

**NATS Limited**  
Financial statements  
Year ended 31 March 2023

Company Number: 03155567

## Business model and principal activities

The company is a wholly owned subsidiary of NATS Holdings Limited, the ultimate parent undertaking of the NATS group of companies. The NATS group provides air traffic control services through two principal operating subsidiaries: NATS (En Route) plc (NERL) and NATS (Services) Limited (NATS Services). NATS Limited is an intermediate holding company and the sole shareholder of NERL and NATS Services.

NERL provides air traffic control (ATC) services to aircraft flying in airspace over the UK and the eastern part of the North Atlantic. It operates under licence from the Secretary of State for Transport and is economically regulated by the Civil Aviation Authority (CAA). It operates from two air traffic control centres, at Swanwick in Hampshire and Prestwick in Ayrshire.

NATS Services is organised by customer group and between UK and international activities. The former represents about 98% of its revenue. It provides airport ATC and related engineering services to UK airport operators; engineering support and other services to the UK's Ministry of Defence (MOD); other UK business such as aeronautical information management, design and data services, consultancy and ATC training; and services to International customers. Its international activities are mainly provided in the Asia Pacific and Middle East regions.

NATS Holdings Limited prepares accounts which consolidate the results and financial position of the company and its subsidiaries. For this reason, the company does not present consolidated accounts.

The company also acts as an employer to employees within the NATS group and incurs these employee expenses, and others, on behalf of its subsidiary companies which it recharges through a set of inter-company agreements.

At completion of the Public Private Partnership transaction on 26 July 2001, transfer schemes hived down the operating assets and liabilities of NATS Limited to NERL and NATS Services. In addition, the company entered into two Management Services Agreements (MSAs) with NERL and NATS Services on 25 July 2001. On 1 October 2009 that set of agreements was amended so that all relevant secondment obligations are now set out in two Inter-company Secondment Agreements (ISAs). These agreements are the basis for the provision by the company of personnel to NERL and NATS Services. In addition, two Inter-company Trading Agreements (as amended on 16 December 2014) are the basis for the provision of central services to NERL and NATS Services. The cost of central services is recharged based on a fair allocation of costs taking into account the most important drivers for the services provided. NERL and NATS Services are responsible for paying to the company an amount equal to the aggregate of all costs incurred by the company in connection with the employment of the personnel together with appropriate staff related costs and expenses and disbursements.

## Results and financial position

The company's performance for the year is shown in the income statement on page 13 and reflects the results of the company under the Inter-company Secondment and Trading Agreements explained above. The company reported an operating profit of £nil (2022: £nil).

The company's subsidiaries did not pay a dividend in the year (2022: £nil), in order to conserve cash and improve liquidity in light of the uncertain outlook for the recovery in aviation from Covid, which now appears stable, and while the CAA determines NERL's NR23 price control including the recovery of the Covid income shortfall.

The financial position is explained in the balance sheet on page 14. At 31 March 2023 the company had net assets of £253.4m (2022: £261.7m). The company's principal

assets are its investments in subsidiaries; amounts receivable from subsidiaries for the recharge of services provided; cash balances and its share of the company's defined benefit pension scheme surplus measured in accordance with IAS 19. Its principal liabilities include staff-related costs relating to the NATS group's all-employee share scheme, holiday pay provisions, payroll taxes and social security costs.

The company provides a defined benefit pension scheme to employees as explained in note 21. The Trustees' last formal valuation at 31 December 2020 reported a funding deficit of £171.9m. The company paid normal and deficit repair contributions totalling £0.6m in the year. The company expects to make contributions of £0.8m during the year ending 31 March 2024.

The directors' assessment of going concern is explained in note 3.

### **Principal risks and uncertainties**

The principal risk that NATS Limited faces is a subsidiary being unable to meet its obligations as they fall due, which would cause financial distress to the company.

The company's subsidiaries have procedures in place to mitigate against market and financial risk and their financial positions are monitored to ensure these amounts due to the company are recoverable.

A full description of the NATS group's emerging and principal activities, including key risks and uncertainties, is contained in the Strategic report section of the Annual Report and Accounts of NATS Holdings Limited.

### **Engaging with our stakeholders**

As principal employer of staff within the NATS group, the directors' decisions in the year had regard both to its subsidiaries and the company's employees. In so doing, the directors also acted in the interests of the parent company and its ultimate shareholders.

The company's people strategy is to attract, develop and retain the highly skilled and increasingly diverse and inclusive workforce the subsidiaries need to meet the demands of the industry.

Since the outbreak of Covid, the directors' priority has been the safety and wellbeing of employees to enable subsidiaries to maintain a safe and resilient air traffic control service for their airline and airport customers. The directors, in collaboration with NERL and NATS Services, actioned changes in operational working practices and home working, focussed on mental health and wellbeing and ensured regular communications to staff on business developments. Consultations took place with trades unions on staff pay and benefits and agreements were reached on pay settlements which recognised the contribution our employees continue to make, cost of living pressures and the wider challenges facing the aviation sector as it recovers from Covid.

The company is developing a diverse and inclusive place to work and targeting a 50:50 gender split for all external recruitment (while also supporting diversity along LGBTQ+, race and ethnicity and disability lines). Our people play an essential role in everything we do. We want our employees feel valued and able to fulfil their potential in a workplace where their contribution is recognised and rewarded. Success is critical for attracting future talent and achieving our ambition to be a Top 25 employer.

An employee engagement survey was conducted by Best Companies, employee engagement specialists. Overall, 62% of employees responded.

Based on their feedback, Best Companies rated NATS as a one-star organisation, one which is very good to work for.

With the help of colleagues from across the business, we will use the feedback from the survey to shape and deliver improvement plans particularly in areas of

leadership, personal growth and giving something back. We will measure our progress through future surveys.

### Section 172 (1) statement

The directors have acted in a way that they considered, in good faith, to be most likely to promote the success of the company for the benefit of its parent company and its members as a whole, and in doing so have regard, to the long-term success of the business, the way we work with a large number of important stakeholders, and the importance of maintaining high standards of business conduct and have regard to the impact of the company's operations on the community and the environment.

The Board takes account of the views and interests of a wide range of stakeholders, when making its decisions, and balances different stakeholder perspectives (see below). Inevitably it is not always possible to achieve outcomes which meet the desires of all stakeholders.

How our Board and its committee operate, and the way decisions are reached, including the matters discussed during the year, are set out in the Governance section on pages 4 and 5. Set out above we explain how the directors have regard to section 172(1) in Engaging with our stakeholders.

Our stakeholders	Why are they important to us?	How we engage and have regard to their views in our decisions?
<b>SUBSIDIARIES</b>	We provide personnel and other central services to NERL and NATS Services to enable them to undertake their essential ATC activities.	NERL and NATS Services wish to ensure that we provide the requisite people resources cost effectively. We have regard to these objectives in our decision making and maintain systems which ensure a fair cost allocation.
<b>EMPLOYEES</b>	We act as an employer to employees seconded to NERL and NATS Services. Their ATC service and infrastructure depends on the skill and professionalism of our employees. They make a critical difference to the success of NERL and NATS Services, and our investment in them protects and strengthens the group's safety and business culture. Most of our employees are members of trades unions.	The executive and senior leaders have an open dialogue with trades unions and receive feedback on pay and benefits, a safe and healthy working environment, flexible working, talent development and career opportunities, and a diverse and inclusive culture. The group's CEO and executive communicate regularly to employees via our intranet and to senior leaders in regular virtual meetings. The NATS Board receives a monthly report from the CEO which includes employee relations, diversity and inclusion and other employee matters. The NATS Board also seeks collectively opportunities to engage with groups of employees during the year. We operate a Just Safety culture, enabling employees to raise safety matters and we seek feedback on a safety culture survey. We also survey employee wellbeing and maintain a whistleblowing facility. This year we conducted an employee opinion survey (be-Heard), as a baseline for our strategic objective to be a top 25 company to work for by 2040.
<b>PENSION TRUSTEES</b>	We provide a defined benefit pension to employees hired before April 2009. We wish to ensure that this benefit is provided cost effectively, having regard to prevailing market conditions and demographic factors.	We support Trustees in understanding the financial position and prospects of the company and its subsidiaries in assessing the employer covenant. We monitor the funding position of the scheme and the outcome of formal valuations. We consult with Trustees on their formal valuation and propose contributions to the pension scheme. Trustees consult the company on investment and risk management strategy.
<b>SHAREHOLDERS</b>	We are a wholly owned subsidiary within the NATS group. Our decisions have regard to the group's ultimate shareholders as well as the parent company. Our shareholders provide equity investment which finances our activities and enables us to invest in our ATC service and infrastructure, for which they expect a return.	The NATS Board meets with the group's ultimate shareholders. The NATS Strategic Partnership Agreement enables shareholders to appoint representatives to the Board. Shareholders wish to see remuneration policies which drive executive management to deliver strong sustainable performance aligned with the interests of key stakeholders.

The Strategic report was approved by the Board of directors on 29 June 2023 and signed by order of the Board by:



Richard Churchill-Coleman, Secretary

## Governance framework

### Introduction

NATS Limited (NATS) became part of the NATS group of companies through the Public Private Partnership (PPP) transaction in July 2001. A key element of the NATS group's governance structure is the Strategic Partnership Agreement (SPA) between its main shareholders: the Secretary of State for Transport; The Airline Group Limited (AG); and LHR Airports Limited (LHRA).

