


ALIGNED WITH YOUR INTERESTS

2011 ANNUAL REPORT

BILFINGER BERGER
Global Infrastructure

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North West Anthony Henday Drive. Edmonton, Alberta Canada.

COMPANY OVERVIEW

Bilfinger Berger Global Infrastructure SICAV S.A.
Announces First Results for the Period from 3 October 2011 to 31 December 2011

Bilfinger Berger Global Infrastructure SICAV S.A. ("BBGI" or "Company" or together with its 100% owned holding company the "Group") is an investment company incorporated in Luxembourg in the form of a public limited company societe anonyme with variable share capital (societe d'investissement a capital variable or "SICAV") and regulated by the CSSF under Part II of Luxembourg Law of 17 December 2010 on undertakings for collective investment with an indefinite life. The Company was admitted to the official list of the UK Listing Authority (premium listing, closed-ended investment fund) and to trading on the main market of the London Stock Exchange on 21 December 2011. BBGI invests in infrastructure PFI/PPP assets diversified by geography and sector across availability-based road projects and a range of social infrastructure projects in the UK, continental Europe, Canada and Australia.

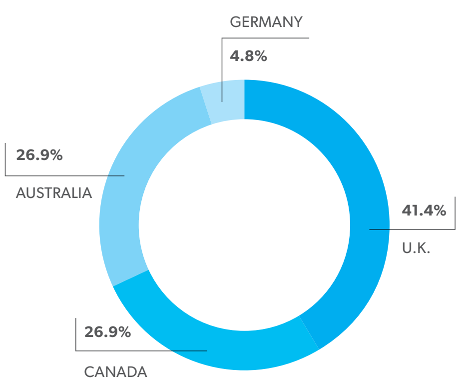
COMPANY AT A GLANCE

- Global, geographically diversified Seed Portfolio of high quality PPP/PFI infrastructure assets with strong yield characteristics
- Operational (or near operational) assets with focus on social infrastructure and availability-based roads infrastructure
- Stable cash flows with inflation protection characteristics

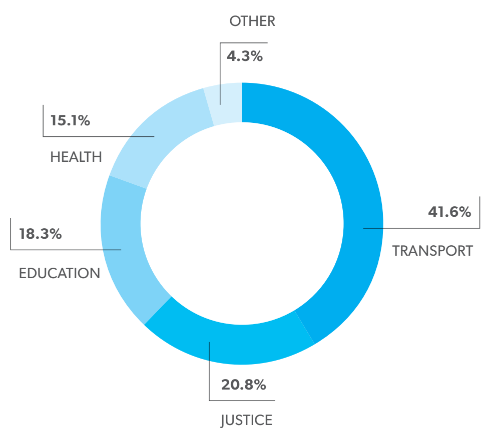
PORTFOLIO REPORT

As at 31 December 2011, BBGI's assets consisted primarily of cash which was received when the placing completed on 21 December 2011. BBGI has agreed to acquire interests in the 19 assets in its Seed Portfolio in the first quarter of 2012 subject to the satisfaction of certain conditions precedent. The assets, in the transport, health, education, justice and emergency services sectors, are located in Europe, Canada and Australia.

GEOGRAPHICAL SPLIT
As of December 31, 2011



SPLIT BY SECTOR
As of December 31, 2011



KEY CHARACTERISTICS

COMPANY
- Luxembourg SICAV
- Chapter 15 Premium Listing on the UK Official List
- £ denominated shares

NUMBER OF SHARES AT ISSUE
- 212 million

SHARE PRICE / MARKET CAPITALIZATION as of December 31, 2011
- £1.04
- £ 220.48 million

NAV PER ORDINARY SHARE AT 31 DECEMBER 2011
- £0.98

ISIN OF THE ORDINARY SHARES
- LU0686550053

SEDOL OF THE ORDINARY SHARES
- B6QWXM4

INVESTMENT POLICY
- Infrastructure assets – PPP/PFI or equivalent
- Principally operational assets and availability based revenues
- Public sector or government-backed counterparties with diverse risk profiles
- Single asset target limit of 20% of portfolio, subject to 25% maximum
- Construction assets limited to maximum 25% of portfolio
- Demand based assets limited to maximum 25% of portfolio

- Potential value upside from active management of the portfolio
- Strong pipeline of future investment opportunities
- Minimum 5.5% target dividend yield*
- 7%-8% target IRR*
- Experienced PPP/PFI in-house management team

SEED PORTFOLIO

- Fully seeded portfolio of up to 19 projects with a fair market value of c. £206m. Independently valued by PricewaterhouseCoopers LLP
- Weighted average concession length of 25.7 years allowing for maximisation of returns
- Diverse asset mix with a focus on lower risk, availability road projects

GEARING

- Prudent use of leverage with a maximum ratio of 33% of portfolio value

GROWTH

- Pipeline Agreement with Bilfinger Berger PI Corporate Services GmbH should provide an attractive flow of future opportunities
- Ability to acquire assets from parties other than Bilfinger Berger group

MANAGEMENT

- Internal management team with extensive PPP/PFI experience
- Management team's interests are aligned with shareholders
- Experienced Supervisory Board

TARGET DIVIDEND YIELD

- Initial target rate of 5.5% yield with the aim of progressively increasing this over the longer term

TARGET IRR

- 7.0% -8.0% on the original issue price in December 2011

INTERNALLY MANAGED

- Estimated annual total expense ratio of c. 1.5%** on opening net asset value
- Internal management with no fees payable to an external manager (i.e. no fund manager fees, no performance fees, no acquisition fees, etc.)
- Total expense ratio expected to decrease as portfolio increases in size

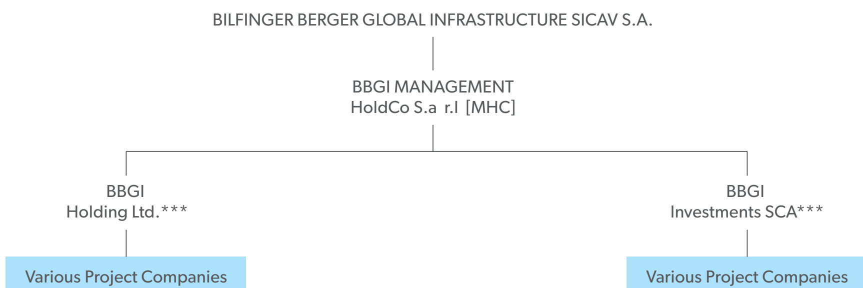
DISCOUNT MANAGEMENT

- Discretionary share repurchases by way of market purchases or tender offers
- Continuation vote at the Company's annual general meeting in 2015 and subsequently every 2 years

FINANCIAL DATES

- Year end: 31 December
- Dividends payable: in respect of the six months to 30 June and 31 December
- Net asset value updates: 30 June and 31 December reviewed by third party

ORGANISATION CHART



NOTE:
* These are targets only and not profit forecasts. There can be no assurance that these targets will be met.
** Assuming anticipated payout of short-term and long term management incentivisation awards
*** Structure post completion of Seed Portfolio transfer

CHAIRMAN'S STATEMENT

I am delighted to be able write to you in this, the inaugural Annual Report and Accounts of Bilfinger Berger Global Infrastructure SICAV SA, and to invite you to read about your Company and vote at the forthcoming AGM by proxy or in person.

This is a somewhat unusual Annual Report, covering as it does the short period from incorporation until the 31 December 2011 including the mere eleven days for which the Company was active and listed on the London Stock Exchange (LSE). The flotation was effective from the 21 December 2011 and I would like to pay tribute and give my personal thanks to the Management Board and their advisers who overcame the difficult economic environment to ensure such a successful listing.

As a Company incorporated in Luxembourg your Company has a two tier Board structure. The Supervisory Board comprises the non executive Board members and the Management Board the executive ones. My job is to ensure that both Boards work together effectively for the benefit of you, the shareholder. I am delighted with the progress we have made to date and am confident that you have effective, diligent, experienced and insightful Boards. Your Board members are resident in five different countries and the variety of views this brings to Board discussion will be a great benefit to the international reach of the Company.

Your Company has a Premium listing on the LSE and we intend to comply, fully, with the UK Corporate Governance Code by adopting the AIC Code of Governance, recognising that the Supervisory Board will carry out those tasks normally restricted to non executive Board members.

I am keen that the Boards are fully appraised of the views of our shareholders. We will ensure that the Joint CEO's brief us on a regular basis but shareholders should be aware that both I and Colin Maltby, your Senior Independent Director, can be contacted via the Company Secretary should you wish to do so.

Your executive Board members have been busy securing the transfer of the seed portfolio to the Company. Further details of the progress they have made are set out in this document pages 14 and 15 and I am sure that our next formal report to you will reflect very significant movement to our becoming a fully operational investment company.

Finally, I would draw your attention to our intention to pay an initial dividend in May 2012 as an indication of our commitment to deliver the attractive financial profile which was set out in the Prospectus.

D.H. Richardson.

DAVID RICHARDSON

Chairman

Bilfinger Berger Global Infrastructure SICAV S.A.

26 March, 2012

Kicking Horse Canyon, B.C., Canada

BOARD MEMBERS

Management Overview
The Company has a two tier governance structure which comprises the Supervisory Board and the Management Board.

SUPERVISORY BOARD
as at 31 December 2011

DAVID RICHARDSON
Chairman

David Richardson currently holds a number of non-executive directorships, including Senior Independent Director of Serco Group plc, Chairman of Four Pillars Hotels and non-executive Director of Assura Group. He is also Chairman of the London Stock Exchange Primary Markets Group and the Corporate Governance Committee of the Institute of Chartered Accountants in England and Wales. Mr Richardson's executive career focused on financial roles, including over 20 years with Whitbread plc where he was Strategic Planning Director and, subsequently, Finance Director. He was instrumental in transforming Whitbread from a brewing and pubs company into a market leader in hotels, restaurants and leisure clubs.

Mr Richardson has previously served as Chairman of Forth Ports plc and De Vere Group plc, and has also held non-executive directorships at Tomkins plc, Dairy Crest plc and The Restaurant Group plc. Mr Richardson graduated from the University of Bristol with a degree in Economics and Accounting and qualified as a Chartered Accountant in 1975.

COLIN MALTBY
Senior Independent Director

Colin Maltby has been involved in the financial sector since 1975 when he joined NM Rothschild's international currency management department. Between 1980 and 1995 he held various roles at Kleinwort Benson Group plc, including Group Chief Executive at Kleinwort Benson Investment Management ("KBIM"), as well as a Director at Banque Kleinwort Benson S.A., Kleinwort Benson Group plc and KBIM.

From 1996 to 2000 Mr Maltby was appointed Chief Investment Officer at Equitas Limited, and from 2000 to 2007 he worked for BP, as Chief Executive for BP Investment Management Limited and Head of Investments for BP plc.

Mr Maltby holds MA and MSc degrees from Oxford University and has been a member of the Chartered Institute for Securities and Investment since its formation in 1992.

HOWARD MYLES

Independent Director and Chairman of the Audit Committee

Howard Myles began his career in stockbroking in 1971 as an equity salesman, before joining Touche Ross in 1975 where he qualified as a chartered accountant. In 1978 he joined W. Greenwell & Co in the corporate broking team and in 1987 moved to SG Warburg Securities where he was involved in a wide range of commercial and industrial transactions in addition to leading Warburg's corporate finance function for investment funds.
Mr Myles worked for UBS Warburg until 2001 and was subsequently a partner in Ernst & Young LLP from 2001 to 2007, where he was responsible for the Investment Funds Corporate Advisory team.

Mr Myles holds an MA from Oxford University. He is a Fellow of the Institute of Chartered Accountants and a Fellow of the Chartered Institute for Securities and Investment, and is a non-executive director of a number of listed investment companies.

THOMAS TÖPFER

Director

Thomas Töpfer started his career as a management consultant, from 1986, before joining Rheinhold & Mahla AG (renamed Bilfinger Berger Industrial Services AG in 2006) as a General Manager of one of its divisions in 1995. He was appointed Chairman of the Management Board of Rheinhold & Mahla AG in July 2004 and also served as its Chief Executive Officer until September 2010.

Since 2009, he has acted as a Member of the Executive Board at Bilfinger Berger SE where he is responsible for Industrial Services, Project Investments and HSEQ.

Mr Töpfer holds a Degree in Economics from the University of Würzburg.

MANAGEMENT BOARD

as at 31 December 2011

FRANK SCHRAMM

Joint CEO of BBGI

Frank Schramm has worked in the PPP sector, investment banking and advisory business since the mid 1990s. He joined Bilfinger Berger Project Investments (BBPI) in 2003 and from July 2008 until 2011 he was a Co-Managing Director of BBPI , and led their European PPP operations. In this role, he was responsible for the asset management of over 20 PPP investments with a project volume of around €4bn and acted as shareholder representative in various investments. In addition to this, he led the European development activities.

Prior to this, Mr Schramm was Finance Director of BBPI Europe GmbH and was responsible for all project finance activities in Continental Europe. At BBPI, he was involved in over 15 PPP procurements and has either been involved in the procurement or the asset management of the European investments in the Seed Portfolio.

Before joining BBPI, he worked at Macquarie Bank in the Investment Banking group and was responsible for structured finance transactions.

DUNCAN BALL

Joint CEO of BBGI

Duncan Ball has worked in the investment banking and project finance sector for over 20 years. He is a chartered financial analyst with extensive PPP experience and has worked on over 20 PPP procurements. He joined BBPI in 2008 and was responsible for arranging and managing all North American project finance activities related to BBPI's PPP projects (social and transport). He was a director of certain of the project entities, some of which are in the Seed Portfolio, as well as those within the wider BBPI portfolio.

Prior to joining BBPI, Mr Ball was a senior member of the North American infrastructure team at Babcock & Brown and was instrumental in helping establish its infrastructure business in Canada. Previously, he was Co-head of infrastructure for North America for ABN AMRO Bank. During his tenure at ABN AMRO, he oversaw the sale of a $961 million portfolio of infrastructure projects.

From 2002 to 2005, he worked at Macquarie Bank where he helped establish their infrastructure practice in Western Canada and prior to that, he worked within the investment banking group at both RBC Capital Markets and CIBC World Markets.

ARNE SPEER

Director BBGI

Arne Speer has worked in the PPP, asset management and construction sector since the mid-1990s. He joined BBPI in 2002 and from 2008 to 2011 he was responsible for the asset management function for several European transport and social projects. In this role, Mr Speer was asset manager of eight PPP investments with a project volume of €2.8bn and a staff of 15. In addition, he was chairman or a board representative on eight special purpose companies for these PPP investments.

Mr Speer was either participating in or responsible for the bidding of over ten PPP projects and the project delivery of a European motorway with a project volume of €482m. He has been involved in the bidding, negotiation, financing, project documentation, construction management, client interface, handover and commencement of operation of various transport and social PPP projects.

From 1996 to 2002, Mr Speer worked for a civil engineering and construction firm where he was involved in project management, bid development, onsite construction, supervision, cost consultancy, quality assurance, safety and claims management. These works included conventional delivery and PPP.

STATEMENT OF MANAGEMENT BOARD RESPONSIBILITIES

The Management Board of the Company is responsible for ensuring proper preparation of the financial statements and Report of Management Board for each financial period in accordance with applicable laws and regulations, which require them;

i) to give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group as of and at the end of the financial period in accordance with International Financial Reporting Standards as adopted by the European Union and the Listing Rules; and

ii) to give a true and fair view of the development and performance of the business and the position of the Group as well as a true and fair description of the principal risks and uncertainties the Group may encounter.

In addition, the Management Board is responsible for ensuring that the Company is in compliance with applicable company law and other UK or Luxembourg applicable laws and regulations and to provide a description of the risks and uncertainties the Group may encounter and to put in place an appropriate control framework designed to meet the Group's particular needs and the risks to which it is exposed.

