statements of Betjeman Holdings JvCo Limited ('Group'). The directors of the Group manage the Group on a divisional basis and use a number of KPIs to monitor progress against the Group's strategy. For this reason, the Company's directors believe that analysis of KPIs for the Company is not necessary or approrpriate for an understanding of the development, performance and position of the business of the Company. A discussion of the Group's KPIs is in the Group's Annual Report and Financial Statements for the year ended 31 March 2025, which does not form part of this report. The Group's Annual Report is available at the address detailed in note 18 of these financial statements.

Principal risks and uncertainties

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

The principal risks and uncertainties faced are interest rate risk, currency risk, liquidity risk, credit risk and economic risk. The Board of Directors regularly reviews these risks. More information on the management of risks 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's exposure to interest rate risk is low because the interest payments relating to the USPP notes are equally matched by the interest income on the loans to Group undertakings. £58m of the Company's £729.5m of external debt is index-linked, with the remainder being on fixed interest rates. The Company does not choose to hedge this debt, as it represents a relatively small part of the portfolio.

Currency risk

The Company is exposed to foreign currency exchange rate risk on the US Dollar ("USD") element of the USPP notes and the USD element of loans to fellow Group undertakings. Foreign currency exchange rate risk is low as the terms on the USD USPP notes are equally matched by the terms on the USD loans to Group undertakings.

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 USPP notes 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. All loans are to Group undertakings. Management have assessed the qualitative factors under IFRS 9 and have determined that the credit risk is low.

Economy

Economic risk could include failure to adapt to structural change. The Group monitors potential long-term shifts in the economy that could 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, increased public health measures, or EU border arrangements could negatively impact passenger experience or discourage international travel. Most of the train paths that run on the infrastructure are domestic, which helps to insulate the Group 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 Group continues to have conversations with customers, suppliers, the regulators, and government to mitigate any risks.

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2025

Going Concern

The Company has prepared these financial statements on a going concern basis, as set out in the Directors' Report.

Approval

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

Jonathan Carter
Jonathan Carter (13/06/2025 09:56 GMT+1)
....
J Carter
Director

Date:13 June 2025

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2025

The directors present their annual report on the affairs of High Speed Rail Finance PLC (‘the Company’), present and report and the financial statements for the year ended 31 March 2025.

Results and dividends

The profit for the year, after taxation, amounted to £NIL *(2024 - £NIL)*.

Matters covered in the strategic report

As permitted under s414c(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 and dividends.

Directors

The directors who served during the year were as follows:

J Curley
S Jones
K Ludeman
A Pitt
A Leness
M Osborne
O Racine (resigned 17 October 2024)
J Carter (appointed 25 April 2024)
R Gurney-Read (appointed 17 October 2024)

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. 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.

Political donations

Political donations during the year were £nil (2024: £nil).

Going concern basis

The Directors have considered the use of the going concern basis in the preparation of these financial statements in light of the current economic conditions and have concluded that this remains appropriate.

More information is provided in note 2.2 to these financial statements.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2025

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.

Subsequent events

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

Auditors

A tender process was run during the year, for which Deloitte LLP were the successful tendering party and were reappointed for an additional term which was formally approved by the Board in Jluy 2024.

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

Jonathan Carter
Jonathan Carter (13/06/2025 09:56 GMT+1)

....

J Carter
Director

Date:13 June 2025

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

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2025

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with 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 financial statements 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 financial statements, the directors are required to:

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in the Directors' Report may differ from legislation in other jurisdictions.

Jonathan Carter
Jonathan Carter (13/06/2025 09:56 GMT+1)
....
J Carter
Director

13 June 2025

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

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

Report on the audit of the financial statements

1. Opinion

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

- give a true and fair view of the state of the company's affairs as at 31 March 2025 and of its result 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 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 was: • the impairment of debtors (valuation of expected credit losses ('ECL')). Within this report, key audit matters are identified as follows: Similar level of risk
Materiality	The materiality that we used in the current year was £2.66 million (2024: £4.58 million). This was based on 0.37% of total assets (2024: 0.57% of total assets).
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.