The SPA sets out the relative responsibilities of the signatories and, in particular, requires the group and its directors to adhere to the UK Corporate Governance Code so far as reasonably practicable and save to the extent inconsistent with the other provisions of the SPA (see below).

### The Board and Directors

Ultimate responsibility for the governance of NATS rests with the Board of NATS Holdings Limited (NHL), which provides strategic direction and leadership and is responsible for ensuring that the NATS group is run safely, efficiently, effectively and legally, with appropriate internal controls to safeguard shareholders' investment and group assets, ensuring it delivers value to shareholders and fulfils its wider role as a provider of critical national infrastructure. For this reason, the NATS Board adheres to the UK Corporate Governance Code.

NATS' Board plays an important leadership role in promoting the desired culture of the organisation. Through governance activities in the year it monitored and input to key aspects of culture including:

- the highest governance and ethical standards reflecting the aspirations of the PPP;
- a prominent safety culture through 'Just Culture' reflecting the company's purpose of advancing aviation and keeping the skies safe;

- consultation with customers on service performance, capital investment and plans for NR23;
- a cost efficient, service oriented and commercially smart organisation, requiring best in class performance of its employees and partners; and
- diversity and inclusion and fair treatment of its employees, valuing the contributions of all employees.

As at the date of approval of the accounts, the company's Board comprised 2 directors, as follows:

### Executive Directors

Chief Executive Officer (CEO); and

Chief Financial Officer (CFO).

### Non-Executive Directors

There are no statutory Non-Executive Directors or a Chair of NATS however, under the PPP structure the Non-Executive Directors of NATS Holdings Limited have reserved rights and powers in respect of certain aspects of the NATS business and, as such, provide an independent challenge and oversight for the NATS Board's Executive Directors.

### Changes to the Directors

From 1 April 2022 to the date of approval of the accounts, there were no changes to the directors of the company.

### Access to legal and professional advice

All directors have access to the advice and services of the Legal Director, Richard Churchill-Coleman. If necessary, in furtherance of their duties, directors may take independent professional advice at the group's expense.

### Board meetings

The NATS group has nested board meetings with NATS Board meetings taking place as part of the NHL meetings. The NATS Board routinely meets seven times per year in January, March, May, June, July, September and November, and supplements these scheduled meetings

with additional meetings as business priorities require.

Reports and papers are circulated to Board members in a timely manner in preparation for meetings, and this information is supplemented by any information specifically requested by directors from time to time. The directors also receive monthly management reports and information to enable them to review the company's performance.

## **Compliance with the UK Corporate**

### **Governance Code**

NATS is committed to maintaining the highest standards of corporate governance. The company has applied the principles of the Corporate Governance Code 2018 since 1 April 2020, to the extent considered appropriate by the Board. A number of the principles and provisions in the Code are not relevant to the partnership nature of NATS' ultimate ownership and the principal areas where the company did not comply are summarised below.

#### **Provision 3: Engagement with major shareholders**

Within the PPP structure NATS is a wholly owned subsidiary of NATS Holdings Limited. There are no institutional or public shareholders. The Chair of the Board of NHL has regular discussions with shareholders in addition to the formal shareholder meetings.

#### **Provision 24: Establishment of an Audit Committee**

Matters pertaining to the integrity of the company's financial statements, its financial performance and significant judgements contained in them are routinely considered by the NATS Holdings Limited Audit Committee, the parent company of the NATS group of companies. The NATS Holdings Audit Committee also considers the internal financial controls and internal control and risk management systems in place across the group, and matters relating to the external audit of the company. For these reasons the company does not have a separate Audit Committee.

#### **Provision 31: Assessment of company prospects**

A statement on the company's prospects is not separately reported in this annual report. The company's prospects are wholly dependent on, and consistent with, the operating subsidiaries on which it depends for its revenue, which is charged for the recovery of its costs, and which are subject to the same principal risks and uncertainties. The board of the company has taken account of the financial position and prospects of its subsidiaries in preparing the financial statements on a going concern basis, reflecting its reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over a period of at least 12 months from the date of their approval.

## Report of the directors

The directors present their report, together with the financial statements and auditor's report, for the year ended 31 March 2023.

Information about the use of financial instruments by the company is given in note 13 to the financial statements.

### Dividends

The Board declared no interim dividends in the year (2022: £nil) and recommends no final dividend for the year (2022: £nil).

### Directors

The directors of the company who served during the year and to the date of this report are set out below:

Alistair Borthwick

Martin Rolfe

None of the directors have any interests in the share capital of the company. Interests of the directors in the ordinary shares of the company's parent undertaking NATS Holdings Limited are explained in those accounts.

None of the directors have, or have had, a material interest in any contract of significance in relation to the company's business.

### Directors' indemnities

The company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

### Employee engagement

The directors are committed to the involvement of employees in the decision-making process through effective leadership at all levels in the organisation, including engagement with the Board. Employees are frequently involved through direct discussions with their managers, cross company working groups and local

committees. Regular employee consultations cover a range of topics affecting them, including such matters as corporate performance and business plans. The directors encourage the involvement of employees in the company's performance through the All-Employee Share Ownership Plan. The directors have regard to the safety, health and well-being of employees (and contract staff). The NATS CEO maintains high visibility with employees through visits to NATS sites, or through virtual engagements where more appropriate, where he talks to them about current business issues and takes questions in an open and straightforward manner. The NATS CEO and the Executive team provided regular updates to employees through the company's internal media. Such actions enable employees to achieve a common awareness of those factors affecting the performance of the company. An employee engagement survey was conducted in the year and its feedback will shape and deliver improvement plans. Also, employees' views are represented through an open dialogue with Prospect and the Public and Commercial Services Union (PCS), the recognised unions on all matters affecting employees. Formal arrangements for consultation with employees exist through a local and company-wide framework agreed with the Trades Unions. The company's pay policy is explained in the Remuneration Committee report of NATS Holdings' Annual Report and Accounts. It is the company's policy to establish and maintain competitive pay rates which take full account of the different pay markets relevant to its operations. In return, employees are expected to perform to the required standards and to provide the quality and efficiency of service expected by its customers. The company is an equal opportunities employer. Its policy is designed to ensure that no applicant or

employee receives less favourable treatment than any other on the grounds of sex, age, disability, marital status, colour, race, ethnic origin, religious belief or sexual orientation, nor is disadvantaged by conditions or requirements applied to any post which cannot be shown to be fair and reasonable under relevant employment law or codes of practice.

The company is also committed to improving employment opportunities for disabled people. The company will continue to promote policies and practices which provide suitable training and retraining, and development opportunities for disabled employees, including any individuals who become disabled, bearing in mind their particular aptitudes and abilities and the need to maintain a safe working environment.

The company strives to maintain the health, safety and wellbeing of employees through an appropriate culture, well-defined processes and regular monitoring. Line managers are accountable for ensuring health and safety is maintained and responsibility for ensuring compliance with both legal requirements and company policy rests with the Safety Director.

### **Directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial

statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies in accordance with IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors*;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. Each person who is a director at the date of approval of these financial statements confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.



This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors.

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the UK, give a true and fair view of the assets, liabilities, financial position and results of the company;
- the Strategic report includes a fair review of the development and performance of the business and the position of the company, together with a description of the emerging and principal risks and uncertainties that it faces; and
- the financial statements, taken as a whole, are fair, balanced and understandable and provide the

information necessary for shareholders to assess the company's position and performance, business model and strategy.

#### Auditor

At the meeting to approve the financial statements, the Board resolved to re-appoint BDO LLP as statutory auditor.

Approved by the Board of directors and signed by order of the Board by:



Richard Churchill-Coleman

Secretary

29 June 2023

Registered office

4000 Parkway, Whiteley, Fareham,  
Hampshire, PO15 7FL

Registered in England and Wales

Company Number: 03155567

### Independent auditor's report to the members of NATS Limited

#### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its result for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of NATS Limited ("the Company") for the year ended 31 March 2023 which comprise the income statement, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the cash flow statement and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

#### Other information

The Directors are responsible for the other information. The other information comprises the information included in the Financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Other Companies Act 2006 reporting**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of Directors**

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

#### *Non-compliance with laws and regulations*

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company that were contrary to applicable laws and regulations, including fraud. We considered the significant laws and regulations that could give rise to a

material misstatement in the financial statements to be the Companies Act 2006, UK adopted international accounting standards, pension's legislation, and relevant tax legislation.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, we considered the following:

- the nature of the industry, the Company's control environment and business performance;
- the results of our enquiries of management, internal audit and the Audit Committee about their own identification of the risk of irregularities, including fraud;
- any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to the identification of the risk of irregularities, including fraud; and
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud. We also discussed the potential for non-compliance with laws and regulations.

### *Fraud*

We assessed the susceptibility of the financial statement to material misstatement, including fraud and considered the fraud risk areas to be management override of controls and revenue recognition.