In preparing such financial statements the Management Board is responsible for:

- selecting suitable accounting policies and applying them consistently;
- making judgments and estimates that are reasonable and prudent;
- stating whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- preparing the financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business;
- maintaining proper accounting records which disclose with reasonable accuracy the financial position of the Group and enable them to ensure that the financial statements comply with all relevant regulations; and
- safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

MANAGEMENT BOARD RESPONSIBILITY STATEMENT

We confirm that to the best of our knowledge:

- the financial statements have been prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and Group included in the consolidation as a whole; and

- the Chairman's statement and report of the Management Board include a fair review of the development and performance of the business and the position of the Company and Group included in the consolidation taken as a whole together with a description of the principal risks and uncertainties that it faces.

Luxembourg, 26 March 2012

FRANK SCHRAMM, Co-CEO

DUNCAN BALL, Co-CEO

ARNE SPEER, Director

The Golden Ears Bridge is a 1 KM, six-lane road spanning the Fraser River in British Columbia, Canada.

REPORT OF THE MANAGEMENT BOARD

BUSINESS OF THE COMPANY

We are very pleased to present our maiden results as a publicly traded company for the period 3 October 2011 to 31 December 2011.

The Management Board has decided to present the management report for the consolidated financial statements and the standalone financial statements as a single report.

Bilfinger Berger Global Infrastructure SICAV S.A. is an investment company incorporated in Luxembourg in the form of public limited company société anonyme with variable share capital (société d'investissement à capital variable or "SICAV") and regulated by the CSSF under Part II of the Luxembourg Law of 17 December 2010 on undertakings for collective investment.

On 14 December 2011 BBGI announced the successful closing of its £ 212 million placing and offer for subscription. The issue was over-subscribed despite the challenging markets. The demand came from an attractive mix of high quality institutional and private investors. The Company's ordinary shares were admitted to the official list of the UK Listing Authority (premium listing, closed-ended investment fund) and to trading on the main market of the London Stock Exchange on 21 December 2011.

This is an unusual annual report in that it covers the brief period from when the Company was established on 3 October 2011 and the 11 days from when BBGI became a public company on 21 December 2011 to its period end on 31 December 2011. As expected, none of the assets in the Seed Portfolio were acquired prior to the year end.

THE SEED PORTFOLIO

On 6 December 2011 BBGI Management HoldCo S.à.r.l. entered into a sale and purchase agreement with Bilfinger Berger group companies (the "Acquisition Agreement") with the intention to acquire 19 separate projects referred to below as the seed portfolio. The seed portfolio consists of direct or indirect interests in separate projects developed under the Private Finance Initiative and the LIFT Schemes of the UK government, and similar Public Private Partnership programmes in Canada, Australia and Germany (the "Seed Portfolio").

The fair market value of the Seed Portfolio was calculated in aggregate to be £206 million as at 6 December, 2011 comprising the consideration to be paid for the acquisition of the Seed Portfolio and certain equity subscription obligations into project entities. It is expected that the completion of the acquisition will take place in the first quarter of 2012 or very shortly thereafter. As at the date of this report 4 of the 19 assets had been acquired for a total consideration price of £86.2m – this represents 41.9% of the value of the Seed Portfolio.

The terms on which BBGI and the vendor have agreed to acquire the Seed Portfolio are recorded in the Acquisition Agreement. Completion of the acquisition is subject to conditions, including de-registration of Bilfinger Berger Project Investments SICAR S.C.A. as a SICAR in Luxembourg, closing out certain hedging transactions at the vendors' risk, obtaining the consents required from project counterparties and a regulatory clearance under the Canadian Competition Act. Canadian Competition Act clearance has been obtained and all necessary target consents have been sought. In order to complete the acquisition of the Seed Portfolio, as at 31 December 2011, consents were yet to be obtained in relation to the investment capital in projects comprising approximately 36.3% by value of the Seed Portfolio.

Under the terms of the Acquisition Agreement, at completion in respect of each project entity, BBGI will acquire all cash flows from such project entity that arise on and after 1 October 2011 onwards (with some exceptions). The price (in Pounds sterling) of the Seed Portfolio is fixed based on Bloomberg published exchange rates on 29 November 2011, and shall be adjusted between exchange and completion only on the occurrence of a repricing event as defined in the prospectus.

Due to the short window prior to the 2011 year end there is little to report except that the proceeds (except for some working capital reserves) from the offering were successfully put on deposit pending completion of the transfer and the management team is excited about the prospects for 2012.

SUBSEQUENT TO PERIOD END

Subsequent to the period end and as contemplated the transfer of the assets from Bilfinger Berger Project Investments to BBGI has progressed in an orderly manner in the first quarter of 2012 as completion obligations are satisfied and various government and lender consents are obtained. As at the date of this report consents were yet to be obtained in relation to the investment capital in one project comprising approximately 1.5% by value of the Seed Portfolio and apart from that the transfer of the assets is now dependent on fulfilment of the remaining completion obligations. Even though only part of the assets has been transferred to date, BBGI and its shareholders receive the economic benefit of the cash flows arising from the Seed Portfolio from 1 October 2011 onwards. BBGI will thus get the entitlement to the cash flows from 1 October 2011 onwards, but does not have to pay for the assets until the transfers occur. During the period from admission until completion of transfer of each asset, BBGI will benefit from interest earned on amounts held on deposit pending completion of the purchases.

Our goals for 2012 are to complete the Seed Portfolio acquisition, bed in the acquisitions, actively manage the Seed Portfolio to enhance returns, and position ourselves for continued selective growth from Bilfinger Berger Project Investments and from other sources.

Our focus to-date in 2012 has been to establish the appropriate foundation and platform to enable us to achieve these objectives as the year progresses.

Clockwise from top: Gloucester Hospital, UK; Primary Health Care facilities, Barnet, Enfield, UK; Marngoneet Correctional Centre, near Melbourne, Australia.

IMPORTANT EVENTS POST YEAR END

ACQUISITION OF SUBSIDIARIES

On 6 February 2012 BBGI Management HoldCo S.à.r.l. (MHC) acquired 100 per cent of the shares and voting interest in BBGI Holding Limited (UK HoldCo), a UK domiciled company.

Cash of £4,370,877.75 was transferred as consideration for the acquisition of the share capital and in return MHC acquired 4,540,374 ordinary shares in UK HoldCo. Prior to MHC's acquisition of UK HoldCo, UK HoldCo had already purchased 50 per cent of the equity interest in Trans-Park Highway Holding Inc.

At the date of this report the Management Board is confident of the imminent transfer of Bilfinger Berger Project Investments S.C.A. (BBPI SCA) into the Group. This transfer will see MHC acquire 100 per cent of the shares and voting interest in BBPI SCA, a Luxembourg domiciled company, and with this transfer, indirect interests in the following entities will be acquired by the Company:

- GBConsortium 1 Ltd
- Bedford Education Partnership Holdings Ltd.
- Projektgesellschaft Justizvollzug Burg GmbH & Co. KG
- Clackmannanshire Schools Education Partnership Holdings Ltd
- Coventry Education Partnership Holdings Ltd
- East Down Education Partnership Holdings Ltd
- Gloucester Healthcare Partnership Ltd
- Kent Education Partnership Holdings Ltd.
- Lisburn Education Partnership Holdings Ltd
- Scottish Borders Education Partnership Holdings Ltd
- NorthwestConnect Holdings Inc.
- Fire Support (SSFR) Holdings Ltd

The transfer of the initial 50% per cent of the shares and voting interest of the Highway Management M80 TopCo Ltd is now planned in the 2nd or 3rd quarter of 2012.

Furthermore the transfer of Projekt-und Betriebsgesellschaft Kreishaus Unna mbH is still pending final consent from the public client and completion is not expected in the 1st quarter of 2012.

INCREASE IN SHARE CAPITAL OF SUBSIDIARY

On 9 February 2012 the Company increased the share capital of MHC by 19,880 ordinary shares. Cash of £1,988,000 was transferred as consideration for the purchase of these newly issued shares and the fair value of the ordinary shares issued was based on their issue price of £100 per share.

AGREEMENT FOR THE ACQUISITION OF INTERESTS IN A PORTFOLIO OF PROJECTS

Under terms of the Acquisition Agreement between the subsidiary of the Company, BBGI Management HoldCo S.à.r.l. (MHC) and Bilfinger Berger PI Corporate Services GmbH (BBPI), a series of interests in PFI/PPP infrastructure assets are to be purchased by Group entities from BBPI.

Subsequent to 31 December 2011 the following interests in PFI/PPP infrastructure assets have been acquired by the Group:

On 6 February 2012, the Group acquired 50 per cent of the equity interest in Trans-Park Highway Holding Inc. through its acquisition of UK HoldCo.

On 7 February 2012, the Group acquired 50 per cent of the equity and subordinated debt interests in Golden Crossing Holdings Inc. Cash of £26,381,930.27 was transferred as consideration for the purchase of equity and subordinated debt interests and in return the Group acquired 9,000 preferred shares of CAD 1,000 each, 501 common shares of CAD 1 each and subordinated debt of CAD 17,000,000.

On 20 February 2012, the Group acquired 100 per cent of the equity interest in RW Health Partnership Holdings Pty Ltd. Cash of £19,568,852.41 was transferred as consideration for the purchase of equity and in return the Group acquired 17,785,406 ordinary shares of AUD 1 each.

On 1 March 2012, the Group acquired 100 per cent of the equity interest in Victoria Correctional Infrastructure Partnership Pty Ltd. Cash of £35,887,268.64 was transferred as consideration for the purchase of equity and in return the Group acquired 27,450,000 ordinary shares of AUD 1 each.

SHARE PRICE PERFORMANCE

Following admission the shares traded at a premium to net asset value (£0.98 per ordinary share) and closed the year at £1.04. Share performance has also been positive in 2012 with the share price continuing to trade at a premium to net asset value in a range from £1.025 to £1.08.

FTSE SMALL CAP AND ALL SHARE INCLUSION

Following the quarterly review of the FTSE's UK Index Series on 7 March 2012, the Company's shares were included in the FTSE Small Cap and All Share indices, effective following the close of the market on 16 March 2012.

INVESTMENT OBJECTIVES

Looking forward into 2012 and beyond the Company will seek to provide investors with secure and predictable long-term cash flows whilst actively managing the investment portfolio with the intention of maximising the capital value over the longer term. The Company will target an initial annualised yield of 5.5 % per annum on the issue price of its ordinary shares. The Company will aim to increase this distribution progressively over the longer term. The Company will target an IRR in the region of 7 to 8 % on the issue price of its ordinary shares to be achieved over the longer term via active management to enhance the value of existing investments, and by acquisition of further investments from the Bilfinger Berger group and other sources, the prudent use of gearing, and growing the Company with the aim of reducing the total expense ratio.

INVESTMENT POLICY

The Company's investment policy is to invest in equity, subordinated debt and/or similar interests issued in respect of infrastructure projects that have predominantly been developed under the PFI/PPP or similar procurement models. The Company will principally invest in projects that are operational and that have completed construction. Accordingly, investment in projects that are under construction will be limited to 25 % of the portfolio value (calculated as at the time of investment).

PROJECT REVENUE STREAM CHARACTERISTICS

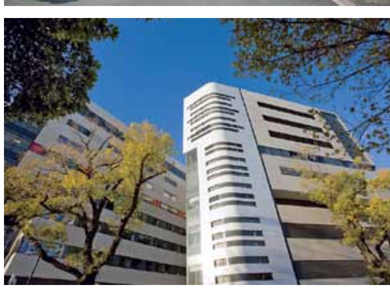
The Company will invest predominantly in projects whose revenue streams are public sector or government-backed, although the Company may invest in projects whose revenue streams are backed by non-governmental organisations that the Management Board believe carry an appropriate credit risk and represent a low counterparty risk for example as alternative infrastructure procurement models develop (such as private-private partnerships). Investment in projects whose revenue streams are not public sector or government-backed will be limited to 25 % of the portfolio value, calculated as at the time of investment.

The Company will primarily invest in projects where payments received by the project entities and hence the revenue streams from the projects do not generally depend on the level of use of the Project Asset and as such are "availability-based". Projects are characterised as having an "availability-based" revenue stream if, on average, 75 % or more of payments received by the relevant project entity do not depend on the level of use of the project asset. Investment in projects where, on average, 25 % or more of payments received by the project entities depend on the level of use made of the project assets ("demand based") will be limited to 25 % of the portfolio value, calculated as at the time of investment.

The concessions granted to project entities in the Seed Portfolio are predominantly granted by a variety of public sector clients including but not limited to central government departments, local, provincial and state governments and corporations set up by the public sector. All project entities in the Seed Portfolio are located in countries which are all rated Aaa / AAA by Moody's and Standard & Poors.

GEOGRAPHIC FOCUS

The Management Board believes that attractive opportunities for the Company to enhance returns for shareholders are likely to arise in areas of the world where PFI/PPP is a practiced route for delivering infrastructure investments. The Company intends to invest predominantly in projects that are located in Europe, North America, Australia and New Zealand. However, the Company may also invest in projects in other markets should suitable opportunities arise.



Top photo: The Malling School, Kent, UK; middle: Caludon Castle School and Community College, Coventry, UK; bottom: Royal Women's Hospital, Melbourne Australia

ORIGINATION OF INVESTMENTS

Each of the investments comprising the Seed Portfolio complies with the investment policy. It is expected that further investments will include investments that have been originated and developed by members of the Bilfinger Berger group. The Company will also seek out and review acquisition opportunities from outside the Bilfinger Berger group.

Any proposed acquisition of assets by the Company from members of the Bilfinger Berger group that fall within the investment policy, will be subject to approval by the Management Board who are independent of the Bilfinger Berger group.

The Company has a right of first refusal on the sale by Bilfinger Berger of the preferred projects on or before 31 December 2012 and a right of first offer in respect of interests in all projects that Bilfinger Berger proposes to sell before 31 December 2016 and that fall within the investment policy (the "Pipeline Agreement"). It is envisaged that Bilfinger Berger group companies will periodically make available for sale further interests in projects (although there is no guarantee that this will be the case).

A key part of the investment policy is to acquire assets that have been originated by and from the Bilfinger Berger group by exercising the Company's rights under the Pipeline Agreement and otherwise. As such, the Company will not seek the approval of shareholders with respect to the acquisition of the assets from members of the Bilfinger Berger group (nor any other acquisition) in the ordinary course of the investment policy.

Further Investments will be subject to satisfactory due diligence and agreement on price which will be negotiated on an arm's length basis and on normal commercial terms. The Company has a right of first offer over other Bilfinger Berger group assets falling within the investment policy as part of the Pipeline Agreement. It is anticipated that any further investments will be acquired out of existing cash resources, borrowings, funds raised from the issue of new capital in the Company or a combination of all three.