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

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 for debt covenants servicing and the wider Betjeman Holdings Limited group's ("the group") cash resources, under severe but plausible stress scenarios;
- assessing the group's lending facilities, their availability and compliance with covenants;
- considering how climate change risks would impact the key assumptions used in the going concern assessment, 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 (valuation of expected credit loss ('ECL')) <>

Key audit matter description	Debtors from group undertakings are stated in the balance sheet at £729.7 million, including £646.8 million in debtors falling due in more than one year (note 12) and £82.9 million in debtors falling due within one year (note 11) (2024: £811.4 million, including £734.8 million in debtors falling due in more than one year (note 12) and £76.6 million in debtors falling due within one year(note 11)) and these represent 99.9% (2024: 99.99%) 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 significant judgements used in valuation of ECL. The valuation 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 the accounting policy and notes 11 and 12 to the financial statements.

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

How the scope of our audit responded to the key audit matter	We obtained an understanding of relevant controls related to the valuation of the ECL provision. We challenged management's valuation of the ECL provision by assessing the key assumptions used in the valuation of the ECL including verifying credit default rates and the probability of default to external benchmarks.
Key observations	Based on the work performed we concluded that the ECL provision are appropriately stated.

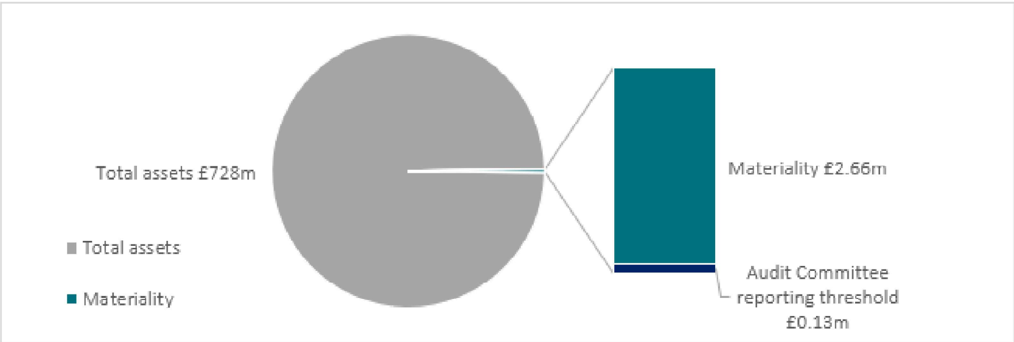
6. Our application of materiality

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	£2.66 million (2024: £4.58 million)
Basis for determining materiality	0.37% of total assets. (2024: 0.57% of total assets).
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 2025 audit (2024: 70%). In determining performance materiality, we considered the following factors:

our risk assessment, including our assessment of the company's overall control environment, and

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 ("the Committee") that we would report to the Committee all audit differences in excess of £130,000 (2024: £229,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

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

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.

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 did not rely on controls for the company audit as the control environment is predominantly manual in nature.

7.3 Our consideration of climate-related risks

In planning our audit, we made enquiries of management to understand the extent of the potential impact of climate change risk on the company's financial statements. We considered how climate change risks would impact the assumptions made in the going concern assessment. Directors have assessed that there is currently no material impact arising from climate change on the judgements and estimates. This is disclosed in note 2.2 to the financial statements.

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.org.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 remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, the directors and the Audit and Finance committee about their own identification and assessment of 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 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 . 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.

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

Marianne Milnes

Marianne Milnes FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
13 June 2025

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2025

	Note	**2025 £m**	*2024 £m*
Turnover		**-**	-
Other operating expenditure		**-**	-
Operating profit		**-**	-
Interest receivable and similar income	8	**47.8**	*51.6*
Interest payable and similar expenses	9	**(47.8)**	*(51.6)*
Profit before taxation		**-**	-
Tax on profit	10	**-**	-
Profit for the financial year		**-**	-

The notes on pages 17 to 27 form part of these financial statements.

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

BALANCE SHEET
AS AT 31 MARCH 2025

	Note	2025 £m	2025 £m	*2024 £m*	*2024 £m*
Non-current assets					
Debtors: amounts falling due after more than one year	12		**645.4**		*733.0*
			645.4		*733.0*
Current assets					
Debtors: amounts falling due within one year	11	**82.5**		*76.2*	
Cash at bank and in hand	13	**0.1**		*0.1*	
		82.6		*76.3*	
Current liabilities					
Creditors: amounts falling due within one year	14	**(82.4)**		*(76.1)*	
Net current assets			**0.2**		*0.2*
Total assets less current liabilities			**645.6**		*733.2*
Creditors: amounts falling due after more than one year	15		**(645.4)**		*(733.0)*
Net assets			**0.2**		*0.2*
Capital and reserves					
Called up share capital	16		**0.1**		*0.1*
Profit and loss account	17		**0.1**		*0.1*
Shareholders' funds			**0.2**		*0.2*

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 13 June 2025.