Our procedures in response to the above included:

- agreement of the financial statement disclosures to underlying supporting documentation;
- in response to the risk of management override of controls, identifying and testing journal entries, in particular any material journal entries posted to revenue, unusual account combinations and journals posted by unexpected users by agreeing to supporting documentation;

- enquiries with management, the Audit Committee and internal legal counsel to identify any instances of known or suspected non-compliance with laws and regulations or fraud;
- review of minutes of Board meetings throughout the year to identify any instances of known or suspected non-compliance with laws and regulations or fraud, not already disclosed by management;
- review of tax compliance and involvement of our tax specialists in the audit;
- review of internal audit reports for reference to any internal control failures that could impact the Company's compliance with laws and regulations or indicate potential fraud risks; and
- challenging assumptions and judgements made by management in their significant accounting estimates and judgements.

We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

## Independent auditor's report

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A further description of our responsibilities is available on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities> .

This description forms part of our auditor's report.

### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:  
*Chris Pooles*

F75710324A07463...

Christopher Pooles (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

Reading, UK

29 June 2023

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

**Income statement**

for the year ended 31 March

	Notes	2023 £m	2022 £m
Revenue	4	513.5	474.4
Staff costs	7	(502.6)	(465.3)
Services and materials		(0.4)	(0.5)
Depreciation, amortisation and impairment		(0.2)	(0.2)
Other operating charges		(10.4)	(8.4)
Other operating income		0.1	-
Net operating costs		<u>(513.5)</u>	<u>(474.4)</u>
<b>Operating result</b>	6	-	-
Investment income		0.1	-
Finance costs		<u>(0.1)</u>	-
<b>Profit before tax</b>		-	-
Tax	8	-	-
<b>Profit for the year attributable to equity shareholders</b>		<u>-</u>	<u>-</u>

**Statement of comprehensive income**

for the year ended 31 March

	Notes	2023 £m	Restated 2022 £m
<b>Profit for the year after tax</b>		-	-
<b>Items that will not be reclassified subsequently to profit and loss:</b>			
Actuarial (loss)/gain on defined benefit pension scheme	21 b	(11.0)	14.7
Deferred tax relating to actuarial (loss)/gain on defined benefit pension scheme	16	2.6	(3.5)
Current tax relating to actuarial loss on defined benefit pension scheme	8	0.1	-
<b>Other comprehensive (loss)/income for the year, net of tax</b>		<u>(8.3)</u>	<u>11.2</u>
<b>Total comprehensive (loss)/income for the year attributable to equity shareholders</b>		<u>(8.3)</u>	<u>11.2</u>

**Balance sheet**

at 31 March

	Notes	2023 £m	Restated 2022 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Right-of-use assets	10	0.1	0.3
Investments	23	244.6	244.6
Retirement benefit asset	21 b	2.7	13.4
		<u>247.4</u>	<u>258.3</u>
<b>Current assets</b>			
Trade and other receivables	11	66.4	63.0
Cash and cash equivalents	13	3.9	5.8
		<u>70.3</u>	<u>68.8</u>
<b>Total assets</b>		<u>317.7</u>	<u>327.1</u>
<b>Current liabilities</b>			
Trade and other payables	14	(60.7)	(59.0)
Lease liabilities	12	-	(0.3)
Provisions	15	(0.7)	(0.1)
		<u>(61.4)</u>	<u>(59.4)</u>
<b>Net current assets</b>		<u>8.9</u>	<u>9.4</u>
<b>Non-current liabilities</b>			
Trade and other payables	14	(2.4)	(2.3)
Provisions	15	-	(0.5)
Deferred tax liability	16	(0.5)	(3.2)
		<u>(2.9)</u>	<u>(6.0)</u>
<b>Total liabilities</b>		<u>(64.3)</u>	<u>(65.4)</u>
<b>Net assets</b>		<u>253.4</u>	<u>261.7</u>
<b>Equity</b>			
Called up share capital	17	141.0	141.0
Other reserves		(50.0)	(50.0)
Retained earnings		162.4	170.7
Total equity		<u>253.4</u>	<u>261.7</u>

The financial statements (Company No. 03155567) were approved by the Board of directors and authorised for issue on 29 June 2023 and signed on its behalf by:



Martin Rolfe  
Chief Executive



Alistair Borthwick  
Chief Financial Officer

**Statement of changes in equity**

for the year ended 31 March

	Equity attributable to equity holders of the company			
	Share capital £m	Other reserves <sup>1</sup> £m	Restated Retained earnings £m	Restated Total £m
At 1 April 2021	141.0	(50.0)	159.5	250.5
Profit for the year	-	-	-	-
Other comprehensive income for the year	-	-	11.2	11.2
Total comprehensive income for the year	-	-	11.2	11.2
At 31 March 2022	141.0	(50.0)	170.7	261.7
At 1 April 2022	141.0	(50.0)	170.7	261.7
Profit for the year	-	-	-	-
Other comprehensive loss for the year	-	-	(8.3)	(8.3)
Total comprehensive loss for the year	-	-	(8.3)	(8.3)
At 31 March 2023	141.0	(50.0)	162.4	253.4

<sup>1</sup> Other reserves arose on the completion of the PPP transaction in July 2001.



**Cash flow statement**

for the year ended 31 March

	Notes	2023 £m	2022 £m
<b>Net cash (used in)/generated from operating activities</b>	18	(1.7)	0.2
<b>Cash flows from investing activities</b>			
Interest received		0.1	-
<b>Net cash inflow from investing activities</b>		<u>0.1</u>	<u>-</u>
<b>Cash flows from financing activities</b>			
Principal paid on lease liabilities		(0.3)	(0.3)
<b>Net cash outflow from financing activities</b>		<u>(0.3)</u>	<u>(0.3)</u>
<b>Decrease in cash and cash equivalents during the year</b>		(1.9)	(0.1)
Cash and cash equivalents at 1 April		<u>5.8</u>	<u>5.9</u>
Cash and cash equivalents at 31 March		<u><u>3.9</u></u>	<u><u>5.8</u></u>

## 1. General information

NATS Limited is a private limited company incorporated in England and Wales and domiciled in the United Kingdom and acting under the Companies Act 2006. The address of the registered office is on page 8. The nature of the company's operations and its principal activities are set out in the Report of the directors and Strategic report.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

## 2. Basis of preparation and accounting policies

The financial statements have been prepared on the going concern basis, as explained in note 3, in accordance with international accounting standards, IFRS and IFRIC as adopted by the UK and in conformity with the requirements of the Companies Act 2006. The financial information has also been prepared in accordance with IFRSs issued by the International Accounting Standards Board (IASB).

### *Accounting standards adopted in the year*

The company has adopted the requirements of the following amendments to standards in the year, the adoption of these amendments has not had a material impact on the disclosures in the financial statements:

- ◆ IAS 16 (amendments): *Property, Plant and Equipment – Proceeds Before Intended Use*, effective 1 January 2022 prohibits an entity from deducting from the cost of an item of PPE any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.
- ◆ IAS 37 (amendments): *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts - Cost of*

*Fulfilling a Contract*, effective 1 January 2022 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.

- ◆ IFRS 3 (amendments): *Business Combinations*, effective 1 January 2022 includes minor amendments to update references to the Conceptual Framework for Financial Reporting and to add an exception for the recognition of liabilities and contingent liabilities within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*.
- ◆ Annual Improvements to IFRS Standards 2018 – 2020, effective on or after 1 January 2022.

### *Future accounting developments*

At the date of authorisation of these financial statements, the following amendments which have not been applied in these financial statements were in issue but not yet effective:

- ◆ IAS 1 (amendments): *Presentation of Financial Statements – Classification of Liabilities as Current or Non-Current* (effective on or after 1 January 2023)
- ◆ IAS 1 (amendments): *Presentation of Financial Statements – Disclosure of Accounting Policies* (effective on or after 1 January 2023)
- ◆ IAS 8 (amendments): *Accounting Policies, Changes in Accounting Estimates and Errors* (effective on or after 1 January 2023)
- ◆ IAS 12 (amendments): *Income Taxes – Deferred tax on leases and decommissioning obligations* (effective on or after 1 January 2023)
- ◆ IFRS 17: *Insurance Contracts* (effective on or after 1 January 2023)

The company is currently assessing the impact of these new accounting amendments but does not expect that

their adoption will have a material impact on the financial statements in future periods.

#### ***Prior year restatement***

It was identified that, at 31 March 2022, the carrying value of the retirement benefit asset had been understated by £0.4m and the related deferred tax liability understated by £0.1m, as a result of an error relating to the valuation of pension scheme assets. This has been corrected by restating each of the affected financial statement line items at that reporting date. In the comparative balance sheet the retirement benefit asset has been increased by £0.4m and the deferred tax liability has increased by £0.1m. The net impact being to increase the net assets by £0.3m. In the statement of comprehensive income, the actuarial gain on defined benefit pension scheme for the year ended 31 March 2022 has increased by £0.4m and the deferred tax relating to actuarial gain on defined benefit pension scheme charge, increased by £0.1m. The net impact is to increase other comprehensive income, retained earnings and total equity by £0.3m.

The prior year restatement had no impact on the income statement or the statement of cash flows for the comparative period and did not impact any prior reporting periods.

#### ***Revenue recognition***

Revenue is recognised from the transfer of goods or services at an amount that the company expects to be entitled to in exchange for those goods or services. Revenue is recognised based on the satisfaction of performance obligations, which are characterised by the transfer of control over a product or service to a customer. Revenue excludes amounts collected on behalf of third parties.