INVESTMENT OPPORTUNITY

The Management Board believes that an investment in the Company will provide shareholders with the following benefits:

- Exposure to high quality PFI/PPP infrastructure assets with effect from the acquisition of an attractive Seed Portfolio including:
  - cash flows arising from the Seed Portfolio from 1 October 2011 onwards;
  - long-term stable cash flows from assets that are operational (or near operational) and backed by public sector or government backed counterparties;
  - strong yield characteristics and attractive inflation protection characteristics;
  - a Seed Portfolio which is diversified by sectors and spread across the UK (41.4%), Canada (26.9%), Australia (26.9%), and Germany (4.8%);
  - high degree of project control with at least a 50% ownership in respect of approximately 81.7% by value of the projects that comprise the Seed Portfolio;
  - the Seed Portfolio is spread across availability-based road projects and a range of social infrastructure; and
  - potential for value enhancement opportunities and acquisition of further stakes;
- Access to an attractive pipeline of prospective further investments developed by Bilfinger Berger group over which the Company has preferential rights and that has a potential aggregate investment capital value of in excess of £270 million;
- Alignment of interest between the Company, the management team and shareholders through an internal management structure;
- Cost benefits from an internal management structure, in particular given that there are no net asset value based management fees, acquisition fees or performance fees charged;
- Experienced PFI/PPP Management Team;
- Support of Bilfinger Berger group which made a strategic investment of 19.9% in the Company; and
- Continuation vote in 2015 and every two years thereafter

AMENDMENTS TO AND COMPLIANCE WITH THE INVESTMENT POLICY

Changes to the investment policy may only be made with the approval of the CSSF and of the shareholders by way of ordinary resolution in accordance with the Law and (for so long as the ordinary shares are listed on the Official List) in accordance with the Listing Rules. The investment policy restrictions detailed above apply at the time of the acquisition of any new investment. The Company will not be required to dispose of investments and to rebalance its investment portfolio as a result of a change in the respective valuations of investments, although in such circumstances the Management Board will review the composition of the investment portfolio as a whole and consider whether any rebalancing is in the interests of shareholders.

In the event of any breaches of the investment restrictions contained in the investment policy, the Company will inform shareholders through an announcement on a Regulatory Information Service.

POTENTIAL DISPOSALS OF INVESTMENTS

Whilst the Management Board may elect to retain investments in the Seed Portfolio and any further investments made by the Company over the long-term, it will regularly monitor the valuations of such projects and any secondary market opportunities to dispose of investments. The Company only intends to dispose of investments where it is considered that appropriate value can be realised for the Company or where the Management Board otherwise believe that it is appropriate to do so. Proceeds from the disposal of investments will generally be reinvested, or may be distributed at the discretion of the Management Board unless the Articles require the sign off of the Supervisory Board.

The Risk Management section of this report covers the following investment policy related areas

- Country Risk
- Borrowing and leverage
- Single investment limit and diversity of clients and suppliers
- Currency and hedging policy

RELATIONSHIP WITH BILFINGER BERGER GROUP

Bilfinger Berger group is an international multi service group and comprises also the concession business of Bilfinger Berger Project Investments ("BBPI"). BBPI is the investor, developer and operator of large public infrastructure projects. BBPI's portfolio prior to the ongoing transfer of the Seed Portfolio to the Group consisted of interests in 31 projects across Europe, Canada and Australia.

The Company is currently in the process of acquiring the Seed Portfolio from BBPI and, with one exception, the assets to be acquired represent all of Bilfinger Berger group's shareholdings in these projects. The exception is the Golden Ears Bridge project where a stake of 50 % was acquired by the Company subsequent to the year end and Bilfinger Berger group will retain the remaining 50 % stake in the project, although this remaining stake is subject to the Pipeline Agreement.

The Bilfinger Berger Group holds 19.9 % of the ordinary shares of the Company and has committed that it will retain these shares for a minimum period of 12 months from 21 December 2011.

PIPELINE

A key part of the Company's investment policy is to acquire assets that have been originated by BBPI through exercising its rights under the Pipeline Agreement. The further investment opportunities captured by the Pipeline Agreement represent the right of first refusal for interests in three projects and the right of first offer on interests in nine projects "on hand" that Bilfinger Berger proposes to sell before 31 December 2016 and that fall within the investment policy. The projects have a total capital value of £2.5 billion and an anticipated aggregate investment value of in excess of £270 million.

The Management Board of the Company believe that access to BBPI's pipeline of development opportunities will be a significant growth driver for the Company and allow the Company to substantially grow the portfolio without the need to engage in broadly marketed auction processes.

DISTRIBUTION POLICY

Distributions on the ordinary shares are planned to be paid twice a year, normally in respect of the six months to 30 June and 31 December. Subject to market conditions and to the level of the Company's income, it is intended that distributions will be paid as annual dividends shortly after the AGM at the end of April and as interim dividends in September of each year.

Concurrent with the release of this report, the Board has proposed an initial dividend of 0.45p per share for the period to 31 December 2011 to be paid in May 2012. The Company has the ability, subject to the approval of shareholders by ordinary resolution, to offer shareholders the right to elect to receive further shares, credited as fully paid, instead of cash in respect of all or any part of any dividend (a scrip dividend). For further information on scrip dividends please refer to

Resolution 11 of the convening notice to the annual general meeting of the shareholders.

STATUS FOR TAXATION

The Company is not liable for any Luxembourg tax on profits or income, nor are distributions paid by the Company subject to any Luxembourg withholding tax. The Company is, however, liable to a subscription tax of 0.05% per annum of its net asset value, such tax being paid quarterly on the basis of the value of the aggregate net assets of the Company at the end of the relevant calendar quarter. No stamp duty or other tax is payable in Luxembourg on the issues of Shares. No Luxembourg tax is payable on the realised capital appreciation of the assets of the Company.

GOING CONCERN BASIS OF ACCOUNTING

The Supervisory Board has examined significant areas of possible financial risk including cash and cash requirements. They have not identified any material uncertainties which would cast significant doubt on the Company's ability to continue as a going concern for a period of not less than 12 months from the date of approval of the financial statements. The Supervisory Board has satisfied itself that the Company has adequate resources to continue in operational existence for the foreseeable future. After due consideration, the Supervisory Board believes it is appropriate to adopt the going concern basis in preparing the financial statements. Please see note 2 to the accounts.

RELATED PARTY TRANSACTIONS

This is detailed in note 12 to the accounts.

DISCOUNT MANAGEMENT

The Management Board intends to actively monitor any discount to the net asset value per Ordinary Share at which the ordinary shares may trade. The Management Board will report to the Supervisory Board on any such discount and proposed actions to mitigate this.

The Company does not hold any of its own shares.

PURCHASES OF ORDINARY SHARES BY THE COMPANY IN THE MARKET

In order to assist in the narrowing of any discount to the net asset value at which the ordinary shares may trade from time to time and/or to reduce discount volatility, the Company may:

- make market purchases of up to 14.99% p.a. of its issued ordinary shares; and
- make tender offers for the ordinary shares.

LIFE OF THE COMPANY

The Company has been established with an indefinite life; however, the Management Board consider it desirable to give shareholders the opportunity to review the future of the Company periodically. The Company will propose a continuation vote to shareholders at the Company's annual general meeting in 2015, and at the annual general meeting held every two years thereafter. The vote will require more than 50% of the total voting rights cast on the resolution to be in favour in order for the Company to continue in its current format.

VALUATIONS

The Company will produce fair market valuations of the Company's investments on a semi-annual basis as at the end of June and December each year. It is intended that the valuations will also be reviewed semi-annually by an independent specialist who will be asked to consider whether the discount rates used in the valuations reflect, amongst other things, potential risks to the cash flows from investments and are appropriate and in line with market rates. The first such report by an independent specialist will be for the period ending 30 June 2012.

The Administrator will perform due diligence on the calculation of the net asset value per Share using the valuations of the Company's investments prepared by the Management Board.

RISK MANAGEMENT

The Company is currently implementing a risk management framework to coincide with the ongoing transfer of the Seed Portfolio. The risk management framework will cover all aspects of the Company's business. This framework will be made up of a series of policies and procedures to manage both existing risks and the future risks assumed with the transfer of the Seed Portfolio.

The Management Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's only asset at the period end was the net cash proceeds from the listing given that the Seed Portfolio transfer had not yet commenced. As a result risk exposure pre the acquisition of the Seed Portfolio was limited primarily to financial institution credit risk.

CREDIT RISK

As at 31 December 2011 the net proceeds from offering £207.8m were placed with three separate banks to mitigate single party exposure. Banks where the cash has been placed on deposit are RBC Dexia (rated AA- by S&P and Aa3 by Moody's), RBS (rated A- by S&P and A3 by Moody's) and DZ Bank (rated AA- by S&P and Aa3 by Moody's). The Management Board recognized that RBS has the lowest credit rating of the three banks but considered it a systemic bank with the UK government being the largest shareholder.

The Management Board have been monitoring the counterparty risk of the above noted banks and will take steps to mitigate the Company's risk in relation to the potential insolvency of any one financial institution should there be a material change in the credit rating.

SEED PORTFOLIO

At the date of this report a number of the seed portfolio assets had not yet been transferred to the Company. There are specific risks associated with these assets which the Management Board have identified. The framework which the Management Board are implementing will be used to manage these risks and to continually monitor those risks and potential new risks going forward.

CURRENCY AND HEDGING POLICY

The Company will invest in projects that are located not just in the UK, and as a result some of the Company's underlying investments will be denominated in currencies other than £. For example, investments comprising the Seed Portfolio are denominated in Australian Dollars (AUD), Canadian Dollars (CAD) and Euro (EUR) as well as Pounds sterling (£). However, any dividends declared and paid on the ordinary shares will be made in £ and the market price and net asset value of the ordinary shares will be reported in £.

The Company will implement currency hedging arrangements in respect of the Seed Portfolio for the period of four years commencing on completion of the Acquisition Agreement or shortly thereafter to seek to provide protection to the level of £ dividends that the Company aims to pay on the ordinary shares, and in order to reduce the risk of currency fluctuations and the volatility of returns that may result from such currency exposure. The Company will review the initial hedging strategy on an annual basis. The Company intend to use forward contracts to hedge against exchange rate exposure.

Any currency rate hedging transactions will only be undertaken for the purpose of efficient portfolio management and these transactions will not be undertaken for speculative purposes.

COUNTRY RISK

The Company will seek to mitigate country risk by concentrating predominantly on investment opportunities in countries where the Management Board consider that project structures are reliable, where (to the extent applicable) public sector counterparties carry what the Management Board consider to be an appropriate credit risk or alternatively where insurance or guarantees are available for the sovereign credit risk, where financial markets are relatively mature and where a reliable judicial system exists to facilitate the enforcement of rights and obligations under project documentation.

SINGLE INVESTMENT LIMIT AND DIVERSITY OF CLIENTS AND SUPPLIERS

In order to ensure that the Company has a spread of investment risk, it is the Company's intention that when any new acquisition is made, the investment (or in the event of an acquisition of a portfolio of investments each investment in the portfolio) acquired does not have an acquisition value (or, if it is an additional stake in an existing investment, the combined value of both the existing stake and the additional stake acquired is not) greater than 20 % of the portfolio value of the Company immediately post-acquisition (but subject always to a maximum limit of 25 % of the portfolio value immediately post-acquisition). In order to avoid over-reliance on either a single client or a single contractor when selecting new investments to acquire, the Company will seek to ensure that the portfolio of projects in which the Company invests has a range of clients and supply chain contractors.

BORROWING AND LEVERAGE

The Company intends to make prudent use of leverage (and leverage in the context of the Company shall exclude indebtedness in place at project entity level) primarily for working capital purposes and to finance the acquisition of investments. The Company will ensure that the Company's outstanding borrowings, excluding intra-group borrowings and the debts of underlying project entities but including any financial guarantees to support subscription obligations, will be limited to 33 % of the portfolio value. The Company may borrow in currencies other than £ as part of its currency hedging strategy.

INCORPORATION AND ADMINISTRATION

The ordinary shares are created in accordance with Luxembourg law and conform to the Companies Law and the regulations made thereunder, have all necessary statutory and other consents and are duly authorised according to, and operate in conformity with, the Articles of Incorporation.

SHARE CAPITAL

The issued share capital of the Company is 212 million ordinary shares. All of the ordinary shares issued rank *pari passu*. There are no special voting or other rights attaching to any of the ordinary shares.

VOTING RIGHTS

There were no restrictions on the voting rights attaching to ordinary shares.

DETAILS OF SUBSTANTIAL SHAREHOLDERS

As at 7 March 2012 the management are aware of the following shareholders holding more than 5% of the Company's ordinary shares to which voting rights are attached.

NAME	HELD
BILFINGER BERGER SE	42,159,000
INVESTEC WEALTH MANAGEMENT	24,227,304
M&G INVESTMENTS	20,155,158
SCHRODER INVESTMENT MANAGEMENT	17,968,814
CHEVIOT INVESTMENT MANAGEMENT	12,247,520

ARTICLES OF INCORPORATION

The Articles of Incorporation were approved and formalised before the Luxembourg notary public on 24 November 2011. The Articles are filed with the Luxembourg Registre de Commerce et des sociétés and are published in the Mémorial. A copy of the Articles is available for inspection at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG and at the registered office of the Company during normal business hours.

AMENDMENTS TO THE ARTICLES

The Articles may be amended in accordance with the rules set out in article 32 of the Articles.

CORPORATE GOVERNANCE

INTRODUCTION

The Company is internally managed with a two-tier governance structure comprising a Supervisory Board and a Management Board, with the responsibilities of each as stated.

The Boards recognise the importance of a strong corporate governance culture and have put in place a framework for corporate governance which they believe is appropriate for an investment company.

AIC

The Company has joined the Association of Investment Companies (the "AIC"). It has carefully considered the principles and recommendations of the AIC Code of Corporate Governance (the "AIC Code") and has decided to follow the AIC's Corporate Governance Guide for Investment Companies (the "AIC Guide"). The AIC Code and AIC Guide were updated in October 2010 to take into account the newly issued UK Corporate Governance Code.

On 30 September 2010, the Financial Reporting Council provided the AIC with an updated endorsement letter to cover the fifth edition of the AIC Code. The endorsement confirms that the AIC Code fully meets, for investment company boards, their obligations in relation to the UK Corporate Governance Code and paragraph LR 9.8.6 of the Listing Rules.

DISCLOSURE UNDER PRINCIPLE 5 OF THE AIC CODE MANAGEMENT BOARD

The Management Board is responsible for the day-to day management of the Company, including administration, preparation of semi-annual valuations, the statutory accounts, the management accounts, business plans, presenting results and information to shareholders, coordinating all service providers to the Group and giving the Supervisory Board general advice and feedback. The Management Board is also responsible for undertaking the discretionary investment management of the Company's assets and those of the rest of the Group.

The Management Board comprises three members, each employed by BBGI Management HoldCo, a subsidiary of the Company, therefore none of them is independent by AIC Code Principle [2]. The Management Board is responsible (inter alia) for undertaking the discretionary investment management of the Company's assets and those of the rest of the Group; it therefore carries out the function of investment manager. Accordingly the Company has not engaged an external investment manager.

The function of the Management Board is overseen by the Supervisory Board which itself meets the independence criteria set out in AIC Principle [2]. This two tier structure is not envisaged by the AIC Code. However the Company considers that an independent Supervisory Board ensures that the company is compliant with AIC Code Principle [2].

The Management Board members are appointed and dismissed by the Supervisory Board on an annual basis, not by the shareholders, and therefore this does not meet the requirements of Principles [3 or 4, which require the shareholders of the Company to vote on the appointment/re-appointment of Directors]. However as the Management Board carry out the role of an investment manager the Supervisory Board deem it appropriate that the Management Board members are appointed and dismissed by the Supervisory Board on an annual basis. The members of the Supervisory Board are elected and dismissed by the shareholders and as such the Company considers that this meets the requirements of Principles 3 and 4

SUPERVISORY BOARD

The Supervisory Board consists of four members who are all Non-Executive Directors. In accordance with Principle 2 of the AIC Code, a majority of the Non-Executive Directors are independent.

In accordance with Principle 3 of the AIC Code, all the members of the Supervisory Board are required to retire and may, if they so wish, offer themselves for re-election at the Annual General Meeting of the Company in April every year. The members are not subject to automatic re-appointment.