Jonathan Carter
Jonathan Carter (13/06/2025 09:56 GMT+1)
....
J Carter
Director

The notes on pages 17 to 27 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2025

	Called up share capital	Profit and loss account	Total equity
	£m	£m	£m
At 1 April 2023	**0.1**	**0.1**	**0.2**
Profit for the year	**-**	**-**	**-**
At 1 April 2024	**0.1**	**0.1**	**0.2**
Profit for the year	**-**	**-**	**-**
At 31 March 2025	**0.1**	**0.1**	**0.2**

The notes on pages 17 to 27 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

1. General information

High Speed Rail Finance plc (the "Company") is a public company limited by shares, incorporated under Companies Act 2006, and domiciled in the United Kingdom.

These financial statements were 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, which is the currency of the principal economic environment in which the Company operates. All values are rounded to the nearest million pounds except when otherwise indicated. The nature of the Company's operations and its principal activities are set out in the strategic report on page 2.

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 material accounting policies adopted by the Company are set out below. Unless otherwise stated, these have been applied consistently to all periods presented on these financial statements.

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 2025.

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.

2. Accounting policies (continued)

2.2 Going concern

The Company exists to administer the debt raising strategy for the Helix Acqusition Limited group, and ultimately, 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 2025, the Company has net current assets but is dependent on the performance of HS1 Limited to repay its liabilities as they fall due.

The Group has prepared a range of forecast scenarios to reflect the economic uncertainty. The Directors have reviewed business forecasts against the cashflow, and covenant requirements of the Group and concluded the Group is able to meet its obligations as they fall due. Under all the cases the Company can meet its covenants, has sufficient liquidity, and is able to pay its scheduled borrowing repayments as they fall due. The Directors have also reviewed the plans to protect the Group's liquidity, including working capital and cost reduction options. These forecasts also benefit from the security of revenue reflecting the UK Government underpinning arrangements. The Group also performed analysis of downside scenarios, with limited growth in train paths, noting that in these scenarios the Group would be able to meet covenant requirements and have sufficient liquidity to operate. The financial statements have accordingly been prepared on a going concern basis.

The Company also considers climate change in its going concern analysis. The Company does not consider this to be material to the Company, including during the going concern assessment period, i.e. 12 months following the signing of the financial statements.

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. 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.

In order for a financial asset to be classified and measured at amortised cost or fair value through

2. Accounting policies (continued)

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.

On initial recognition, financial liabilities are classified as measured at either amortised cost or FVTPL. The Company's financial liabilities include loans and borrowing.

Subsequent measurement - Financial assets at amortised cost

The Company 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 rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Derecognition

A financial asset is primarily derecognised when:
• The rights to receive cash flows from the asset have expired or
• The Company 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 'passthrough' 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.

2. Accounting policies (continued)

No adjustment was 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.

This category is the most relevant to the Company. 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.

2.4 Trade and other debtors / creditors

Trade debtors / creditors, 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 and payables are carried at amortised cost. Provision for impairment of receivables 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.

2. Accounting policies (continued)

2.7 Taxation

Tax on the profit or loss for the year comprises only current 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.

3. Judgements 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.

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.

As explained in note 2.3, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Company takes into account qualitative and quantitative reasonable and supportable forward-looking information.

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. Management have also assessed the qualitative factors under IFRS 9. The Company did not recognise any ECLs at the year end as the estimated ECL is not material, with a value of £0.3m (2024: £1.0m). A 0.2% increase in the default would result in an ECL of £1.1m.

Management has reviewed the assumptions used in ECL calculation, no reasonably possible changes in assumptions would result in an a material charge in the profit and loss account, and therefore this is not considered to represent a key source of estimation uncertainty in the current year.

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.

See the ultimate parent company accounts, Betjeman Holdings JvCo Limited, for an analysis of the adoption of new and revised standards.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

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. All turnover is with the operating Company in the Group, HS1 Limited. The Company had covenant income of £5,000 (2024: £5,000) during the year, which is chargeable under the terms of the Company's issuer borrower loan agreement. The Company had other income of £4,450 (2024: £4,533) which relates to expenses and corporation tax incurred by the Company and recharged to HS1 Limited.

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 £6,293 (2024: £6,182) have been borne by another Group company.

6. Employees

The Company had no employees in the year (2024: none).