Revenue is recognised over time in accordance with the Inter-company Secondment and Trading Agreements.

#### ***Income from other sources***

Rental income from operating leases is recognised on a straight-line basis over the relevant lease term.

Dividend income is recognised when a shareholder's rights to receive payment has been established.

Interest income is recognised on a time proportion basis using the effective interest method. This is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

#### ***Operating segments***

Operating segments are reported in a manner consistent with the internal reporting provided to the NATS Executive team, which is considered to be the chief operating decision maker. An operating segment represents a component of NATS Limited that engages in business activities from which it may earn revenues and incur expenses. Operating segment results are reviewed regularly by the NATS Executive team to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Inter-segment transfers or transactions are entered into under the normal commercial terms and conditions that would also be available to unrelated third parties.

#### ***Operating profit***

Operating profit is stated before investment income, finance costs and taxation.

#### ***Property, plant and equipment***

Property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment in value. The cost of property, plant and equipment includes internal and contracted labour costs directly attributable to bringing the assets into working condition for their intended use. Depreciation is provided on a straight-line basis to write off the cost, less estimated residual value, of property, plant and equipment over their estimated useful lives as follows:

- ◆ Freehold buildings: 10-40 years;
- ◆ Leasehold buildings: over the remaining life of the lease to a maximum of 20 years;
- ◆ Air traffic control systems: 8-15 years;

- ◆ Plant and other equipment: 3-15 years;
- ◆ Furniture, fixtures and fittings: 10 years;
- ◆ Vehicles: 5 years.

Freehold land and assets in the course of construction and installation are not depreciated.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in income.

#### ***Government grants and other grants***

Government grants relating to property, plant and equipment are treated as deferred income and released to the income statement by equal annual instalments over the expected useful economic lives of the related assets.

Grants of a revenue nature are credited to income in the period to which they relate (and are reported on the face of the income statement).

Government grants received in the 2022 financial year for the reimbursement of employee costs for those furloughed due to Covid under the Coronavirus Job Retention Scheme were included within staff costs. There are no unfulfilled conditions or contingencies attached to these grants.

#### ***Leases***

Where a contract provides the right to control the use of an asset for a period of time in exchange for consideration, the contract is accounted for as a lease. In order for lease accounting to apply, an assessment is made at the inception of the contract that considers whether:

- ◆ the lessee has the use of an identified asset, which entitles it to the right to obtain substantially all of the economic benefits that arise from the use of the asset; and
- ◆ the lessee has the right to direct the use of the asset, either through the right to operate the asset or by predetermining how the asset is used.

#### ***Measurement at inception***

At the lease commencement date, the lessee will recognise:

- ◆ a lease liability representing its obligation to make lease payments, and;
- ◆ an asset representing its right to use the underlying leased asset (a right-of-use asset).

The lease liability is initially measured as the present value of future lease payments, discounted using the interest rate implicit in the lease, or if not available an incremental borrowing rate. Future lease payments will include fixed payments or variable lease payments that depend on an index or rate (initially measured at the rate at the commencement date). In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term.

The right-of-use asset is initially measured at cost, which comprises the amount initially recognised as the lease liability, lease payments made at or before the commencement date, initial direct costs incurred, and the amount of any provision for estimated costs to be incurred at the end of the lease to restore the site to the required condition stipulated in the lease (dilapidations provision) less any lease incentives received.

For contracts that both convey a right to the lessee to use an identified asset and require services to be provided to the lessee by the lessor, the lessee has elected to account for the entire contract as a lease, i.e. it does not allocate any amount of the contractual payments to, or account separately for, any services provided by the supplier as part of the contract.

#### ***Ongoing measurement***

Subsequent to initial measurement, the lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding, reduced for lease payments made and are adjusted for any reassessment of the lease as the result of a contract modification. Right-of-use

assets are depreciated on a straight-line basis over the remaining term of the lease or asset life if it is shorter.

When the lessee revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lease extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to be made over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- ◆ If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- ◆ In all other cases where the renegotiated terms increase the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;
- ◆ If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the

rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

#### *Short term, low-value leases and expired leases*

The company applies recognition exemptions for short term leases and leases of low-value items which are accounted for on a straight-line basis over the lease term. The company has leases that have expired and have not yet been renewed, 'holding over leases'. These leases have no lease liability and therefore a right-of-use asset is not recognised for these leases. The annual rent for these properties is charged to profit and loss in the period to which it relates.

#### **Share-based payments**

The company has applied the requirements of IFRS 2: *Share-Based Payments*.

In 2001, the company established an All-Employee Share Ownership Plan (AESOP) for the benefit of its employees to hold 5% of the share capital of NATS Holdings Limited. The Plan was initially established through the transfer of shares by the Crown Shareholder at the PPP to NATS Employee Sharetrust Limited (NESL) for £nil consideration. Following financial restructuring in March 2003, further shares were transferred to NESL by The Airline Group Limited (AG) for £nil consideration and NESL was gifted cash of £279,264 to acquire additional shares to maintain the Plan's interest at 5% of the share capital of NATS Holdings Limited. The Plan is administered by NESL, a trustee company. The employee ordinary shares may only be owned by employee shareholders and can only be sold to the trust company.

Shares awarded by the Plan are treated as cash-settled liabilities. A liability is recognised for shares awarded over the period from award to when the employee becomes unconditionally entitled to the shares and are measured initially at their fair value. At each balance sheet date until the liability is settled, as well as at the date of settlement, the fair value of the liability is re-measured based on independent share valuations with any changes in fair value recognised in profit or loss for the year.

In respect of the award schemes, the company provides finance to NESL to enable the trust company to meet its obligations to repurchase vested or eligible shares from employees.

The company's share of the costs of running the employee share trust are charged to the income statement.

### **Taxation**

The tax charge for the period is recognised in the income statement, the statement of comprehensive income or directly in the statement of changes in equity, according to the accounting treatment of the related transaction.

The tax charge comprises both current and deferred tax.

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the income statement, except

when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets off against current liabilities and when they relate to taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

### **Foreign currency translation**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on retranslation are included in the income statement for the period.

### **Retirement benefit costs**

The CAA Pension Scheme is a funded defined benefit scheme. The assets of the scheme are held in a separate trustee administered fund. The cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period.

Remeasurement comprising actuarial gains and losses and return on scheme assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to the statement of comprehensive income in the period in which they occur. Remeasurement recorded in the statement of comprehensive income is not recycled.

Past service cost is recognised immediately to the extent that the benefits are already vested.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- ◆ current service cost, past service cost and gains and losses on curtailments and settlements;
- ◆ net interest expense or income; and
- ◆ remeasurement.

The retirement benefit obligation recognised in the balance sheet represents the deficit or surplus in the group's defined benefit scheme. Any surplus resulting from this calculation is limited to the present value of available refunds or reductions in future contributions to the scheme.

Since 2009, the group and Trustees have introduced a number of pension reforms, as explained in note 21.

These include closing the defined benefit scheme to new entrants with effect from 1 April 2009; and establishing a defined contribution scheme for new entrants from 1 April 2009, limiting the rate of increase in pensionable pay and changing the indexation reference rate for future service.

Contributions to the defined contribution pension scheme are expensed as incurred.

#### **Provisions**

Provisions are recognised when the company has a present obligation as a result of a past event, and it is probable that the company will be required to settle that obligation. Provisions are measured at the directors' best estimate of expenditure required to settle the obligation at the balance sheet date; and are discounted to present value where the effect is material.

#### **Financial instruments**

Financial assets and financial liabilities are recognised in the company's balance sheet when the company becomes a party to the contractual provisions of the instrument. Financial assets are classified as either fair value through profit or loss, fair value through other comprehensive income, or amortised cost. Classification

and subsequent re-measurement depends on the company's business model for managing the financial asset and its cash flow characteristics.

The company has financial assets at amortised cost. The company does not have financial assets at fair value through the profit or loss or at fair value through other comprehensive income. Detailed disclosures are set out in notes 11 to 14.

#### **Financial assets:**

##### ***Amortised cost***

These assets arise principally from the provision of goods and services to customers (such as trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

##### ***Impairment of financial assets***

Equity instruments are assessed at each reporting date to determine whether there was objective evidence of impairment. Impairment losses are recognised in the income statement.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process, the probability of the non-payment of trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, such provisions are recorded in a separate provision account with the loss being recognised in the income statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for other receivables are recognised based on a forward looking expected credit

loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those financial assets where the credit risk has not increased significantly since initial recognition, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

#### ***Cash and cash equivalents***

Cash and cash equivalents comprise cash on hand and demand deposits and other highly liquid investments (with a maturity of three months or less) that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

#### ***Financial liabilities***

Financial liabilities are classified according to the substance of the contractual arrangements entered into. Financial liabilities are either financial liabilities at fair value through the profit or loss or other financial liabilities.

#### ***Fair value through the profit or loss***

Financial liabilities at fair value through the profit or loss are measured initially at fair value and subsequently stated at fair value, with any resultant gain or loss recognised in the income statement. The net gain or loss recognised in the income statement incorporates any interest paid on the financial liability.