Below: One of 10 new fire stations in Stoke-on-Trent and Staffordshire; and Scottish Borders Schools, UK

The Supervisory Board believes that its members have sufficient skills and experience to enable them to fulfill their obligations.
The Supervisory Board will meet at least four times a year and between these formal meetings there is regular contact with the Management Board and the Company's third party service providers. The members of the Supervisory Board will be kept fully informed of investment and financial controls, and other matters relevant to their remit. Both Supervisory and Management Board members will also have access, where necessary in the furtherance of their duties, to independent professional advice at the expense of the Company. In the period under review, the Supervisory Board met twice.

As previously mentioned, the Supervisory Board members have a breadth of experience relevant to the Company, and the Company believes that any future changes to the composition of the Supervisory Board can be managed without undue disruption. On appointment to the Supervisory Board, new members will be provided with an induction.

The Supervisory Board will consider items laid out in the notices and agendas of meetings, which will be formally circulated to its members in advance of the meeting as part of the Board papers; members may also request the addition of any agenda item they consider appropriate for Board discussion. At each meeting, the members are required to advise of any potential or actual conflicts of interest prior to discussion.

PERFORMANCE EVALUATION OF SUPERVISORY BOARD

Commencing from the financial year ending 31 December 2012, the Supervisory Board will evaluate its own performance, that of the Audit Committee and of the Chairman and of each member on an annual basis and will ensure that the mix of skills and experience are appropriate to the Company's requirements.

REVIEW/MONITORING OBLIGATIONS/DELEGATION OF RESPONSIBILITIES OF SUPERVISORY BOARD

The primary focus at Supervisory Board meetings will be a review of investment performance and associated matters such as risk management, marketing/investor relations, gearing, general administration and compliance, peer group information and industry issues. In addition, it is also responsible for establishing and monitoring compliance with the Company's investment policy, appointing the members of the Management Board, supervising and monitoring the appointment of the Company's 3rd party service providers (and those of its subsidiaries) and providing general supervisory oversight to the operations of the Group as a whole.

The Supervisory Board will constantly consider the Company's strategy with regard to market conditions and feedback from both the Management Board and shareholders. The investment strategy, which is set out in the Company's prospectus, is reviewed regularly with the Management Board.

MEMBERS OF THE SUPERVISORY AND MANAGEMENT BOARD

NAME	FUNCTION	AGE	APPOINTMENT	RENEWAL TO BE CONSIDERED
David Richardson	Chairman, Supervisory Board	60	3 October 2011	30 April 2012
Thomas Töpfer	Supervisory Board	50	3 October 2011	30 April 2012
Colin Maltby	Supervisory Board,	61	3 October 2011	30 April 2012
Howard Myles	Supervisory Board , Chairman	62	3 October 2011	30 April 2012
	Audit Committee			
Frank Schramm	Management Board	43	5 October 2011	5 October2012
Duncan Ball	Management Board	46	5 October 2011	5 October 2012
Arne Speer	Management Board	40	5 October 2011	5 October 2012

NOTE: This table sets out the expiry dates of the current terms of the directors' appointments.
All appointments may be renewed in accordance with the provisions of the Company's Articles.

ATTENDANCE AT MEETINGS DURING THE FINANCIAL PERIOD ENDING 31 DECEMBER 2011

NAME	MEETINGS ATTENDED
Supervisory Board	
David Richardson	2
Thomas Töpfer	2
Colin Maltby	2
Howard Myles	1
Management Board	
Frank Schramm	5
Duncan Ball	2
Arne Speer	3

OTHER CURRENT DIRECTORSHIPS AND PARTNERSHIPS

David Richardson (Chairman)
Serco Group plc
IHS GmbH
Spires Bidco Hotels Ltd
Assura Group Limited

Thomas Töpfer
Bilfinger Berger SE
Stadtmarketing Mannheim GmbH

Howard Myles
The World Trust Fund
Aberdeen Private Equity Fund Limited
Baker Steel Resources Trust Limited
BlackRock Hedge Selector Limited
JP Morgan Brazil Investment Trust plc
Small Companies Dividend Trust plc
Wicken Company Limited, Octant Capital Group Limited,
Octant Capital UK LLP

Colin Maltby
BlackRock Absolute Return Strategies Limited
HarbourVest Senior Loans Europe Limited
Abingworth BioEquities Fund Limited
21 Woodbury Lane Limited
SCI Pettoreaux Cimes
Nine Princedale Road Limited
Eight Thirty Two Holland Park Limited

COMMITEES OF THE SUPERVISORY BOARD

AUDIT COMMITTEE

In accordance with the AIC Code, the Company has constituted an audit committee. The Committee operates within clearly defined terms of reference and comprises three Non-Executive Directors who are members of the Supervisory Board: Howard Myles has been appointed Chairman of the Committee, with Colin Maltby and David Richardson the other members.

The Audit Committee's remit is to meet at least bi-annually and to consider, inter alia:

- Annual and semi-annual accounts;
- Reports of the Auditors;
- Auditors' terms of appointment and remuneration (including overseeing the independence of the Auditors particularly as it relates to the provision of non-audit services) in accordance with the Law on the Audit Profession dated 18 December 2009;
- Reviewing and approving the external auditors' plan for the following financial year;
- Reviewing the appropriateness of the Company's accounting policies; and
- Ensuring the adequacy of the internal control systems and standards.

In the event of any conflict between the provisions of the AIC Code and the provisions of the law on the Audit Profession, the Company will comply with the provisions of the law on the Audit Profession.

The Auditors and other 3rd party service providers will be invited to attend the audit committee meetings at which the Annual and Semi-Annual Accounts are considered and at which they will have the opportunity to meet with the Committee. The Committee will also review the scope and results of the audit, its cost effectiveness and the independence and objectivity of the auditors, with particular regard to non-audit fees.

The audit committee did not meet during the period under review. The terms of reference for the audit committee are available from the Company Secretary upon request.

OTHER COMMITTEES

There are no other constituted Committees of the Board. The Supervisory Board considers its size to be such that it would be unnecessarily burdensome to establish separate Nominations and Remuneration Committees, and therefore the functions of the Nominations and Remuneration Committees are carried out by the Supervisory Board as a whole, which is responsible for making recommendations in relation to the Group's remuneration programme and on proposed changes of the Group's senior personnel. There are therefore no terms of reference in relation to a Nominations Committee or Remuneration Committee.

The Supervisory Board did not meet in its capacity as Nominations or Remuneration Committee during the period under review.

INTERNAL CONTROLS

The Management Board is responsible for setting up the Company's system of internal control and the Supervisory Board for reviewing its effectiveness, and has therefore established an ongoing process designed to meet the particular needs of the Company in managing the risks to which it is exposed.

The process is based on a risk-based approach to internal control through a matrix which identifies the key functions carried out by the Management Board and other key service providers, the various activities undertaken within those functions, the risks associated with each activity and the controls employed to minimise those risks. The matrix is regularly reviewed and updated and the Supervisory Board provided with regular reports highlighting all material changes to the risk ratings and the action which has been, or is being, taken.

By their nature these procedures will provide a reasonable, but not absolute, assurance against material misstatement or loss.

At each meeting the Supervisory Board will also monitor the Company's investment performance in comparison to its stated objective and review its activities to ensure that the Management Board is adhering to the investment policy and guidelines. Further, at each meeting, the Supervisory Board will receive reports from the UK Company Secretary in respect of compliance matters.

The Company has considered the need for an internal audit function but has concluded that its systems, procedures and internal review processes, and the work of its external auditors, provide sufficient assurance that a sound system of internal control, that safeguards the Company's assets, is maintained. A Company-specific internal audit function is therefore considered unnecessary. The Company recognises control systems can only manage (not eliminate) the risk of failure to achieve business objectives, and to provide reasonable (not absolute) assurance against material misstatement or loss.

The Management Board has agreed clearly defined investment criteria, return targets and risk appetite and that reports on these issues, including operating performance, cash projections, and investment valuations, are submitted to the Supervisory Board at each quarterly meeting.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has taken out Directors' and Officers' Liability Insurance on behalf of the Directors of the Management Board and the Supervisory Board at the expense of the Company.

RELATIONS WITH SHAREHOLDERS – AIC CODE PRINCIPLE 19

The Company places great importance on communication with its shareholders and welcomes their views. All members of the Supervisory and Management Board are available at all reasonable times to meet with principal shareholders and key sector analysts.

Feedback from meetings will be provided to the Supervisory Board at its quarterly meetings, as will relevant market commentary on the Company by the Management Board and the Company's Joint Brokers. It is the Company's intention to continue to meet with shareholders periodically to facilitate open two way communication on the development of the Company.

The Company will report formally to shareholders twice a year and results of Shareholder General Meetings will be announced by the Company on the day of the relevant meeting. Additionally, Interim Management Statements and other current information on the Company provided through the Company's website pages will assist in keeping shareholders informed. At shareholder general meetings, the registrar will monitor the voting of shareholders and proxy voting will be taken into consideration when votes are cast at such meetings. Shareholders may contact the members of the Management Board at the Registered Office of the Company, which address can be found on page 72 of the Report and Accounts or on the Company's website at www.bb-gi.com.

ENVIRONMENTAL AND SOCIAL GOVERNANCE ("ESG")

As part of their corporate social responsibility, the Management Board and the Supervisory Board recognise the importance of ensuring that the Company develops appropriate environmental, social and ethical policies. The Company is currently implementing its ESG policies which are been designed to ensure that the Company follows best practice in relation to corporate responsibility. Once fully implemented these policies will be monitored and updated on an ongoing basis.

In respect of further investments, as part of the due diligence process, BBGI Management HoldCo will analyse the environmental, social and ethical policies of potential new acquisitions and, where possible, the adherence to those policies by key contractors and service providers. In addition, BBGI Management HoldCo will undertake an analysis of governance procedures at the relevant project entity with the intention of ensuring that the Company has appropriate representation and influence at the project entity level.

Once the Company has acquired an investment in a project entity, BBGI Management HoldCo will undertake regular reviews of the environmental, social and ethical policies that the project entities have in place and their adherence to these policies in the delivery of their services. Health and safety will be also be monitored across the Company's portfolio and any serious breaches of health and safety will be reported to the Management Board who will in turn report to the Supervisory Board.

REMUNERATION OF MANAGEMENT AND SUPERVISORY BOARD

The board members shall be remunerated for their services at such rate as the directors shall from time to time determine. The aggregate remuneration entitlements and benefits in kind of the directors of the Supervisory Board in their capacity as such in respect of the period from incorporation to 31 December 2011 are shown below.

SUPERVISORY BOARD	£
David Richardson	6,331
Colin Maltby	5,979
Howard Myles	5,979
Thomas Töpfer *	–

Each of the members of the Supervisory Board was entitled to a one off payment of £ 5,000 for work undertaken prior to the successful listing and admission to the London Stock Exchange. Going forward, the Chairman will receive a director's fee of £45,000 per annum, and other members on the Supervisory Board will each receive a fee of £30,000 per annum (with the exception of the Chairman of the audit committee Howard Myles and the Senior Independent Director Colin Maltby who will each receive an additional fee of £2,500 per annum). The aggregate remuneration of the directors of the Supervisory Board in their capacity as such is not expected to exceed £140,000 per annum (or such other sum as the Company in the Annual General Meeting shall determine).

*On 14 March 2012 the Company received a letter from Thomas Töpfer waiving his entitlement to receive the fees payable to him as at 31 December 2011.

None of the members on the Management Board will receive a fee for acting in their capacity as directors of the Management Board.

The Supervisory Board was appointed by the subscriber on the incorporation of the Company on 3 October 2011. The Management Board was appointed by the Supervisory Board on 5 October 2011. The member's appointments are subject to the Articles of Incorporation and can be terminated in accordance with the Articles of Incorporation without notice and without compensation. In accordance with the Articles of Incorporation, the Supervisory Board members are elected for a period ending at the Company's next annual general meeting although they are eligible for reappointment. The members on the Management Board are appointed for a term of one year, which is subject to renewal by the Supervisory Board on an annual basis.

BOARD MEMBERS' AND OTHER INTERESTS

Frank Schramm and Duncan Ball who are members on the Management Board are also BBGI Management HoldCo managers. Apart from Mr. Schramm and Mr. Ball, none of the other members have Service Contracts. Arne Speer is an employee of BBGI Management HoldCo.

No loan has been granted to, nor any guarantee provided for the benefit of, any director by the Company.

There are no family relations between the members of the Management Board and the Supervisory Board. David Richardson, Colin Maltby and Howard Myles are all considered to be independent board members as (i) they have not been employees of the Company or the Bilfinger Berger group (ii) have not had material business relationships with the Company (iii) have not received additional remuneration from the Company (iv) do not have family ties with any of the Company's advisers, directors or senior employees (v) do hold cross-directorships or have links with other directors through involvement on other companies (vi) do not represent a significant shareholder (vii) and have not served on the board for more than nine years.

Thomas Töpfer is considered to be a non-independent board member as he has acted as a Member of the Executive Board at Bilfinger Berger SE since 2009 where he is responsible for Industrial Services, Project Investments and HSEQ.

BILFINGER BERGER'S RIGHT TO APPOINT A DIRECTOR

Pursuant to the shareholding and brand agreement with the Company, Bilfinger Berger group has agreed to procure that Mr. Töpfer will immediately offer his resignation from the Supervisory Board: (a) if at any time the Bilfinger Berger group's holding of ordinary shares falls below 10 % of the issued Ordinary Share capital of the Company; or (b) if he ceases to be a director of Bilfinger Berger SE or ceases to have any other office, employment or consultancy arrangement with any member of the Bilfinger Berger group. Under the terms of the same agreement, if Mr. Töpfer were to leave the Supervisory Board then, provided the Bilfinger Berger group continues to hold 10 % or more of the issued Ordinary Share capital of the Company, Bilfinger Berger SE shall have the right to propose a replacement director to the Supervisory Board provided the Supervisory Board gives its consent to such appointment (such consent not to be unreasonably withheld or delayed). The nomination committee of the Company is obliged to consider any such nomination in good faith, but may approve or reject the proposed nomination in its discretion. Any such nomination is subject to approval by Shareholders by way of an ordinary resolution.

SHAREHOLDINGS OF MEMBERS OF MANAGEMENT/SUPERVISORY BOARD

NAME	ORDINARY SHARES HELD
David Richardson	45,000
Thomas Töpfer	40,000
Colin Maltby	30,000
Frank Schramm	75,000
Duncan Ball	75,000
Arne Speer	35,000

REMUNERATION OF THE MANAGEMENT

The Supervisory Board and the Management Board believe that an appropriate remuneration programme for the Management Team will play an important role in achieving short and long-term business objectives that ultimately drives business success in alignment with long-term Shareholder goals.

The level and structure of the remuneration, compensation and any other benefits to which the Supervisory Board, the Management Board and other management team members that are employed by BBGI Management HoldCo or other members of the Group (the "Remuneration Programme") are entitled will be reviewed by the Supervisory Board (who shall also constitute the Company's remuneration committee) on an annual basis. The Supervisory Board will make recommendations in respect of the remuneration programme to the Management Board who will implement these.

The objectives of the remuneration programme are to:

- attract and retain highly qualified employees with a history of proven success;
- align the interests of the Group's employees with Shareholders' interests and with the execution of the Company's investment policy and fulfilment of the Company's investment objectives;
- establish performance goals that, if met, are expected to improve long-term Shareholder value; and;

- link compensation to performance goals and provide meaningful rewards for achieving them.

The remuneration programme will be reviewed annually and appropriate benchmarking with comparable businesses to that of the Company will be undertaken with the intention of ensuring that the remuneration programme remains competitive in order to achieve the objectives above.

Under the current remuneration programme, all employees of BBGI Management HoldCo (which include the members of the Management Board, Mr. Schramm, Mr. Ball and Mr. Speer) are entitled to an annual base salary payable monthly in arrears, which will be reviewed annually by the Supervisory Board. In addition, certain senior executives (including Mr. Schramm and Mr. Ball) are also entitled to participate in a short-term incentive plan ("STIP") and a long-term incentive plan ("LTIP").