7. Directors' Remuneration

	2025	*2024*
	£000	*£000*
Directors' Remuneration	**176.0**	*160.0*
Remuneration paid to highest paid director	**119.0**	*110.0*

Directors' remuneration consists entirely of salary.

The above discloses the total salaries of all Directors borne by HS1 Limited for the services performed across the Group. No further allocation of salaries to each group company has been performed given HS1 Limited is the main operating company of the Group.

8. Interest receivable

	2025	*2024*
	£m	*£m*
Interest receivable on loans to group undertakings	**27.0**	*29.3*
Exchange gain	**20.8**	*22.3*
	47.8	*51.6*

9. Interest payable and similar expenses

	2025 **£m**	*2024* *£m*
Interest payable on USPP notes (note 15)	**27.0**	*29.3*
Exchange loss	**20.8**	*22.3*
	47.8	*51.6*

10. Taxation

The aggregate current tax relating to items that are recognised as items of other comprehensive income or directly in equity is £1,250 (2024: £1,533).

Factors affecting tax charge for the year

The tax assessed for the year is the same as *(2024 - the same as)* the standard rate of corporation tax in the UK of 25% *(2024 - 25%)* as set out below:

	2025 **£m**	*2024* *£m*
Profit on ordinary activities before tax	**-**	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2024 - 25%)	**-**	-
Effects of:		
Total tax charge for the year	**-**	-

The tax rate has remained at 25% for both the current and prior years.

The Company is not within the scope of the OECD Pillar Two model rules since the entity has no overseas subsidiaries or branches and has not met the threshold that would trigger any UK qualifying minimum domestic taxes.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

11. Debtors: amounts falling due within one year

	2025 £m	*2024* *£m*
Amounts owed by group undertakings	**82.9**	*76.6*
Less: unamortised debt issuance costs	**(0.4)**	*(0.4)*
	82.5	*76.2*

The amounts owed by group undertakings match the exact terms and base currencies as the USPP notes issued by the Company as detailed in note 15. No adjustments were required to ECL provisions in the year.

12. Debtors: amounts falling due after one year

	2025 £m	*2024* *£m*
Amounts owed by group undertakings	**646.8**	*734.8*
Less: unamortised debt issuance costs	**(1.4)**	*(1.8)*
	645.4	*733.0*

The amounts owed by group undertakings match the exact terms and base currencies as the USPP notes issued by the Company as detailed in note 15.

13. Cash and cash equivalents

	2025 £m	*2024* *£m*
Cash at bank and in hand	**0.1**	*0.1*
	0.1	*0.1*

14. Creditors: amounts falling due within one year

	2025 £m	2024 £m
USPP notes	**82.7**	*76.5*
Less: unamortised debt issuance costs	**(0.3)**	*(0.4)*
	82.4	*76.1*

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

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

	2025 £m	*2024 £m*
USPP notes	**646.8**	*734.8*
Less: unamortised debt issuance costs	**(1.4)**	*(1.8)*
	645.4	*733.0*

	Tranche A1	Tranche A2	Tranche B1	Tranche B2
Currency	USD	USD	GBP	GBP
Listed	No	Jersey	No	Jersey
Amount	$530m	$20m	£70m	£47m
Type	Fixed	Fixed	Fixed	Fixed
Interest rate	3.79%	3.79%	4.21%	4.21%
Term	15.5 years	15.5 years	18.5 years	18.5 years
Maturity	30 March 2028	30 March 2028	30 March 2031	30 March 2031

	Tranche C	Tranche D	Tranche E	Tranche F
Currency	GBP	GBP	GBP	GBP
Listed	No	No	No	No
Amount	£58m	£50m	£184m	£130m
Type	Floating	Fixed	Fixed	Fixed
Interest rate	GBP SONIA + CAS + 1.64%	4.72%	2.30%	2.81%
Term	18.5 years	23.5 years	22.5 years	23.0 years
Maturity	30 March 2031	30 March 2036	30 March 2039	31 December 2039

Tranche A2 and Tranche B2 of the USPP notes are listed on The International Stock Exchange.

Security and guarantees

The Group'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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

16. Share capital

	2025 £	*2024* £
Authorised, allotted, called up and fully paid		
50,000 *(2024 - 50,000)* Ordinary shares of £1.00 each	**50,000**	*50,000*

17. Reserves

Profit and loss account

This 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 undertaking is Helix Acquisition Limited. The Company's intermediate parent is Betjeman Holdings Limited. The Company's ultimate parent undertaking is Betjeman Holdings JvCo Limited.

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

The largest group in which the results of the 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

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