#### ***Other financial liabilities: including bank, other borrowings, loan notes and debt securities***

Interest-bearing bank loans, other borrowings, loan notes and debt securities are recorded at the proceeds received, net of direct issue costs. Finance charges, including premia payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the income statement using the effective interest method and

are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same party on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

#### ***Effective interest method***

The effective interest method is a method of calculating amortised cost of a financial asset or financial liability and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

#### ***Equity***

Equity instruments are also classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

#### ***Investment in subsidiaries***

A subsidiary is an entity in which the company has control. The existence and effect of voting rights that are currently exercisable or convertible are considered when assessing whether the company has such power over another entity.

Investment in subsidiaries is carried in the balance sheet at cost less any impairment losses. Consolidated financial statements are not presented by the company for the year ended 31 March 2023 as they are presented by the parent undertaking NATS Holdings Limited.



### 3. Critical judgements and key sources of estimation uncertainty

#### *Retirement benefits*

The company accounts for its defined benefit pension scheme such that the net pension scheme position is reported on the balance sheet with actuarial gains and losses being recognised directly in equity through the statement of comprehensive income. At 31 March 2023 the funding position of the scheme reported in the financial statements was a surplus of £2.7m. The directors consider that the company has an unconditional right to a refund of surplus at the end of the life of the scheme and, therefore, that the criteria for recognition under IFRIC 14 are met.

A number of key assumptions have been made in calculating the fair value of the company's defined benefit pension scheme which affect the balance sheet position and the company's reserves and income statement. Refer to note 21 of the notes to the accounts for a summary of the main assumptions and sensitivities. Actual outcomes may differ materially from the assumptions used and may result in volatility in the net pension scheme position.

#### *Going concern*

The company's business activities, together with the factors likely to affect its performance and the financial position of the company, its cash flows and liquidity position are explained in the Strategic report. Note 13 also describes the company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

The company had net cash balances of £3.9m at the balance sheet date together with formal arrangements with its subsidiaries on the recovery of costs, which the directors have assessed for their ability to meet their obligations as they fall due. As a result, the directors believe that the company is well placed to manage its

business risks successfully despite the uncertain current economic outlook.

The directors have formed a judgement that taking into account the financial resources available to the company and the financial position and prospects of the subsidiaries, it has adequate resources to continue to operate for a period of at least twelve months from the date of approval of the financial statements, and have therefore adopted the going concern basis in the preparation of the financial statements for the year ended 31 March 2023.

#### 4. Revenue

An analysis of the company's revenue is provided as follows:

	2023 £m	2022 £m
Services provided to NATS (En Route) plc	404.0	370.9
Services provided to NATS (Services) Limited	109.5	103.5
	<u>513.5</u>	<u>474.4</u>

All revenue is derived from continuing operations. Note 5 summarises the source of revenues by operating segment.

#### 5. Operating segments

For management reporting purposes, the company is currently organised into one business area.

##### Principal activities are as follows:

The company acts as an employer to staff within the NATS group of companies. The company second staff to the two principal operating companies within the group (NERL and NATS Services). It also provides central services to these two companies. The provision of these services is governed by Inter-company Secondment and Trading Agreements between the two operating companies and NATS Limited. In accordance with these agreements, NERL and NATS Services pay fees to NATS Limited for the provision of the company's services.

Segment information about the provision of these services is presented below:

	2023 Total £m	2022 Total £m
<b>Revenue</b>		
Revenue from customers	<u>513.5</u>	<u>474.4</u>
<b>Segmental operating result</b>		
Investment income	0.1	-
Finance costs	(0.1)	-
<b>Profit before tax</b>	<u>-</u>	<u>-</u>
Tax	-	-
<b>Profit for the year</b>	<u>-</u>	<u>-</u>
<b>Balance Sheet</b>		
Segmental assets	<u>317.7</u>	<u>327.1</u>
Segmental liabilities	<u>(64.3)</u>	<u>(65.4)</u>

The company's two customers (NERL and NATS Services) are both located in the UK and all company assets are also located within the UK.

All revenue is derived from the company's two customers (NERL and NATS Services).

#### 6. Operating result for the year

The operating result for the year has been arrived at after charging:

	2023 £m	2022 £m
Auditor's remuneration for audit services (see below)	0.5	0.4
Depreciation of right-of-use assets (note 10)	0.2	0.2
Redundancy costs	<u>0.3</u>	<u>1.9</u>

Fees payable to BDO LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated financial statements are required to disclose such fees on a consolidated basis.

The group incurs redundancy costs in the normal course of business. Redundancy costs include pension augmentation costs.

**7. Staff costs**

The company is responsible for employing the staff engaged in the activities carried out by both NERL and NATS Services. Under the terms of the respective Inter-company Secondment Agreements (ISAs) dated 1 October 2009 the services of certain employees are seconded to NERL and NATS Services by the company. NERL and NATS Services are responsible for paying to the company an amount equal to the aggregate of all costs incurred by the company in connection with the employment of the seconded employees (including all taxes and social security and pension costs) together with appropriate staff related costs and expenses and disbursements. The total staff costs incurred by the company for the group were:

**a) Staff costs**

	2023 £m	2022 £m
Salaries and staff costs, including directors' remuneration, were as follows:		
Wages and salaries	350.3	325.8
Social security costs	45.0	40.4
Share-based payments charges/(credits)	6.7	(3.1)
Pension costs (note 7b)	100.6	107.7
	<u>502.6</u>	<u>470.8</u>
Less:		
Government grants	-	(5.5)
	<u>502.6</u>	<u>465.3</u>

Government grants of £nil (2022: £5.5m) relate to the reimbursement of employee costs for staff furloughed due to Covid under the Coronavirus Job Retention Scheme. There are no unfulfilled conditions or contingencies attached to these grants.

None of the directors received remuneration for their services to the company. Director's remuneration for services provided to the NATS group are disclosed in the accounts of NATS Holdings Limited, and included in the table above.

The staff costs for the company net of the staff costs for those staff seconded to NERL and NATS Services under the respective ISAs were as follows:

	2023 £m	2022 £m
Salaries and staff costs, including directors' remuneration, were as follows:		
Wages and salaries	4.5	3.9
Social security costs	0.5	0.5
Share-based payments charges/(credits)	0.1	-
Pension costs (note 7b)	0.8	1.1
	<u>5.9</u>	<u>5.5</u>

Wages and salaries include other allowances and holiday pay.

**b) Pension costs (note 21)**

	2023 £m	2022 £m
Defined benefit scheme costs	69.9	81.6
Defined contribution scheme costs	30.7	26.1
	<u>100.6</u>	<u>107.7</u>

Staff pension contributions are included within these pension scheme costs as the group operates a salary sacrifice arrangement. Wages and salaries (note 7a) have been shown net of staff pension contributions. The pension costs for the company net of the pension costs for those staff seconded to NERL and NATS Services under the respective ISAs were as follows:

	2023 £m	2022 £m
Defined benefit pension scheme costs	0.3	0.7
Defined contribution pension scheme costs	0.5	0.4
	<u>0.8</u>	<u>1.1</u>

**7. Staff costs (continued)****c) Staff numbers**

The monthly average number of employees (including secondments to NERL and NATS Services under the ISAs) was:

	2023 No.	2022 No.
Air traffic controllers	1,595	1,622
Air traffic service assistants	587	543
Engineers	791	776
Others	1,039	1,003
	<u>4,012</u>	<u>3,944</u>

The number of employees (including executive directors) in post at 31 March was:

4,084	3,920
-------	-------

The monthly average number of employees excluding secondments to NERL and NATS Services was:

	No.	No.
Air traffic controllers	-	-
Air traffic service assistants	1	1
Engineers	1	1
Others	53	50
	<u>55</u>	<u>52</u>

The number of employees (including executive directors) in post at 31 March was:

55	52
----	----

**8. Tax**

	2023 £m	2022 £m
<b>Corporation tax</b>		
Current tax	0.1	-
<b>Deferred tax (see note 16)</b>	<u>(0.1)</u>	<u>-</u>

Corporation tax is calculated at 19% (2022: 19%) of the estimated assessable profit for the year.

The total tax charge for the year can be reconciled to the profit per the income statement as follows:

	2023 £m	%	2022 £m	%
Profit on ordinary activities before tax	<u>-</u>		<u>-</u>	
Tax on profit on ordinary activities at standard rate in the UK of 19% (2022: 19%)	-	-	-	-
Tax charge for year at an effective tax rate of 0.0% (2022: 0.0%)	<u>-</u>	-	<u>-</u>	-
Deferred tax (credit)/charge taken directly to equity (see note 16)	<u>(2.6)</u>		<u>3.5</u>	

Deferred tax is provided at the prevailing rate of corporation tax expected to apply in the period when the liability is settled or the asset realised.

**Detailed reconciliation of the current tax charge**

The current tax charge for the year can be reconciled to the profit per the income statement as follows:

	2023 £m	%	2022 £m	%
Profit on ordinary activities before tax	<u>-</u>		<u>-</u>	
Tax on profit on ordinary activities at standard rate in the UK of 19% (2022: 19%)	-	-	-	-
Current tax charge for year at an effective tax rate of 0.0% (2022: 0.0%)	<u>-</u>	-	<u>-</u>	-

Total current tax comprises a £0.1m charge to the Income statement (2022: £nil) and a £0.1m credit to the Statement of comprehensive income (2022: £nil) in relation to contributions to the Defined benefit pension scheme.