Short-Term Incentive Plan (STIP)

Under the STIP, eligible executives will be entitled to an annual award expected to range from 0 % to 80 % of their annual base salary, subject to the achievement of pre-determined performance objectives set by the Supervisory Board at the beginning of the relevant financial year.

Long-Term Incentive Plan (LTIP)

Under the LTIP an eligible executive may be awarded a percentage of the executive's salary, depending on the performance of the Company, measured by the total shareholder return over each rolling three year return period.

The target award is 50 % of the relevant executive's salary and the maximum award is 100 % of the relevant executive's salary. The target award will be determined by reference to a threshold hurdle of a total shareholder return of 16.5 % over the three year return period. The maximum award requires a total shareholder return of approximately 28 % over the three year period.

SERVICE CONTRACTS

BBGI Management HoldCo has entered into service contracts with both Mr. Schramm and Mr. Ball, (each such contract being a "Service Contract"). The Service Contracts for Mr. Schramm and Mr. Ball are on identical terms and conditions save that the payments to Mr. Schramm are in Euros and those to Mr. Ball are in Canadian Dollars and are each terminable by BBGI Management HoldCo with immediate effect for cause or "without cause" (subject to payment of 24 months' pay and benefits) or can be terminated by the relevant individual by giving twelve months' written notice to BBGI Management HoldCo.
Mr. Schramm and Mr. Ball are from admission each entitled to annual base salary payable monthly in arrears of €250,000 per annum and C$352,890 per annum respectively which will be reviewed annually by the Supervisory Board.

No loan has been granted to, nor any guarantee provided for the benefit of, any manager by BBGI Management HoldCo.

There are no family relationships between Mr. Schramm and Mr. Ball.

Neither Mr. Schramm nor Mr. Ball will acquire or have options over any shares in BBGI Management HoldCo, which is intended to be wholly owned by the Company.

EMPLOYMENT CONTRACT

BBGI Management HoldCo has entered into a contract of employment with Mr. Speer, which is terminable on six months' written notice by either party.

Mr. Speer is entitled to annual base salary payable monthly in arrears of €120,000 per annum which will be reviewed annually by the Supervisory Board. In addition, Mr. Speer is entitled to be considered for a discretionary bonus. The target sum payable in respect of this bonus is €65,000 per annum and the maximum is €76,000 per annum.

Above: Liverpool and Sefton Clinics, UK; Right: The M80 motorway between Stepps and Haggs in Scotland.

As at the date of this Annual Report, there are no amounts set aside or accrued by the Company to provide pension, retirement or similar benefits.

Mr. Schramm will receive a bonus of €5,913.47 in respect of the period from admission to 31 December 2011.

Mr. Ball will receive a bonus of Can $8,347.94 in respect of the period from admission to 31 December 2011. Mr. Speer will receive a bonus of €2,290.41 in respect of the period from admission to 31 December 2011.

None of the abovementioned bonus payments had been made as of 31 December 2011.

DONATIONS

The Company made no political of charitable donations during the reporting period.

MATERIAL CONTRACTS

No additional contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company since incorporation of the Company and are, or may be, material. Consequently, there are no other contracts entered into by the Company which include an obligation or entitlement which is material to the Company as at 31 December 2011: Pipeline Agreement, placing agreement, investment fund services agreement, custodian and principal paying agent agreement, depository agreement and UK transfer agent agreement, receiving agent agreement, share register analysis agreement, company secretarial support agreement, shareholding and brand agreement, profit participating loan, working capital loan and transitional agreement.

KPMG Luxembourg S.à r.l.
9, allée Scheffer
L-2520 Luxembourg

Telephone +352 22 51 51 1
Fax +352 22 51 71
Internet www.kpmg.lu
Email info@kpmg.lu

To the Shareholders of
BILFINGER BERGER GLOBAL INFRASTRUCTURE SICAV S.A.
Aerogolf Centre
Heienhaff 1a
L-1736 Senningerberg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the consolidated financial statements and separate financial statements

We have audited the accompanying consolidated financial statements of Bilfinger Berger Global Infrastructure SICAV S.A. (the 'Company') and its subsidiaries (the 'Group'), which comprise the consolidated statement of financial position as at 31 December 2011, the consolidated statements of comprehensive income for the period from 3 October 2011 to 31 December 2011, consolidated statement of changes in equity and consolidated statement of cash flows for the period then ended, and notes, comprising a summary of significant accounting policies and other explanatory notes.

We have also audited the accompanying separate financial statements of the Company, which comprise the statement of financial position as at 31 December 2011, the statements of comprehensive income for the period from 3 October 2011 to 31 December 2011, statement of changes in equity and statement of cash flows for the period then ended, and notes, comprising a summary of significant accounting policies and other explanatory notes.

Management Boards' responsibility for the consolidated financial statements and separate financial statements

The Management Board is responsible for the preparation and fair presentation of these consolidated financial statements and separate financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as the Management Board determines is necessary to enable the preparation of consolidated financial statements and separate financial statements that are free from material misstatement, whether due to fraud or error.

Responsibility of the Réviseur d'Entreprises agréé

Our responsibility is to express an opinion on these consolidated financial statements and separate financial statements based on our audits. We conducted our audits in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance whether the consolidated financial statements and separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements and separate financial statements. The procedures selected depend on the judgement of the Réviseur d'Entreprises agréé, including the assessment of the risks of material misstatement of the consolidated financial statements and the separate financial statements, whether due to fraud or error. In making those risk assessments, the Réviseur d'Entreprises agréé considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements and the separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Management Board, as well as evaluating the overall presentation of the consolidated financial statements and the separate financial statements.

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of Bilfinger Berger Global Infrastructure SICAV S.A. as of 31 December 2011, and of its consolidated financial performance and its consolidated cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

In our opinion, the separate financial statements give a true and fair view of the financial position of Bilfinger Berger Global Infrastructure SICAV S.A. as of 31 December 2011, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Other matters

Supplementary information included in the annual report has been reviewed in the context of our mandate but has not been subject to specific audit procedures carried out in accordance with the standards described above. Consequently, we express no opinion on such information. However, we have no observation to make concerning such information in the context of the consolidated financial statements and separate financial statements taken as a whole.

Report on other legal and regulatory requirements

The consolidated management report from page 13 to page 31, including the corporate governance statement, which is the responsibility of the Management Board, is consistent with the consolidated financial statements and includes the information required by the law with respect to the Corporate Governance Statement.

Luxembourg, 26 March 2012

KPMG Luxembourg S.à r.l.
Cabinet de révision agréé

Frauke Oddone

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In thousands of pounds sterling	**Note**	**31 December 2011**
Assets		
Cash and cash equivalents	7	207,800
Current assets		207,800
Total assets		**207,800**
Equity		
Share capital	10	207,760
Retained earnings		(196)
Equity attributable to owners of the Company		**207,564**
Total equity		**207,564**
Liabilities		
Trade and other payables	9	228
Tax payables	8	8
Total liabilities		**236**
Total equity and liabilities		**207,800**
Net asset value		**207,564**
Net asset value per ordinary share (pence)	**14**	**97.907**

The notes on pages 38 to 54 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

In thousands of pounds sterling	Note	3 October 2011 to 31 December 2011
Custodian fees		(21)
Audit fees		(39)
Legal fees		(55)
Insurances		(2)
Directors' fees	12	(24)
Administration expenses		(46)
Salaries		(34)
Other operating expenses		(9)
Results from operating activities		**(230)**
Interest income	11	42
Results from financing activities		**42**
Loss before tax		**(188)**
Tax expense	8	(8)
Loss for the period attributable to owners of the Company		**(196)**
Total comprehensive loss for the period attributable to owners of the Company		**(196)**
Earnings per share – basic and diluted (pence)	**15**	**(0.462)**

The notes on pages 38 to 54 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In thousands of pounds sterling	Note	Attributable to owners of the Company: Share capital	Attributable to owners of the Company: Retained earnings	Total equity
Balance at beginning of the period		0	-	0
Ordinary shares issued	10	207,760	-	207,760
Loss for the period		-	(196)	(196)
Total equity attributable to owners of the Company at the end of the period		**207,760**	**(196)**	**207,564**

The notes on pages 38 to 54 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

In thousands of pounds sterling	**Note**	**3 October 2011 to 31 December 2011**
Cash flows from operating activities		
Loss for the period		(196)
Adjustments for:		
- Tax expense	8	8
Changes in:		
- Trade and other payables	9	228
Cash generated from operating activities		**40**
Net cash from operating activities		**40**
Cash flows from financing activities		
Proceeds from issue of ordinary shares	10	212,000
Payment of transaction costs	10	(4,240)
Net cash from financing activities		**207,760**
Net increase in cash and cash equivalents		207,800
Cash and cash equivalents at the beginning of the period	7	-
Cash and cash equivalents at 31 December	**7**	**207,800**

The notes on pages 38 to 54 are an integral part of these financial statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. REPORTING ENTITY

Bilfinger Berger Global Infrastructure SICAV S.A. (the 'Company') is an investment company domiciled in Luxembourg that was incorporated on 3 October 2011 under the law of 17 December 2010 concerning undertakings for collective investment. The address of the Company's registered office is the Aerogolf Centre, Heienhaff 1A, Senningerberg, Luxembourg. The Company is admitted to the official list of the UK Listing Authority (premium listing, investment company) and to trading on the main market of the London Stock Exchange.

The Company is a closed-ended investment company that will seek to invest in a diversified portfolio of operational (or near operational) Private Finance Initiative (PFI) / Public Private Partnership (PPP) infrastructure assets or similar assets.

The consolidated financial statements of the Company as at and for the period ended 31 December 2011 comprise the Company and its subsidiary (together referred to as the 'Group' and individually as 'Group entities').

The Company has been established with an indefinite life; however, the Directors consider it desirable to give Shareholders the opportunity to review the future of the Company periodically.

2. BASIS OF PREPARATION

Statement of compliance
The consolidated financial statements of the Company have been prepared in accordance with the Association of Investment Companies Statement of Recommended Practice (AIC SORP) and International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU).

The Company's consolidated financial statements were authorised for issue by the Management Board and Supervisory Board on 26 March 2012.

Reporting period
The consolidated financial statements have been prepared for the period 3 October 2011 to 31 December 2011. The date of 3 October 2011 is the date the Company was incorporated and prior to this date, the Company had no operations. As the Company has existed for less than a year, no comparative financial information is presented. All references to period in these financial statements refer to the period 3 October 2011 to 31 December 2011.

Basis of measurement
These consolidated financial statements have been prepared on the historical costs basis.

Functional and presentation currency
These consolidated financial statements are presented in pounds sterling, which is the Company's functional currency. All financial information presented in pounds sterling has been rounded to the nearest thousand, except when otherwise indicated.

Use of estimates and judgements
The preparation of these consolidated financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.
As at reporting date, significant estimates and judgements were not necessary.

Going concern basis of accounting

The Management Board has examined significant areas of possible financial risk including cash and cash requirements. They have not identified any material uncertainties which would cast significant doubt on the Company's ability to continue as a going concern for a period of not less than 12 months from the date of approval of the financial statements. The Management Board has satisfied itself that the Company has adequate resources to continue in operational existence for the foreseeable future. After due consideration, the Management Board believes it is appropriate to adopt the going concern basis in preparing the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently by the Company and its subsidiary.

BASIS OF CONSOLIDATION

Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

The Group measures goodwill at the acquisition date as:

- The fair value of the consideration transferred; plus
- The recognised amount of any non-controlling interests in the acquiree; plus
- If the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree; less
- The net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts generally are recognised in profit or loss.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in fair value of the contingent consideration are recognised in profit or loss.

Acquisition of non-controlling interests

Acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognised as a result. Adjustments to non-controlling interest arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Loss of control

On the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

Investments in associates and jointly controlled entities (equity-accounted investees)

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity. Jointly controlled entities are those entities over whose activates the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions.

Investments in associates and jointly controlled entities are accounted for using the equity method and are recognised initially at cost. The cost of the investment includes transaction costs.

The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or control ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions eliminated on consolidation

Intra-group receivables, liabilities, revenue and expenses are eliminated in their entirety when preparing the consolidated financial statements. Gains that arise from intra-group transactions and that are unrealised from the standpoint of the Group on the balance sheet date are eliminated in their entirety. Unrealised losses on intra-group transactions are also eliminated in the same way as unrealised gains, to the extent that the loss does not correspond to an impairment loss.

Foreign currency

Transactions in foreign currencies are translated into pounds sterling at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into pounds sterling at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated into pounds sterling at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss as a gain or loss on currency translation.

FINANCIAL INSTRUMENTS

Non-derivative financial assets

The Group initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated as at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate financial asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivable and available-for-sale financial assets.

At balance sheet date all non-derivative financial assets of the Group have been classified as loans and receivables.

Loan and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents.

Non-derivative financial liabilities

The Group classifies non-derivative financial liabilities into the other financial liability category. Such financial liabilities are recognised initially at fair value less any direct attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities of the Group comprise trade and other payables.

IMPAIRMENT

A financial asset not classified at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset or group of financial assets is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the assets(s), and that loss event(s) had an impact on the estimated future cash flows of the asset(s) that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash balances and term deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of change in their fair value, and are used by the Group in the management of its short-term commitments.

SHARE CAPITAL

Ordinary shares are classified as equity. Given that the company has no contractual obligation to deliver cash or any other financial asset or to exchange financial assets or liabilities with another entity under conditions that area unfavourable, the company classifies the issued shares to be equity rather than liability. Moreover, no shareholder has the right to request the redemption of issued shares.

Costs directly attributable to the issue of ordinary shares or are associated with the establishment of the Company that would otherwise have been avoided are recognised as a deduction from equity, net of any tax effects.

INTEREST

Interest income and expenses are recognised in profit or loss using the effective interest method.

The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial instrument (or, where appropriate, a shorter period) to the carrying amount of the financial instrument. When calculating the effective interest rate, the Group estimates future cash flows considering all contractual terms of the financial instrument, but not future credit loses. Interest received or receivable and interest paid or payable are recognised in profit or loss as interest income and interest expense, respectively.

OPERATING EXPENSES

All operating expenses are recognised in profit and loss on an accrual basis.

TAX

According to the Luxembourg regulations regarding SICAV companies, the Company itself is exempt from paying income and/or capital gains taxes in Luxembourg. It is, however, liable to annual subscription tax of 0.05 per cent of its total net assets, payable quarterly and assessed on the last day of each quarter.

The subsidiary of the Company, a Luxembourg domiciled company, is subject to paying income, capital gains and wealth taxes in Luxembourg.

Income tax on the subsidiary's profit for the period comprises current and deferred tax. Current and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

The IASB and IFRIC have issued a number of standards and interpretations with an effective date after the beginning of the period of these consolidated financial statements. Management has set out below only those which may have an impact on the financial statements in the future periods.

*Amendments to IAS 1 (effective 1 July 2012)**: This amendment changes the disclosure of items presented in other comprehensive income (OCI) in the statement of comprehensive income and requires entities to separate items presented in OCI into two groups, based on whether or not they may be recycled to profit or loss in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

*IFRS 9, Financial instruments (effective 1 January 2013)**: This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39. IFRS 9 has two measurement categories: amortised cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortised cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

*IFRS 10 (effective 1 January 2013)**: IFRS 10 Consolidated Financial Statements builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.

IFRS 11 (effective 1 January 2013): This standard provides guidance for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. IFRS 11 classifies joint arrangements into two types – joint operations and joint ventures:

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. IFRS 11 requires a joint operator to recognize and measure the assets and liabilities (and recognize the related revenues and expenses) in relation to its interest in the arrangement applicable to the particular assets, liabilities, revenues and expenses. A joint venturer is required to recognize an investment and to account for that investment using the equity method.