**9. Property, plant and equipment**

The company has assets with an original cost of £1.0m which are fully depreciated (2022: £1.0m). The net book value of property, plant and equipment at 31 March 2023 was £nil (2022: £nil). Depreciation charges amounted to £nil (2022: £nil).

**10. Right-of-use assets**

	Leasehold land and buildings £m
<b>Cost</b>	
At 31 March 2022 and 31 March 2023	1.0
<b>Accumulated depreciation and impairment</b>	
At 1 April 2021	0.5
Provided during the year	0.2
At 31 March 2022	0.7
Provided during the year	0.2
<b>At 31 March 2023</b>	<b>0.9</b>
<b>Carrying amount</b>	
At 31 March 2023	0.1
At 31 March 2022	0.3
At 1 April 2021	0.5

**11. Financial and other assets**

The company had balances in respect of financial and other assets as follows:

**Trade and other receivables**

	2023 £m	2022 £m
<b>Current</b>		
Other debtors	1.4	0.5
Amounts due from subsidiary undertaking (NATS (En Route) plc)	49.7	47.5
Amounts due from subsidiary undertaking (NATS (Services) Limited)	13.4	13.1
Amounts due from subsidiary undertaking (NATS Services DMCC)	0.3	0.3
Amounts due from subsidiary undertaking (NATS Solutions Limited)	0.1	0.1
Prepayments	1.5	1.5
	<b>66.4</b>	<b>63.0</b>

The company does not have any external customers. Its customers are subsidiaries. No allowance has been made for irrecoverable amounts on the outstanding balances. The company's subsidiaries have procedures in place to mitigate against market and financial risk and their financial positions are monitored to ensure that amounts due to the company are recoverable. The company supplies personnel and central services to its subsidiaries under the Inter-company Secondment and Trading Agreements.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash held by the company. The directors consider that the carrying amount of these assets approximates to their fair value.

Overall, the maximum credit risk for cash and cash equivalents and trade and other receivables, excluding prepayments and VAT would be £68.5m (2022: £67.2m).

**12. Leases**

Details of the carrying values of right-of-use assets under lease agreements, and the depreciation charge for right-of-use assets included in the income statement are reported in note 10.

The following table sets out the contractual maturity of the company's lease liabilities:

	2023 £m	2022 £m
Due within one year or less	-	0.3
Less: future finance charges	-	-
	-	0.3
Analysed as:		
	2023 £m	2022 £m
Current	-	0.3
Non-current	-	-
	-	0.3

The income statement shows the following amounts relating to leases:

	2023 £m	2022 £m
Interest on lease liabilities	0.1	-

**Nature of leasing activities**

The company leases two properties with agreements which expire on 4 June 2023 and 30 June 2023, The total remaining lease payments are £9,114.

The percentages in the table below reflect the current proportions of lease payments that are either fixed or variable. The sensitivity reflects the impact on the carrying amount of lease liabilities and right-of-use assets if there was an uplift of 5% on the balance sheet date relative to lease payments that are variable.

Year ended 31 March 2023	Lease contracts No.	Fixed payments % (i)	Variable payments % (i)	Sensitivity £m
Property leases with periodic uplifts to market rentals	2	n/a	100%	-
Year ended 31 March 2022	Lease contracts No.	Fixed payments % (i)	Variable payments % (i)	Sensitivity £m
Property leases with periodic uplifts to market rentals	2	n/a	100%	-

(i) The fixed/variable payment percentage is calculated based on the value of the lease liability outstanding as at 31 March 2023, divided by the company's total lease liability outstanding at that date.

The company sometimes negotiates break clauses in its property leases. On a case-by-case basis, the company will consider whether the absence of a break clause would expose the company to excessive risk. Typically factors considered in deciding to negotiate a break clause include:

- The length of the lease term;
- What the location will be used for e.g. a break clause is more important for a location used to house older technology; and
- Whether the location represents a new area of operations for the company.

At 31 March 2023, the company has no break clauses in any of its leases (2022: none).

The amount for leases not yet commenced to which the company is committed at 31 March 2023 is £nil (2022: £nil).

### 13. Financial instruments

#### Capital risk management

The company manages its capital to ensure that it is able to continue as a going concern.

The capital structure of the company consists of cash and cash equivalents as disclosed in this note, and equity attributable to shareholders as disclosed in the statement of changes in equity.

#### Categories of financial instrument

The carrying values of financial instruments by category at 31 March were as follows:

	2023 £m	2022 £m
<b>Financial assets at amortised cost</b>		
Trade and other receivables, excluding prepayments and VAT	64.6	61.4
Cash and cash equivalents	3.9	5.8
	<u>68.5</u>	<u>67.2</u>
<b>Financial liabilities at amortised cost</b>		
Trade and other payables	(45.6)	(49.8)
Lease liabilities	-	(0.3)
	<u>(45.6)</u>	<u>(50.1)</u>

Trade and other receivables excludes prepayments, and VAT of £0.3m (2022: £0.1m). Financial liabilities at amortised cost includes trade and other payables (excluding taxes and social security liabilities of £17.5m (2022: £11.5m)) and lease liabilities.

#### Financial risk management objectives

The NATS group treasury function is mandated by the Board of NATS Holdings Limited to manage financial risks that arise in relation to underlying business needs. The function provides services to the business, co-ordinates access to financial markets and monitors and manages financial risks relating to the operations of the group. The function has clear policies and operating parameters. The Treasury Committee provides oversight and meets three times a year to approve strategy and to monitor compliance with Board policy. The Treasury function does not operate as a profit centre and the undertaking of speculative transactions is not permitted. The principal financial risks arising from the company's activities include market risk (including interest rate risk), credit risk and liquidity risk.

#### Market risk

The company's activities expose it to the financial risk of changes in interest rates on cash deposits. The company is not exposed to interest rate risk on borrowings. It has no material risk as a result of changes in foreign currency exchange rates as it only holds small euro and US dollar balances to make foreign currency purchases.

#### Interest rate risk management

The company had no debt at 31 March 2023 (2022: none).

#### Economic interest rate exposure

The company's cash deposits were as follows:

Currency	Cash					
	2023			2022		
	Amount £m	Economic interest rate %	Average maturity days	Amount £m	Economic interest rate %	Average maturity days
Sterling	<u>3.9</u>	3.8	3	<u>5.8</u>	0.3	1

#### Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates on floating rate assets and liabilities. The analysis is prepared assuming the amount of assets or liabilities at the balance sheet date were in place for the whole year. A 1% increase or decrease is considered to represent the reasonably possible change in interest rates.

The following table shows the effect of a 1% increase in interest rates on the company's cash deposits on profit for the year and on equity. A positive number represents an increase in profit and equity and a negative number a decrease in profit and equity.

	2023 Impact £m	2022 Impact £m
Cash on deposit (2023: £3.9m, 2022: £5.8m)	<u>-</u>	<u>0.1</u>

### 13. Financial instruments (continued)

#### Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company's exposure to credit risk arises from the risk of default by its fellow subsidiaries and from the risk of a failure of a financial institution in which funds are invested for return or held for trading purposes or with whom derivative contracts are entered into. The risk of loss from default by fellow subsidiaries and the mitigations against this risk are explained in note 11. With regard to funds or contracts held with financial institutions, the company's policy is to transact with counterparties that hold a minimum credit rating as supplied by independent rating agencies, Standard & Poor's, Moody's and Fitch Ratings.

The NATS group policy is to allocate limits to the value of investments, foreign exchange transactions and interest rate hedging transactions that may be entered into with a bank or financial institution and to allocate an aggregate credit risk limit. The limits are based upon the institution's credit rating with Standard & Poor's and Moody's; the Fitch rating is only used if one of these agencies does not provide a rating. Where there is a difference in the rating then the lowest of the ratings is applied.

Currently, the company's cash and cash equivalents take the form of money market fund investments, which are restricted to AAA-rated liquidity funds with same-day access.

Investment limits for each institution are set with reference to their credit ratings.

The following table shows the distribution of the company's deposits at 31 March by credit rating (Standard & Poor's):

Rating (Standard & Poor's)	2023			2022		
	Number of institutions	£m	By credit rating %	Number of institutions	£m	By credit rating %
AAA	1	3.8	97.4	1	5.7	98.3
A+	1	0.1	2.6	-	-	-
A	-	-	-	1	0.1	1.7
		<u>3.9</u>	<u>100.0</u>		<u>5.8</u>	<u>100.0</u>

#### Liquidity risk management

The responsibility for liquidity risk management, the risk that the company will have insufficient funds to meet its obligations as they fall due, rests with the Board with oversight provided by the Treasury Committee. The company manages liquidity by maintaining adequate reserves and borrowing facilities by monitoring actual and forecast cash flows and ensuring funding is diversified by source and maturity and available at competitive cost.

#### Maturity of non-derivative financial liabilities

The following table sets out the remaining contractual maturity of the company's non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to repay. The table includes both interest and principal cash flows.