IFRS 12 (effective 1 January 2013): This standard is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and off balance sheet vehicles. The standard requires an entity to disclose information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. IAS 27 (amended 2011) now only contains requirements relating to separate financial statements as a result of the issuance of the new standard IFRS 10. According to the amendment of IAS 28 an entity shall account for an investment, or a portion of an investment, in an associate or a joint venture as held for sale if it meets the relevant criteria. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale shall be accounted for using the equity method until disposal of the portion that is classified as held for sale takes place.

IFRS 10, 11, 12 and the consequential amendments to IAS 27 and IAS 28 are effective for annual periods beginning on or after January 1, 2013. These new or amended standards may be adopted early, but must be adopted as a package, that is, all as of the same date, except that an entity may early adopt the disclosure provisions for IFRS 12 (without adopting the other new standards). The standards are to be applied on a retrospective basis. IFRS 10, 11, 12, and the consequential amendments to IAS 27 and IAS 28 are not endorsed by the European Union yet.

IFRS 13 (effective 1 January 2013)*: This standard aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP.

Amendments to IAS 27 (effective 1 January 2013)*: IAS 27 Consolidated and separate financial statements.

- Partial acquisitions: proportionate interest or fair value.
- Step acquisitions: change in goodwill calculation.

Goodwill is measured as the difference at acquisition date between the fair value of any investment in the business held before the acquisition, the consideration transferred and the net assets acquired. Acquisition-related costs: costs related to acquisition of a business are generally recognised as expenses (rather than included in goodwill). Contingent consideration: prescribes that they are recognised and measured at fair value at the acquisition date. Transactions with non-controlling interests: changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for as equity transactions.

IAS 32 (effective 1 January 2014): Financial Instruments: Presentation – This standard clarifies the requirements for offsetting financial assets and financial liabilities.

The Company is currently assessing the impact of the adoption of the above new or amended standards on the Company's Consolidated Financial Statements and will determine an adoption date.

*Not yet endorsed by the EU.

Segment reporting

The Management Board is of the opinion that at balance sheet date, the Group is engaged in one single segment of business.

4. FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks from financial instruments:

- Credit risk
- Liquidity risk
- Capital risk management
- Market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk and the Group's management of capital.

RISK MANAGEMENT FRAMEWORK

The Management Board has overall responsibility for the establishment and oversight of the Group's risk management framework. A description of the internal controls in place is set out in the Management Board's report.

CREDIT RISK

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Group, resulting in a financial loss to the Group. It arises principally from cash and cash equivalents, amounting to £207.8 million.

The Group's policy over credit risk on its cash and cash equivalents is to spread the amounts invested over a number of financial institutions with strong credit ratings.

The Group's cash and cash equivalents are held with the following institutions, each with a rating between A- to AA- based on rating agency Standard & Poor's ratings.

- RBC Dexia Investor Services Bank SA (AA- rating)
- The Royal Bank of Scotland plc (A- rating)
- DZ Privatbank (AA- rating)

LIQUIDITY RISK

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group's policy over liquidity risk is that it will seek to have sufficient liquidity to meet its liabilities and obligations when due.

There are no guarantees given or received.

MARKET RISK

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company is not exposed to market risks as of the balance sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to ensure the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for further stakeholders and to maintain an optimal capital structure while seeking to minimise the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders or issue new shares.

The Company regularly reviews compliance with Luxembourg regulations regarding restrictions on minimum capital. During the period for which these financial statements cover, the Company complied with all externally imposed capital requirements.

5. ESTABLISHMENT OF SUBSIDIARY

On 20 October 2011 the Company established BBGI Management HoldCo S.à r.l. (MHC) as the operational management vehicle for the Company. The Company holds 100 per cent of the shares and voting interest in MHC.

The Company's future investments in PFI/PPP infrastructure assets, or similar assets, will be made through MHC.

Cash of £12,000 was transferred as consideration for the share capital necessary to establish MHC and in return the Company acquired 120 ordinary shares in MHC. The fair value of the ordinary shares issued was based on the issue price of £100 per share. As MHC is a newly established company with no previous operations, no assets were acquired or liabilities assumed.

6. CLASSIFICATIONS OF FINANCIAL ASSETS AND LIABILITIES

In thousands of pounds sterling	**Note**	**Loans and receivables**	**Other liabilities**	**Total carrying amount**
31 December 2011				
Cash and cash equivalents	7	207,800	-	207,800
		207,800		**207,800**
Trade and other payables	8 , 9	-	236	236
			236	**236**

The Directors believe that the carrying values of all financial instruments at 31 December 2011 are not materially different to their fair values.

7. CASH AND CASH EQUIVALENTS

In thousands of pounds sterling	**31 December 2011**
Bank balances	52,459
Term deposits	155,341
Cash and cash equivalents in the statement of cash flows	**207,800**

8. TAXES

TAX EXPENSE

In thousands of pounds sterling	3 October 2011 to 31 December 2011
Current tax expense	
Income tax	1
Subscription tax	7
Total tax expense	**8**

The amount shown as tax expense remains unpaid at 31 December.

RECONCILIATION OF EFFECTIVE TAX RATE

In thousands of pounds sterling		3 October 2011 to 31 December 2011
Loss for the period		196
Total tax expense		8
Loss before tax		**188**
Tax using the Company's domestic tax rate	0.00%	0
Minimum corporate income tax payable by subsidiary	-	1
Subscription tax payable by the Company	-	7
Total tax expense		**8**

9. TRADE AND OTHER PAYABLES

In thousands of pounds sterling	Note	31 December 2011
Trade payables due to related parties	12	2
Other trade payables		20
Accrued expenses		206
		228

Trade and other payables indicated above equal their contractual amounts and are payable in less than three months. The contractual cash flows of the trade and other payables are identical to their carrying amount.

10. SHARE CAPITAL

In thousands of shares	Ordinary shares
Shares issued for cash at incorporation of the Company	29
Shares issued for cash under the Placing and Offer for Subscription	211,971
On issue at 31 December – fully paid	**212,000**

All shares rank equally with regard to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

The Company was incorporated on 3 October 2011 with share capital of 29,000 ordinary shares at a price of £1 per share.

On 14 December 2011 the Company announced the results of its placing and offer for Subscription of ordinary shares. The Company raised £211,971,000 (before expenses) through the issue of 211,971,000 shares at a price of £1.00 per share, of which 163,837,256 shares were issued by way of the placing and 48,133,744 shares were issued pursuant to the offer for subscription. Expenses incurred in the issuance of the additional ordinary shares amounted to £4,240,000 and this expense has been deducted from share capital recognised. The amount raised net of share issue expenses was £207,731,000.

The entire share capital of the Company was admitted to trading on the London Stock Exchange on 21 December 2011. At balance sheet date 212,000,000 ordinary shares are outstanding.

11. INTEREST INCOME

In thousands of pounds sterling	**3 October 2011 to 31 December 2011**
Interest income on financial assets carried at amortised cost:	
Cash and cash equivalents	42
	42

12. RELATED PARTIES AND KEY CONTRACTS

All transactions with related parties were undertaken on an arm's length basis.

Directors' fees

The Directors of the Company are due a total of £24,104 in Directors' fees for the period ended 31 December 2011. Invoices for £2,310 of these fees were received during the period and these invoices remain unpaid at 31 December 2011. An accrual for the remaining £21,794 of fees payable but not invoiced during the period is included in the accrued expenses amount disclosed in Note 9. On 14 March 2012 the Company received a letter from Thomas Töpfer waiving his entitlement to receive the fees payable to him as at 31 December 2011.

Going forward, The Chairman of the Supervisory Board will receive a director's fee of £45,000 per annum, and other directors on the Supervisory Board will each receive a fee of £30,000 per annum (with the exception of the Chairman of the Audit Committee and the Senior Independent Director who will each receive an additional fee of £2,500 per annum). The aggregate remuneration of the directors of the Supervisory Board in their capacity as such is not expected to exceed £140,000 per annum (or such other sum as the Company in the Annual General Meeting shall determine).

Directors' shareholding in the Company

Directors of the Company hold 300,000 shares in the Company at 31 December 2011. The breakdown of this holding is as follows:

In thousands of shares	**Ordinary shares**
David Richardson	45
Colin Maltby	30
Thomas Töpfer	40
Frank Schramm	75
Duncan Ball	75
Arne Speer	35
Shares held by Directors at 31 December	**300**

Remuneration of the Management Team

Members of the Management Team, being Frank Schramm, Duncan Ball and Arne Speer, are entitled to an annual base salary payable monthly in arrears, which is reviewed annually by the Supervisory Board.

In thousands of displayed currency	**Annual base salary**
Frank Schramm	EUR 250
Duncan Ball	CAD 353
Arne Speer	EUR 120

In addition, Frank Schramm and Duncan Ball are also entitled to participate in a short-term incentive plan ("STIP") and a long-term incentive plan ("LTIP").

Under the STIP, eligible executives will be entitled to an annual award expected to range from 0 to 80 per cent of their annual base salary, subject to the achievement of pre-determined performance objectives set by the Supervisory Board at the beginning of the relevant financial year. Payments under the STIP will be payable in cash or near cash instruments and will be made by the relevant member of the Group that employs the relevant executive. The Supervisory Board will be responsible for determining both whether the relevant performance objectives (which may be financial and non-financial) have been satisfied and the level of the payment under the STIP for the relevant year.

Under the LTIP an eligible executive may be awarded a percentage of the executive's salary, depending on the performance of the Company, measured by the total shareholder return over each rolling three year return period. The target award is 50 per cent of the relevant executive's salary and the maximum award is 100 per cent of the relevant executive's salary. The target award will be determined by reference to a threshold hurdle of a total shareholder return of 16.5 per cent over the three year return period. The maximum award requires a total shareholder return of approximately 28 per cent. over the three year period. Awards under the LTIP will be made at the beginning of each return period but will only accrue at the end of the return period. Continued employment is a normal condition of the award. Payments under the LTIP will be payable in cash or near cash instruments after the end of the return period, once the determination has been made by the Supervisory Board, and will be made by the member of the Group that employs the relevant executive.

In addition to the above, the Supervisory Board have decided to pay Frank Schramm, Duncan Ball and Arne Speer a bonus of EUR 5,913.47, CAD 8,347.94 and EUR 2,290.41 respectively for the year ended 31 December 2011. This bonus remains unpaid at 31 December 2011.

Arne Speer is entitled to a discretionary bonus. The target sum payable for this bonus is EUR 65,000 per annum and the maximum payable is EUR 76,000 per annum.

In total, members of the Management Team are due a total of £34,273 in remuneration for the period ended 31 December 2011. This amount remains unpaid at 31 December 2011 and is shown as accrued expenses in Note 9.

Further details of the remuneration of the Management Team can be found in the Management Board's Report.

Share issue expenses

Pursuant to the placing agreement, share issue expenses of up to 2 per cent of the gross proceeds from the issue of share capital from the placing and offer for subscription would be paid by the Company, and any remaining issue expenses would be paid by Bilfinger Berger PI Corporate Services GmbH (BBPI).

BBPI is the holder of the 29,000 share capital issued at incorporation of the Company and, through its subscription of additional shares in the placing and offer for subscription, is now holder of 19.9 per cent (42,188,000 shares) of the total share capital of the Company.

All expenses associated with the placing and offer for subscription were paid by BBPI directly and upon the satisfactory issuance of shares under the placing and offer for subscription and pursuant to the placing agreement, share issue expenses of 2 per cent of the share capital raised from the placing and offer for subscription became payable to BBPI. An amount of £4,240,000 was paid by the Company to BBPI to settle this payable.

Purchase of seed portfolio

The subsidiary of the Company, BBGI Management HoldCo S.à r.l. (MHC), has entered into an agreement for the acquisition of interests in a portfolio of projects with BBPI. This agreement stipulates a series of interests in PFI/PPP infrastructure assets that MHC will purchase indirectly from BBPI and the terms and conditions upon which these purchases are to be made. The interests in the assets that MHC is to acquire include both share capital and subordinated debt.

The gross value of payments to be made to BBPI under this agreement is £216,755,494 and the net payment is £205,850,706 which equates to the value of the Seed Portfolio. The difference results from a deferred payment for the M80 Motorway project (£20,000,000), an obligation to fund the equity bridge loan for co-shareholders on the M80 Motorway project (£4,000,000), a deferred subscription of shares in the M80 Motorway project (£127,083) and an obligation to make a subordinated debt contribution for the Staffords hire Fire Station project (£4,761,686). At 31 December 2011 no interests in PFI/PPP infrastructure assets had transferred to MHC and no payments to BBPI had been paid or become payable.

Note 17 contains information regarding this agreement subsequent to 31 December 2011.

Pipeline agreement

The Company has entered into a pipeline agreement with BBPI. Pursuant to the terms of this agreement, BBPI undertakes that, after the date of the agreement and before 31 December 2016, it will notify the Company of any proposal to sell its interest in a PFI/PPP infrastructure asset or similar asset, the Company then has right of first refusal or right of first offer. If it is agreed that an asset will be purchased by the Company, then BBPI and the Company will enter into a Sale and purchase agreement.

No fees are payable by the Company to BBPI under the pipeline agreement.

Service agreement with BBPI

The Group has entered into an accounting and transitional IT services agreement with BBPI. This service agreement provides certain accounting, treasury and IT support services to Group entities during their establishment and ramp up periods. Services provided under this agreement will continue until 30 June 2012 or the date on which the Company's interim accounts have been finalised.

BBPI will receive a set-up fee of EUR 20,000 for accounting set up costs and an additional fee of EUR 50,000 in respect of accounting support services. BBPI will also receive EUR 35,000 in respect of treasury support services and EUR 20,000 for IT support services. During the period ended 31 December 2011 an amount of £21,231 became payable to BBPI in connection with this service agreement. At period end, invoices had not been received from BBPI so this amount has been accrued and is shown as accrued expenses (Note 9).

OTHER MATERIAL CONTRACTS

Service agreements with RBC Dexia

The Company and its subsidiaries (current and future) have entered into two service agreements with RBC Dexia Investor Services bank S.A. (RBC Dexia). These agreements are the investment fund services agreement and custodian and principal paying agent agreement.

Under the investment fund services agreement the Company has appointed RBC Dexia as its central administrative agent, registrar and transfer agent. RBC Dexia receives a fixed set up fee of EUR 10,000 and fixed fees ranging from EUR 2,000 to EUR 4,000 associated with their due diligence reviews on net asset value calculations and duties as registrar and transfer agent for the Group. During the period ended 31 December 2011 £25,059 was accrued for these services and this amount is shown as accrued expenses (Note 9).

Under the custodian and principal paying agent agreement the Company has appointed RBC Dexia as both custodian of the assets held by the Group and as principal paying agent. RBC Dexia receives a fixed remuneration of 0.020 per cent per annum of the gross asset value of the Group and charges fixed fees ranging from EUR 35 to EUR 1,500 for miscellaneous custodial services associated with Group transactions they act for. During the period ended 31 December 2011 £20,882 was accrued for these services and this amount is shown as accrued expenses (Note 9).

Service agreements with Capita Registrars Limited

The Company has entered into three service agreements with Capita Registrars Limited (Capita). These agreements are the agreement for the provision of receiving agent services, UK Transfer Agent agreement and the depository agreement.

Under the agreement for the provision of receiving agent services the Company has procured the services of Capita to provide receiving agent services to the Company. Capita charges fixed fees for these services with a minimum fee payable of £2,000 for advisory services and a minimum fee of £4,750 payable for processing services. During the period ended 31 December 2011 no fees became payable.

Under the UK Transfer agent agreement the Company has appointed Capita as its transfer agent in the United Kingdom. Capita charges fixed fees ranging from £1 to £500 per transfer for the various services associated with them carrying out their duties as transfer agent. During the period ended 31 December 2011 no fees became payable.

Under the depository agreement the Company has appointed Capita to constitute and issue securities issued by the Company with a view to facilitate the indirect holding of, and settlement of transactions in, such securities by participants in CREST. Capita charges fixed annual fees totalling £19,500 for these services and annual variable fees of £2 per shareholder. During the period ended 31 December 2011 no fees became payable.

Under the depository agreement the Company has appointed Capita to constitute and issue securities issued by the Company with a view to facilitate the indirect holding of, and settlement of transactions in, such securities by participants in CREST. Capita charges fixed annual fees totalling £19,500 for these services and annual variable fees of £2 per shareholder. During the period ended 31 December 2011 no fees became payable.

Company secretarial support agreement with Ipes

The Company has appointed Ipes (UK) Limited and Ipes (Luxembourg) S.A to provide company secretarial services to the Company. Ipes (Luxembourg) S.A. has been appointed to provide additional Luxembourg compliance support including assisting the Company to comply with Luxembourg transparency and disclosure requirements. During the period ended 31 December 2011 no fees became payable.

13. DIVIDENDS

The Management Board proposes an initial dividend of 0.45 pence per ordinary share for the period ended 31 December 2011 payable in May 2012.

14. NET ASSET VALUE PER SHARE

The net asset value per share is based on net assets of £207,564,111 at 31 December 2011 and 212,000,000 shares outstanding at 31 December 2011.

15. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share at 31 December 2011 was calculated by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding.

In thousands of pounds sterling/shares	**3 October 2011 to 31 December 2011**
Loss attributable to ordinary shareholders	196
Weighted average number of ordinary shares in issue	42,423
Basic and diluted earnings per share	**(0.462) pence**

The denominator for the purposes of calculating both basic and diluted earnings per share are the same as the Company had not issued any share options or other instruments that would cause dilution.

In thousands of shares	
Shares issued at incorporation of the Company	29
Effects of shares issued under the Placing and Offer for Subscription	42,394
Weighted average number of ordinary shares at 31 December	**42,423**

16. EMPLOYEES

At 31 December 2011 the Company did not have any employees, however the subsidiary of the Company, BBGI Management HoldCo S.à r.l., had three full time employees.

17. SUBSEQUENT EVENTS

Acquisition of subsidiaries

On 6 February 2011 BBGI Management HoldCo S.à r.l. (MHC) acquired 100 per cent of the shares and voting interest in BBGI Holding Limited (UK HoldCo), a UK domiciled company.

Cash of £4,370,877.75 was transferred as consideration for the acquisition of the share capital and in return MHC acquired 4,540,374 ordinary shares in UK HoldCo. Prior to MHC's acquisition of UK HoldCo, UK HoldCo had already purchased 50 per cent of the equity interest in Trans-Park Highway Holding Inc.

At the date of this report the Management Team are aware of the imminent transfer of Bilfinger Berger Project Investments S.C.A. (BBPI SCA) into the Group. This transfer will see MHC acquire 100 per cent of the shares and voting interest in BBPI SCA, a Luxembourg domiciled company, and with this transfer, indirect interests in the following entities will be acquired by the Company:

- GBConsortium 1 Limited
- Bedford Education Partnership Holdings Ltd.
- Projektgesellsch. Justizvollzug Burg GmbH & Co. KG
- Clackmannanshire Schools Education Partnership Holdings Ltd
- Coventry Education Partnership Holdings Ltd
- East Down Education Partnership Holdings Ltd
- Gloucester Healthcare Partnership Ltd
- Kent Education Partnership Holdings Ltd.
- Lisburn Education Partnership Holdings Ltd
- Scottish Borders Education Partnership Holdings Ltd
- NorthwestConnect Holdings Inc.
- Fire Support (SSFR) Holdings Limited

The transfer of the initial 50% percent of the shares and voting interest of the Highway Management M80 TopCo Ltd is now planned in the 2nd or 3rd quarter of 2012.

Furthermore the transfer of Projekt und Betriebsgesellschaft Kreishaus Unna mbH is still pending final consent from the public client and completion is not expected in the 1st quarter 2012.

Increase in share capital of subsidiary

On 9 February 2012 the Company increased the share capital of MHC by 19,880 ordinary shares. Cash of £1,988,000 was transferred as consideration for the purchase of these newly issued shares and the fair value of the ordinary shares issued was based on their issue price of £100 per share.

Agreement for the Acquisition of Interests in a Portfolio of Projects

Under terms of the agreement for the acquisition of interests in a portfolio of projects between the subsidiary of the company, MHC and BBPI, a series of interests in PFI/PPP infrastructure assets are to be purchased by Group entities from BBPI.

Subsequent to 31 December 2011 the following interests in PFI/PPP infrastructure assets have been acquired by the Group:

On 6 February 2012, the Group acquired 50 per cent of the equity interest in Trans-Park Highway Holding Inc. through its acquisition of UK HoldCo.

On 7 February 2012, the Group acquired 50 per cent of the equity and subordinated debt interests in Golden Crossing Holdings Inc. Cash of £26,381,930.27 was transferred as consideration for the purchase of equity and subordinated debt interests and in return the Group acquired 9,000 preferred shares of CAD 1,000 each, 501 common shares of CAD 1 each and subordinated debt of CAD 17,000,000.

On 20 February 2012, the Group acquired 100 per cent of the equity interest in RW Health Partnership Holdings Pty Ltd. Cash of £19,568,852.41 was transferred as consideration for the purchase of equity and in return the Group acquired 17,785,406 ordinary shares of AUD 1 each.

On 1 March 2012, the Group acquired 100 per cent of the equity interest in Victoria Correctional Infrastructure Partnership Pty Ltd. Cash of £35,887,268.64 was transferred as consideration for the purchase of equity and in return the Group acquired 27,450,000 ordinary shares of AUD 1 each.

Accounting treatment to be adopted

The Management Team is currently considering the nature and accounting treatment of the transactions completed subsequent to the year end as outlined above. Specifically it is being considered whether the transactions completed should be treated as 'asset acquisitions' or as 'business combinations' as defined under IFRS 3 Business Combinations.

18. SUBSIDIARIES

	Country of incorporation	Ownership interest
BBGI Management HoldCo S.à r.l.	Luxembourg	100%

COMPANY STATEMENT OF FINANCIAL POSITION

In thousands of pounds sterling	Note	31 December 2011
Assets		
Investment in subsidiary	E	12
Non-current assets		12
Cash and cash equivalents	G	207,788
Current assets		207,788
Total assets		**207,800**
Equity		
Share capital	J	207,760
Retained earnings		(133)
Equity attributable to owners of the Company		**207,627**
Total equity		**207,627**
Liabilities		
Trade and other payables	I	166
Tax payables	H	7
Total liabilities		**173**
Total equity and liabilities		**207,800**
Net asset value		**207,627**
Net asset value per ordinary share (pence)	**N**	**97.937**

The notes on pages 60 to 71 are an integral part of these financial statements.

COMPANY STATEMENT OF COMPREHENSIVE INCOME

In thousands of pounds sterling	**Note**	**3 October 2011 to 31 December 2011**
Custodian fees		(21)
Audit fees		(39)
Legal fees		(55)
Insurances		(2)
Directors' fees	L	(24)
Administration expenses		(27)
Results from operating activities		**(168)**
Interest income	K	42
Results from financing activities		**42**
Loss before tax		**(126)**
Tax expense	H	(7)
Loss for the period attributable to owners of the Company		**(133)**
Total comprehensive loss for the period attributable to owners of the Company		**(133)**
Earnings per share – basic and diluted (pence)	O	**(0.313)**

The notes on pages 60 to 71 are an integral part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

		Attributable to owners of the Company		
In thousands of pounds sterling	**Note**	**Share capital**	**Retained earnings**	**Total equity**
Balance at beginning of the period		0	-	0
Ordinary shares issued	J	207,760	-	207,760
Loss for the period		-	(133)	(133)
Total equity attributable to owners of the Company at the end of the period		**207,760**	**(133)**	**207,627**

The notes on pages 60 to 71 are an integral part of these financial statements.

COMPANY STATEMENT OF CASH FLOWS

In thousands of pounds sterling	**Note**	**3 October 2011 to 31 December 2011**
Cash flows from operating activities		
Loss for the period		(133)
Adjustments for:		
- Tax expense	H	7
Changes in:		
- Trade and other payables	I	166
Cash generated from operating activities		**40**
Net cash from operating activities		**40**
Cash flows from investing activities		
Acquisition of subsidiary	E	(12)
Net cash from financing activities		**(12)**
Cash flows from financing activities		
Proceeds from issue of ordinary shares	J	212,000
Payment of transaction costs	J	(4,240)
Net cash from financing activities		**207,760**
Net increase in cash and cash equivalents		207,788
Cash and cash equivalents at 3 October 2011	G	-
Cash and cash equivalents at 31 December	**G**	**207,788**

The notes on pages 60 to 71 are an integral part of these financial statements.

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NOTES TO THE COMPANY FINANCIAL STATEMENTS

A. REPORTING ENTITY

Bilfinger Berger Global Infrastructure SICAV S.A. (the 'Company') is an investment company domiciled in Luxembourg that was incorporated on 3 October 2011 under the law of 17 December 2010 concerning undertakings for collective investment. The address of the Company's registered office is the Aerogolf Centre, Heienhaff 1A, Senningerberg, Luxembourg. The Company is admitted to the official list of the UK Listing Authority (premium listing, investment company) and to trading on the main market of the London Stock Exchange.

The Company is a closed-ended investment company that will seek to invest in a diversified portfolio of operational (or near operational) Private Finance Initiative (PFI) / Public Private Partnership (PPP) infrastructure assets or similar assets.

The Company has been established with an indefinite life; however, the Directors consider it desirable to give Shareholders the opportunity to review the future of the Company periodically.

B. BASIS OF PREPARATION

STATEMENT OF COMPLIANCE

The financial statements of the Company have been prepared in accordance with the Association of Investment Companies Statement of Recommended Practice (AICSORP) and International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU).

The Company's financial statements were authorised for issue by the Management Board and the Supervisory Board on 26 March 2012

REPORTING PERIOD

The financial statements have been prepared for the period 3 October 2011 to 31 December 2011. The date of 3 October 2011 is the date the Company was incorporated and prior to this date, the Company had no operations. As the Company has existed for less than a year, no comparative financial information is presented. All references to period in these financial statements refer to the period 3 October 2011 to 31 December 2011.

BASIS OF MEASUREMENT

These financial statements have been prepared on the historical costs basis.

FUNCTIONAL AND PRESENTATION CURRENCY

These financial statements are presented in pounds sterling, which is the Company's functional currency. All financial information presented in pounds sterling has been rounded to the nearest thousand, except when otherwise indicated.

USE OF ESTIMATES AND JUDGEMENTS

The preparation of these financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.
As at reporting date, significant estimates and judgements were not necessary.

GOING CONCERN BASIS OF ACCOUNTING

The Management Board has examined significant areas of possible financial risk including cash and cash requirements. They have not identified any material uncertainties which would cast significant doubt on the Company's ability to continue as a going concern for a period of not less than 12 months from the date of approval of the financial statements. The Management Board has satisfied itself that the Company has adequate resources to continue in operational existence for the foreseeable future. After due consideration, the Management Board believes it is appropriate to adopt the going concern basis in preparing the financial statements.

C. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied by the Company.

FOREIGN CURRENCY

Transactions in foreign currencies are translated into pounds sterling at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into pounds sterling at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated into pounds sterling at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss as a gain or loss on currency translation.

FINANCIAL INSTRUMENTS

Non-derivative financial assets

The Company initially recognises loans and receivables on the date that they are originated. All other financial assets (including assets designated as at fair value through profit or loss) are recognised initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate financial asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivable and available-for-sale financial assets.

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

At balance sheet date all non-derivative financial assets of the Company have been classified as loans and receivables.

Loan and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents.

Non-derivative financial liabilities
The Company classifies non-derivative financial liabilities into the other financial liability category. Such financial liabilities are recognised initially at fair value less any direct attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities of the Company comprise trade and other payables.

IMPAIRMENT

A financial asset not classified at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset or group of financial assets is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the assets(s), and that loss event(s) had an impact on the estimated future cash flows of the asset(s) that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are held at cost less any impairment.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash balances and term deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of change in their fair value, and are used by the Company in the management of its short-term commitments.

SHARE CAPITAL

Ordinary shares are classified as equity. Given that the company has no contractual obligation to deliver cash or any other financial asset or to exchange financial assets or liabilities with another entity under conditions that area unfavourable, the company classifies the issued shares to be equity rather than liability. Moreover, no shareholder has the right to request the redemption of issued shares.

Costs directly attributable to the issue of ordinary shares or are associated with the establishment of the Company that would otherwise have been avoided are recognised as a deduction from equity, net of any tax effects.

INTEREST

Interest income and expenses is recognised in profit or loss using the effective interest method.
The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial instrument (or, where appropriate, a shorter period) to the carrying amount of the financial instrument. When calculating the effective interest rate, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit loses. Interest received or receivable and interest paid or payable are recognised in profit or loss as interest income and interest expense, respectively.

OPERATING EXPENSES

All operating expenses are recognised in profit and loss on an accrual basis.

TAX

According to the Luxembourg regulations regarding SICAV companies, the Company itself is exempt from paying income and/or capital gains taxes in Luxembourg. It is, however, liable to annual subscription tax of 0.05 per cent of its total net assets, payable quarterly and assessed on the last day of each quarter.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

The IASB and IFRIC have issued a number of standards and interpretations with an effective date after the beginning of the period of these financial statements. Management has set out below only those which may have an impact on the financial statements in the future periods.

*Amendments to IAS 1 (effective 1 July 2012)**: This amendment changes the disclosure of items presented in other comprehensive income (OCI) in the statement of comprehensive income and requires entities to separate items presented in OCI into two groups, based on whether or not they may be recycled to profit or loss in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

*IFRS 9, Financial instruments (effective 1 January 2013)**: This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39. IFRS 9 has two measurement categories: amortised cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortised cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

*IFRS 10 (effective 1 January 2013)**: IFRS 10 Consolidated Financial Statements builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.

IFRS 11 (effective 1 January 2013): This standard provides guidance for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. IFRS 11 classifies joint arrangements into two types – joint operations and joint ventures:

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. IFRS 11 requires a joint operator to recognize and measure the assets and liabilities (and recognize the related revenues and expenses) in relation to its interest in the arrangement applicable to the particular assets, liabilities, revenues and expenses. A joint venturer is required to recognize an investment and to account for that investment using the equity method.

IFRS 12 (effective 1 January 2013): This standard is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and off balance sheet vehicles. The standard requires an entity to disclose information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. IAS 27 (amended 2011) now only contains requirements relating to separate financial statements as a result of the issuance of the new standard IFRS 10. According to the amendment of IAS 28 an entity shall account for an investment, or a portion of an investment, in an associate or a joint venture as held for sale if it meets the relevant criteria. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale shall be accounted for using the equity method until disposal of the portion that is classified as held for sale takes place.

IFRS 10, 11, 12 and the consequential amendments to IAS 27 and IAS 28 are effective for annual periods beginning on or after January 1, 2013. These new or amended standards may be adopted early, but must be adopted as a package, that is, all as of the same date, except that an entity may early adopt the disclosure provisions for IFRS 12 (without adopting the other new standards). The standards are to be applied on a retrospective basis. IFRS 10, 11, 12, and the consequential amendments to IAS 27 and IAS 28 are not endorsed by the European Union yet.

*IFRS 13 (effective 1 January 2013)**: This standard aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP.