	2023			2022		
	Lease liabilities £m	Other liabilities £m	Total £m	Lease liabilities £m	Other liabilities £m	Total £m
Due within one year or less	-	43.2	43.2	0.3	47.5	47.8
Between one and two years	-	1.6	1.6	-	0.4	0.4
Due between two and five years	-	0.5	0.5	-	1.3	1.3
Due in more than five years	-	0.3	0.3	-	0.6	0.6
	<u>-</u>	<u>45.6</u>	<u>45.6</u>	<u>0.3</u>	<u>49.8</u>	<u>50.1</u>

#### Fair values of financial instruments

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate to their fair values.

### 14. Financial and other liabilities

#### Trade and other payables

The company had balances in respect of non-interest bearing financial and other liabilities as follows:

	2023 £m	2022 £m
<b>Current</b>		
Trade payables	0.6	0.1
Other payables	0.4	0.2
Tax and social security	17.5	11.5
Accruals and deferred income	42.2	47.2
	<u>60.7</u>	<u>59.0</u>
<b>Non-current</b>		
Accruals and deferred income	2.4	2.3
	<u>63.1</u>	<u>61.3</u>

Trade creditors and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 14 days (2022: 5 days). The directors consider that the carrying amount of the trade payables approximates to their fair values.



**15. Provisions**

	Redundancy £m	Relocation £m	Other £m	Total £m
At 1 April 2022	0.1	0.2	0.3	0.6
Additional provision in the year	0.3	-	-	0.3
Utilisation of provision	(0.1)	(0.1)	-	(0.2)
At 31 March 2023	<u>0.3</u>	<u>0.1</u>	<u>0.3</u>	<u>0.7</u>
			2023 £m	2022 £m
Amounts due for settlement within 12 months			0.7	0.1
Amounts due for settlement after 12 months			-	0.5
			<u>0.7</u>	<u>0.6</u>

The redundancy provision represents the best estimate of the future cost of redundancy payments to employees that have committed to the group's redundancy programme at 31 March 2023. The ageing of the provision reflects the expected timing of employees leaving the group.

The relocation provision represents the best estimate of the future cost of relocating staff when the site they work at closes and they are relocated to another site. The ageing of the provision reflects the expected timing of the employees' relocation date.

The other provisions represent the best estimate of other liabilities, and include property-related costs. The ageing of the provision reflects the best estimate of when these potential liabilities will fall due.

**16. Deferred tax**

The following are the major deferred tax assets and liabilities recognised by the company, and movements thereon during the current and prior reporting periods.

	Restated Retirement benefits £m	Other £m	Restated Total £m
At 1 April 2021	(0.2)	(0.1)	(0.3)
Charge to equity (restated)	3.5	-	3.5
At 31 March 2022 (restated)	<u>3.3</u>	<u>(0.1)</u>	<u>3.2</u>
Credit to income	(0.1)	-	(0.1)
Credit to equity	(2.6)	-	(2.6)
At 31 March 2023	<u>0.6</u>	<u>(0.1)</u>	<u>0.5</u>

The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes.

	2023 £m	2022 £m
Deferred tax liabilities	0.6	3.3
Deferred tax assets	(0.1)	(0.1)
	<u>0.5</u>	<u>3.2</u>

**17. Share capital**

	Authorised:		Called up, allotted and fully paid:	
	Number of shares	£m	Number of shares	£m
Ordinary shares of £1 each				
At 31 March 2022 and 31 March 2023	<u>150,000,100</u>	<u>150.0</u>	<u>141,000,005</u>	<u>141.0</u>

**18. Notes to the cash flow statement**

	2023 £m	2022 £m
Operating result from continuing operations	-	-
Adjustments for:		
Depreciation of right-of-use assets	0.2	0.2
Pension scheme funding	(0.3)	-
Operating cash flows before movements in working capital	<u>(0.1)</u>	<u>0.2</u>
Increase in trade and other receivables	(3.4)	(13.5)
Increase in trade, other payables and provisions	1.8	13.5
Cash (used in)/generated from operations	<u>(1.7)</u>	<u>0.2</u>
Tax paid	-	-
Net cash generated from operating activities	<u>(1.7)</u>	<u>0.2</u>

Cash and cash equivalents, which are presented as a single class of asset on the face of the balance sheet, comprise cash at bank and short term highly liquid investments with a maturity of three months or less.

**Reconciliation of net financial assets**

The table below reconciles the movements in financial assets and financial liabilities arising from financing activities in the period.

	Assets	Liabilities	Net financial assets
	Cash and cash equivalents £m	Lease liabilities £m	Total £m
Net financial assets as at 1 April 2021	5.9	(0.6)	5.3
Cash flows	(0.1)	0.3	0.2
Net financial assets as at 31 March 2022	<u>5.8</u>	<u>(0.3)</u>	<u>5.5</u>
Cash flows	(1.9)	0.3	(1.6)
Net financial assets as at 31 March 2023	<u>3.9</u>	<u>-</u>	<u>3.9</u>

**19. Financial commitments**

	2023 £m	2022 £m
Amounts contracted but not provided for in the accounts	<u>-</u>	<u>-</u>

## 20. Share based payments

The company operates an All-Employee Share Ownership Plan for the benefit of employees to hold 5% of the share capital of NATS Holdings Limited. The plan is administered by NATS Employee Sharetrust Limited. The scheme allows for free shares, dividend shares, partnership shares and matching shares to be awarded to employees. Partnership shares vest at the point of issuance and are cash-settled. The free shares and matching shares have a vesting period of three years from date of award and may be cash-settled from this date. The shares may be forfeited if the employee leaves within three years of the date of the award, depending on conditions of departure.

A liability is recognised for the current fair value of shares in issue at each balance sheet date. Changes in fair value of the liability are charged or credited to the income statement. The number of shares outstanding at the balance sheet date for staff employed by NATS Limited was:

	No. shares awarded to employees	No. employee shares outstanding at 31 March 2023	No. employee shares outstanding at 31 March 2022
Date of share awards			
Free share awards			
21 September 2001	3,353,742	147,600	156,736
20 October 2003	2,459,000	140,012	151,777
10 September 2004	1,966,000	215,520	240,722
11 January 2008	1,071,840	172,088	192,968
18 September 2009	963,200	193,106	217,206
Partnership shares			
1 March 2011	694,783	174,498	196,075
26 September 2012	714,959	216,441	246,862
30 May 2014	496,738	190,157	224,841
31 October 2016	530,303	275,121	368,814
31 October 2018	635,048	485,968	505,368
Matching shares			
1 March 2011	694,783	175,125	195,650
26 September 2012	714,959	217,141	246,532
30 May 2014	496,738	190,283	224,907
31 October 2016	530,303	275,120	368,976
31 October 2018	635,048	490,887	509,996
		3,559,067	4,047,430
Dividend shares issued on 28 June 2005	247,017	17,949	19,545
Total employee shares in issue at 31 March		3,577,016	4,066,975

The movement in the number of employee shares outstanding for staff employed by NATS Limited is as follows:

	Movement in the no. of shares during the year ended 31 March 2023	Movement in the no. of shares during the year ended 31 March 2022
Balance at 1 April	4,066,975	4,248,420
Forfeited during the year	-	(43,866)
Exercised during the year	(489,959)	(137,579)
Balance at 31 March	3,577,016	4,066,975

Typically these shares are valued every six months by independent valuers using discounted cash flow and income multiple methods of valuation. Valuations are approved by HMRC for a period of six months unless a significant event arises which has a material impact on the share value. The outbreak of Covid had a significant and material impact and the scheme has been closed for leavers and joiners since 1 April 2020. In February 2023, the scheme was reopened for leavers and sales following an independent valuation at 31 December 2022 which valued the shares at £3.70. At 31 March 2022, the fair value of an employee share was estimated by reference to forecasts of discounted future cash flows to be £2.41. The liability for the employee shares at 31 March 2023 was £13.3m (2022: £12.5m), which includes amounts owing to good leavers since 1 April 2020 and is included in other accruals and deferred income. The income statement includes a charge of £6.7m (2022: £3.1m credit). The payments made to employees for the shares they exercised during the year was £5.9m (2022: £nil).

**20. Share based payments (continued)**

The number of shares outstanding at the balance sheet date for staff employed directly by NATS Limited was:

Date of share awards	No. employee shares outstanding at 31 March 2023	No. employee shares outstanding at 31 March 2022
<b>Free share awards</b>		
21 September 2001	600	600
20 October 2003	2,000	2,000
10 September 2004	2,000	2,000
11 January 2008	2,420	2,420
18 September 2009	2,200	2,200
<b>Partnership shares</b>		
1 March 2011	2,320	2,320
26 September 2012	2,948	2,813
30 May 2014	1,950	1,950
31 October 2016	2,592	3,078
31 October 2018	5,000	5,200
<b>Matching shares</b>		
1 March 2011	2,400	2,400
26 September 2012	2,948	2,813
30 May 2014	1,950	1,950
31 October 2016	2,592	3,078
31 October 2018	6,091	6,291
	40,011	41,113
Dividend shares issued on 28 June 2005	187	187
Total employee shares in issue at 31 March	40,198	41,300

The movement in the number of employee shares outstanding for staff employed directly by NATS Limited is as follows:

	Movement in the no. of shares during the year ended 31 March 2023	Movement in the no. of shares during the year ended 31 March 2022
Balance at 1 April	41,300	42,777
Exercised during the year	(1,672)	(2,568)
Staff transfers between group companies	570	1,091
Balance at 31 March	40,198	41,300

The liability on the balance sheet that relates to NATS Limited for the employee shares at 31 March 2023 was £0.1m (2022: £0.1m), which includes amounts owing to good leavers since 1 April 2020 and is included in other accruals and deferred income.