Amendments to IAS 27 (effective 1 January 2013)*: IAS 27 Consolidated and separate financial statements.

- Partial acquisitions: proportionate interest or fair value.
- Step acquisitions: change in goodwill calculation.

Goodwill is measured as the difference at acquisition date between the fair value of any investment in the business held before the acquisition, the consideration transferred and the net assets acquired. Acquisition-related costs: costs related to acquisition of a business are generally recognised as expenses (rather than included in goodwill). Contingent consideration: prescribes that they are recognised and measured at fair value at the acquisition date. Transactions with non-controlling interests: changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for as equity transactions.

IAS 32 (effective 1 January 2014): Financial Instruments: Presentation – This standard clarifies the requirements for offsetting financial assets and financial liabilities.

The Company is currently assessing the impact of the adoption of the above new or amended standards on the Company's Financial Statements and will determine an adoption date.

*Not yet endorsed by the EU.

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

D. FINANCIAL RISK MANAGEMENT

The Company has exposure to the following risks from financial instruments:

- Credit risk
- Liquidity risk
- Capital risk management
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and the Company's management of capital.

RISK MANAGEMENT FRAMEWORK

The Management Board has overall responsibility for the establishment and oversight of the Company's risk management framework. A description of the internal controls in place is set out in the Management Board's report.

CREDIT RISK

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company, resulting in a financial loss to the Company. It arises principally from cash and cash equivalents, amounting to £207,8 million.

The Company's policy over credit risk on its cash and cash equivalents is to spread the amounts invested over a number of financial institutions with strong credit ratings.

The Company's cash and cash equivalents are held with the following institutions, each with a rating between A- to AA- based on rating agency Standard & Poor's ratings.

- RBC Dexia Investor Services Bank SA (AA- rating)
- The Royal Bank of Scotland plc (A- rating)
- DZ Privatbank (AA- rating)

LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's policy over liquidity risk is that it will seek to have sufficient liquidity to meet its liabilities and obligations when due.

There are no guarantees given or received.

MARKET RISK

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company is not exposed to market risks as of the balance sheet date.

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to ensure the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for further stakeholders and to maintain an optimal capital structure while seeking to minimise the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders or issue new shares.

The Company regularly reviews compliance with Luxembourg regulations regarding restrictions on minimum capital. During the period for which these financial statements cover, the Company complied with all externally imposed capital requirements.

E. ESTABLISHMENT OF SUBSIDIARY

On 20 October 2011 the Company established BBGI Management HoldCo S.à r.l. (MHC) as the operational management vehicle for the Company. The Company holds 100 per cent of the shares and voting interest in MHC.

The Company's future investments in PFI/PPP infrastructure assets, or similar assets, will be made through MHC.

Cash of £12,000 was transferred as consideration for the share capital necessary to establish MHC and in return the Company acquired 120 ordinary shares in MHC. The fair value of the ordinary shares issued was based on the issue price of £100 per share. As MHC is a newly established company with no previous operations, no assets were acquired or liabilities assumed.

F. CLASSIFICATIONS OF FINANCIAL ASSETS AND LIABILITIES

In thousands of pounds sterling	**Note**	**Loans and receivables**	**Other liabilities**	**Total carrying amount**
31 December 2011				
Cash and cash equivalents	G	207,788	-	207,788
		207,788		207,788
Trade and other payables / tax payables	H , I	-	173	173
		-	**173**	**173**

The Directors believe that the carrying values of all financial instruments at 31 December 2011 are not materially different to their fair values.

G. CASH AND CASH EQUIVALENTS

In thousands of pounds sterling	**31 December 2011**
Bank balances	52,447
Term deposits	155,341
Cash and cash equivalents in the statement of cash flows	**207,788**

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

H. TAXES

TAX EXPENSE

In thousands of pounds sterling	**3 October 2011 to 31 December 2011**
Current tax expense	
Subscription tax	7
Total tax expense	**7**

The amount shown as tax expense remains unpaid at 31 December 2011.

RECONCILIATION OF EFFECTIVE TAX RATE

In thousands of pounds sterling		**3 October 2011 to 31 December 2011**
Loss for the period		133
Total tax expense		7
Loss before tax		**126**
Tax using the Company's domestic tax rate	0.00%	0
Subscription tax payable by the Company	-	7
Total tax expense		**7**

I. TRADE AND OTHER PAYABLES

In thousands of pounds sterling	**Note**	**31 December 2011**
Trade payables due to related parties	12	2
Other trade payables		20
Accrued expenses		144
		166

Trade and other payables indicated above equal their contractual amounts and are payable in less than three months. The contractual cash flows of the trade and other payables are identical to the carrying amounts.

J. SHARE CAPITAL

In thousands of shares	**Ordinary shares**
Shares issued for cash at incorporation of the Company	29
Shares issued for cash under the Placing and Offer for Subscription	211,971
On issue at 31 December – fully paid	**212,000**

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

All shares rank equally with regard to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

The Company was incorporated on 3 October 2011 with share capital of 29,000 ordinary shares at a price of £1 per share.

On 14 December 2011 the Company announced the results of its placing and offer for subscription of ordinary shares. The Company raised £211,971,000 (before expenses) through the issue of 211,971,000 shares at a price of £1.00 per share, of which 163,837,256 shares were issued by way of the placing and 48,133,744 shares were issued pursuant to the offer for subscription. Expenses incurred in the issuance of the additional ordinary shares amounted to £4,240,000 and this expense has been deducted from share capital recognised. The amount raised net of share issue expenses was £207,731,000.

The entire share capital of the Company was admitted to trading on the London Stock Exchange on 21 December 2011. At balance sheet date 212,000,000 ordinary shares are outstanding.

K. INTEREST INCOME

In thousands of pounds sterling	**3 October 2011 to 31 December 2011**
Interest income on financial assets carried at amortised cost:	
Cash and cash equivalents	42
	42

L. RELATED PARTIES AND KEY CONTRACTS

All transactions with related parties were undertaken on an arm's length basis.

Directors' fees

The Directors of the Company are due a total of £24,104 in Directors' fees for the period ended 31 December 2011. Invoices for £2,310 of these fees were received during the period and these invoices remain unpaid at 31 December 2011. An accrual for the remaining £21,794 of fees payable but not invoiced during the period is included in the accrued expenses amount disclosed in Note I. On 14 March 2012 the Company received a letter from Thomas Töpfer waiving his entitlement to receive the fees payable to him as at 31 December 2011.

Going forward, The Chairman of the Supervisory Board will receive a director's fee of £45,000 per annum, and other directors on the Supervisory Board will each receive a fee of £30,000 per annum (with the exception of the Chairman of the Audit Committee and the Senior Independent Director who will each receive an additional fee of £2,500 per annum). The aggregate remuneration of the directors of the Supervisory Board in their capacity as such is not expected to exceed £140,000 per annum (or such other sum as the Company in the Annual General Meeting shall determine).

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

Directors' shareholding in the Company

Directors of the Company hold 300,000 shares in the Company at 31 December 2011. The breakdown of this holding is as follows:

In thousands of shares	**Ordinary shares**
David Richardson	45
Colin Maltby	30
Thomas Töpfer	40
Frank Schramm	75
Duncan Ball	75
Arne Speer	35
Shares held by Directors at 31 December	**300**

Share issue expenses

Pursuant to the placing agreement, share issue expenses of up to 2 per cent of the gross proceeds from the issue of share capital from the placing and offer for subscription would be paid by the Company, and any remaining issue expenses would be paid by Bilfinger Berger PI Corporate Services GmbH (BBPI).

BBPI is the holder of the 29,000 share capital issued at incorporation of the Company and, through its subscription of additional shares in the placing and offer for subscription, is now holder of 19.9 per cent (42,188,000 shares) of the total share capital of the Company.

All expenses associated with the placing and offer for subscription were paid by BBPI directly and upon the satisfactory issuance of shares under the placing and offer for subscription and pursuant to the placing agreement, share issue expenses of 2 per cent of the share capital raised from the placing and offer for subscription became payable to BBPI. An amount of £4,240,000 was paid by the Company to BBPI to settle this payable.

Pipeline agreement

The Company has entered into a pipeline agreement with BBPI. Pursuant to the terms of this agreement, BBPI undertakes that, after the date of the agreement and before 31 December 2016, it will notify the Company of any proposal to sell its interest in a PFI/PPP infrastructure asset or similar asset, the Company then has right of first refusal or right of first offer. If it is agreed that an asset will be purchased by the Company, then BBPI and the Company will enter into a sale and purchase agreement.

No fees are payable by the Company to BBPI under the Pipeline Agreement.

Profit Participating Loan

The Company as lender and BBGI Management HoldCo S.à r.l. (MHC) as borrower have entered into a profit participating loan agreement. Pursuant to this agreement the Company will make available an interest bearing loan to MHC for the purposes of funding its initial and subsequent acquisitions of interests in PFI/PPP infrastructure assets. As at 31 December 2011 no drawdown of this loan had been made by MHC and no interest became payable to the Company.

Working Capital Loan

The Company as lender and BBGI Management HoldCo S.à r.l. (MHC) as borrower have entered into a working capital loan Agreement. Pursuant to this agreement the Company will make available an interest free loan to MHC for the purposes of funding its general costs, expenses and working capital requirements. As at 31 December 2011 no drawdown of this loan had been made by MHC.

OTHER MATERIAL CONTRACTS

Service agreements with RBC Dexia

The Company and its subsidiaries (current and future) have entered into two service agreements with RBC Dexia Investor Services bank S.A. (RBC Dexia). These agreements are the investment fund services agreement and custodian and principal paying agent agreement.

Under the investment fund services agreement the Company has appointed RBC Dexia as its central administrative agent, registrar and transfer agent. RBC Dexia receives a fixed set up fee of EUR 10,000 and fixed fees ranging from EUR 2,000 to EUR 4,000 associated with their due diligence reviews on net asset value calculations and duties as registrar and transfer agent for the Group. During the period ended 31 December 2011 £25,059 was accrued for these services and this amount is shown as accrued expenses (Note I).

Under the custodian and principal paying agent agreement the Company has appointed RBC Dexia as both custodian of the assets held by the Group and as principal paying agent. RBC Dexia receives a fixed remuneration of 0.020 per cent per annum of the gross asset value of the Group and charges fixed fees ranging from EUR 35 to EUR 1,500 for miscellaneous custodial services associated with Group transactions they act for. During the period ended 31 December 2011 £20,882 was accrued for these services and this amount is shown as accrued expenses (Note I).

Service agreements with Capita Registrars Limited

The Company has entered into three service agreements with Capita Registrars Limited (Capita). These agreements are the agreement for the provision of receiving agent services, UK transfer agent agreement and the depository agreement.

Under the agreement for the provision of receiving agent services the Company has procured the services of Capita to provide receiving agent services to the Company. Capita charges fixed fees for these services with a minimum fee payable of £2,000 for advisory services and a minimum fee of £4,750 payable for processing services. During the period ended 31 December 2011 no fees became payable.

Under the UK transfer agent agreement the Company has appointed Capita as its transfer agent in the United Kingdom. Capita charges fixed fees ranging from £1 to £500 per transfer for the various services associated with them carrying out their duties as transfer agent. During the period ended 31 December 2011 no fees became payable.

Under the depository agreement the Company has appointed Capita to constitute and issue securities issued by the Company with a view to facilitate the indirect holding of, and settlement of transactions in, such securities by participants in CREST. Capita charges fixed annual fees totalling £19,500 for these services and annual variable fees of £2 per shareholder. During the period ended 31 December 2011 no fees became payable.

Company secretarial support agreement with Ipes

The Company has appointed Ipes (UK) Limited and Ipes (Luxembourg) S.A to provide company secretarial services to the Company. Ipes (Luxembourg) S.A. has been appointed to provide additional Luxembourg compliance support including assisting the Company to comply with Luxembourg transparency and disclosure requirements. During the period ended 31 December 2011 no fees became payable.

M. DIVIDENDS

The Management Board proposes an initial dividend of 0.45 pence per ordinary share for the period ended 31 December 2011.

NOTES TO THE COMPANY FINANCIAL STATEMENTS (continued)

N. NET ASSET VALUE PER SHARE

The net asset value per share is based on net assets of £207,627,195 at 31 December 2011 and 212,000,000 shares outstanding at 31 December 2011.

O. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share at 31 December 2011 was calculated by dividing the loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding.

In thousands of pounds sterling/shares	**3 October 2011 to 31 December 2011**
Loss attributable to ordinary shareholders	
	133
Weighted average number of ordinary shares in issue	42,423
Basic and diluted earnings per share	**(0.313) pence**

The denominator for the purposes of calculating both basic and diluted earnings per share are the same as the Company had not issued any share options or other instruments that would cause dilution.

In thousands of shares	
Shares issued at incorporation of the Company	29
Effects of shares issued under the Placing and Offer for Subscription	42,394
Weighted average number of ordinary shares at 31 December	**42,423**

P. SUBSEQUENT EVENTS

Increase in share capital of subsidiary

On 9 February 2012 the Company increased the share capital of MHC by 19,880 ordinary shares. Cash of £1,988,000 was transferred as consideration for the purchase of these newly issued shares and the fair value of the ordinary shares issued was based on their issue price of £100 per share.

Profit Participating Loan

The Company has made four payments to MHC totalling £86,208,929.07. These payments represent loan drawdowns requested by MHC under the profit participating loan agreement between the Company as lender and MHC as borrower. The amount remaining for drawdown under this agreement is £163,791,070.93.

Working Capital Loan

The Company made a payment to MHC of £300,000 on 15 February 2012. This payment represents a loan drawdown requested by MHC under working capital loan agreement between the Company as lender and MHC as borrower. The amount remaining for drawdown under this agreement is £19,700,000.

Q. SUBSIDIARIES

	Country of incorporation	**Ownership interest**
BBGI Management HoldCo S.à r.l.	Luxembourg	100%

BOARD MEMBERS, AGENTS & ADVISERS

Supervisory Board

- David Richardson (Chairman)
- Thomas Töpfer
- Colin Maltby
- Howard Myles

Management Board

- Frank Schramm
- Duncan Ball
- Arne Speer

Managers of BBGI Management HoldCo

- Frank Schramm
- Duncan Ball

Registered Office of the Company and BBGI Management HoldCo

Aerogolf Centre
Heienhaff 1a
L-1736 Senningerberg
Grand Duchy of Luxembourg

Central Administrative Agent, Luxembourg Registrar and Transfer Agent, Custodian and Principal Paying Agent

RBC Dexia Investor Services Bank S.A.
Luxembourg Registrar and Transfer Agent
14 Porte de France
L-4360 Esch-sur-Alzette
Grand Duchy of Luxembourg

Receiving Agent and UK Transfer Agent

Capita Registrars Limited
Corporate Actions
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

Depository

Capita IRG Trustees Limited
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

Corporate Brokers

Oriel Securities Limited
150 Cheapside
London EC2V 6ET
United Kingdom

Jefferies International Limited
Vintners Place
68 Upper Thames Street
London EC4V 3BJ

Auditors

KPMG Luxembourg S.à r.l.
9, allée Scheffer
L–2520 Luxembourg

Tax Advisors for the Company

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH
United Kingdom

Independent Valuers

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH
United Kingdom

UK Company Secretarial support

Ipes (UK) Limited
10 Lower Grosvenor Place
London SW1W 0EN
United Kingdom

Luxemburg Company Secretarial support

Ipes (Luxemburg) S.A.
124 Bld de la Petrusse
L2330
Luxembourg

Public Relations

Maitland
Orion House
5 Upper St Martin's Lane
London WC2H 9EA
United Kingdom

Aerogolf Centre
Heienhaff 1a
L-1736 Senningerberg
Grand Duchy of Luxembourg

Bilfinger Berger
Global Infrastructure