## 21. Retirement benefit scheme

### Defined contribution scheme

The company provides a defined contribution scheme to all qualifying employees who are not members of the defined benefit scheme. The assets of the scheme are held separately from those of the company in funds under the control of a board of Trustees.

The company operates a salary sacrifice arrangement whereby employees sacrifice an element of their salary in favour of contributions to the pension scheme. NATS matches employee contributions to the scheme in a ratio of 2:1, up to a maximum contribution of 18%. For the year ended 31 March 2023 employer contributions of £19.6m (2022: £16.8m), excluding employee salary sacrifice contributions of £11.1m (2022: £9.3m), represented 16.4% of pensionable pay (2022: 16.4%). Employer contributions for staff employed directly by the company of £0.3m (2022: £0.3m) and past service costs, excluding employee salary sacrifice contributions of £0.2m (2022: £0.1m), represented 16.1% of pensionable pay (2022: 16.0%).

The defined contribution scheme had 1,974 members at 31 March 2023 (2022: 1,744), of which 34 were company members (2022: 31).

### Defined benefit scheme

The company entered into a deed of adherence with the CAA and the Trustees of the Civil Aviation Authority Pension Scheme (CAAPS) whereby the company was admitted to participate in CAAPS from 1 April 1996. CAAPS is a fully funded defined benefit scheme providing benefits based on final pensionable salaries. At 31 March 2001, the business of NATS was separated from the CAA. As a consequence, NATS became a 'non associated employer' which requires the assets relating to the liabilities of NATS active employees at 31 March 2001 to be separately identified within the CAAPS. CAAPS was divided into two sections to accommodate this, namely the CAA section and the NATS section, and a series of common investment funds was established in which both sections participate for investment purposes. The assets and membership of the scheme prior to transfer were allocated between these sections in accordance with Statutory Instrument 2001 Number 853, Transport act 2000 (Civil Aviation Authority Pension Scheme) Order 2001. The assets of the scheme are held in a separate trustee administered fund. CAAPS is governed by a board of Trustees which is responsible for implementing the funding and investment strategy. The board comprises 6 employer (NATS and CAA) and 6 member-nominated trustees, as well as an independent chair.

During 2009 the company introduced a number of reforms to manage the cost and risk of pensions. The defined benefit pension scheme was closed to new joiners with effect from 31 March 2009. In addition, from 1 January 2009, annual increases in pensionable pay were limited to a maximum increase in the retail price index (RPI) plus 0.5%. A defined contribution scheme was also introduced for new joiners (see above). Finally, pension salary sacrifice arrangements were introduced with effect from 1 April 2009.

During 2013 the company consulted on further pension reforms to mitigate rising pension costs. These included a change to the limit on increases in pensionable pay to a maximum of the consumer price index (CPI) plus 0.25%. In addition, the Trustees consulted members of the scheme on a change to the indexation of future service at CPI, rather than RPI. These reforms were agreed by staff.

### Trustees' funding assessment

A Trustees' funding assessment of the NATS section is prepared at least every three years by the pension scheme actuary at the request of the Trustees in order to establish the financial position of the NATS section and to determine the level of contributions to be paid by NATS in the future.

The last Trustees' funding assessment of the NATS' section was carried out at 31 December 2020 and used the projected unit credit method. The assumptions which have the most significant effect on the liabilities assessed at the valuation and hence the contribution requirement are those relating to the rate of return on investments, the rate of increase in salaries, the rate of increase in pensions and life expectancy.

The market value of the NATS' section's assets as at 31 December 2020 was £5,496.2m. For the purpose of the Trustees' funding assessment assets were taken at market value. The shortfall of assets relative to the value of benefits that had accrued to existing members was £171.9m, corresponding to a funding ratio of 97.0%.

The 2020 valuation showed that, based on long-term financial assumptions, the contribution rate required to meet future benefit accrual and expenses was 71.9% of pensionable pay (66.2% employer and 5.7% employee). The employer contribution includes an allowance to cover administration costs, including the Pension Protection Fund (PPF) levy.

### Contributions to the pension scheme

The company is an employer to staff in the NATS group. Staff are seconded to NERL and NATS Services under the respective Inter-company Secondment Agreements (ISAs) with these companies (see Strategic Report, page 1). Under the ISAs, the company is obliged to pay all salaries and other benefits (including pension contributions) for the staff. NERL and NATS Services pay fees to the company for the services it provides including those of the staff. The pensions cost reported below shows the costs for both the total staff employed by the company and for the staff who work directly for the company (i.e. excluding staff seconded to NERL and NATS Services).

Following the 2020 valuation, NATS and the Trustees agreed a recovery plan which would see the funding deficit repaid by 31 December 2029. Under the schedule of contributions, normal contributions were paid at 41.7% of pensionable pay until 31 December 2022 and increased to 66.2% from 1 January 2023. The NATS group paid deficit recovery contributions of £26.0m in 2021 calendar year and £26.6m in 2022 calendar year. From 1 January 2023 to 31 December 2029, deficit recovery contributions will be paid at £27.2m in 2023 and increase annually by 2.37% for 2024 to 2029. NATS' share of deficit recovery contributions for directly employed staff is c. 1%.

## 21. Retirement benefit scheme (continued)

### Contributions to the pension scheme (continued)

As the employer of all staff in the NATS group, during the year the group paid cash contributions to the scheme of £89.6m (2022: £89.9m). This amount included £7.1m (2022: £7.6m) of wages and salaries sacrificed by employees in return for pension contributions as well as contributions of £nil in lieu of redundancy payments (2022: £0.1m). Excluding the effect of salary sacrifice and past service costs, employer cash contributions were paid at a rate of 59.6% (2022: 61.2%) of pensionable pay. Contributions for staff working directly for NATS Limited were £0.6m (2022: £0.7m). This included salary sacrifice contributions of £44,000 (2022: £50,000).

Contributions to the scheme are funded by NATS Limited's two principal operating subsidiaries: NERL and NSL, in proportion to their pensionable payrolls.

The estimated contributions expected to be paid to the scheme for all staff in the NATS group during the financial year ending 31 March 2024 is £145.2m, including salary sacrifice contributions estimated at £9.1m. Contributions for staff who work directly for NATS Limited are expected to be £0.8m, including salary sacrifice contributions estimated at £0.1m.

### Company's accounting valuation under international accounting standards

For the purpose of accounting for the scheme in these financial statements, the company obtains an updated valuation from a qualified independent actuary that is prepared in accordance with IAS 19: *Employee Benefits*.

This valuation differs from the Trustees' funding assessment explained above in a number of critical respects including, for example, differences in timing and frequency as well as in valuation assumptions. The Trustees' last funding assessment was prepared as at 31 December 2020, whereas the company's accounting valuation is prepared annually at 31 March. As a result, at each valuation date, the market conditions on which the assumptions are based will be different. Also, the assumptions adopted for the Trustees' funding assessment are set by the Trustees and include appropriate margins for prudence, whereas those adopted for the company's accounting valuation are prescribed by international accounting standards and reflect best estimates.

If an accounting valuation reveals a surplus at the balance sheet date, this is recognised in full to the extent that it can be realised in full by the company.

An actuarial valuation for IAS 19 purposes was carried out at 31 March 2023 (based on 31 December 2022 membership data). The major assumptions used by the actuary for the purposes of the IAS 19 figures at the relevant year ends are set out in the table and narrative below:

	2023	2022	2021
RPI inflation	3.05%	3.40%	3.05%
CPI inflation	2.65%	2.95%	2.55%
Increase in:			
- salaries	2.65%	2.95%	2.55%
- deferred pensions	3.05%	3.40%	3.05%
- pensions in payment	3.05%	3.40%	3.05%
Discount rate for net interest expense	4.80%	2.75%	2.15%

The mortality assumptions have been drawn from actuarial tables 105% S3PMA light and 103% S3PFA light (2022: 105% S3PMA light and 103% S3PFA light) with future improvements in line with CMI 2019 (2022: CMI 2019) projections for male/female members, subject to a long-term improvement of 1.5% p.a. (2022: 1.5% p.a.) These tables assume that the life expectancy, from age 60, for a male pensioner is 28.5 years and a female pensioner is 30.3 years. Allowance is made for future improvements in longevity, such that based on the average age of the current membership (47), when these members reach retirement, life expectancy from age 60 will have increased for males to 29.5 years and for females to 31.3 years.

The principal risks to the financial performance of the company arising from the scheme are in respect of:

- asset volatility: for accounting purposes, scheme liabilities are determined using a discount rate set by reference to high quality corporate bond yields. If scheme assets under-perform relative to this yield, this will create a deficit. As explained below, NATS and Trustees have taken and continue to review measures to de-risk the scheme by investing more in assets which better match the liabilities.
- changes in bond yields: a decrease in the yield on high quality corporate bonds will increase scheme obligations, although this is partly mitigated by an increase in the value of the scheme's holdings of bonds.
- inflation risk: the scheme's benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities. As discussed further below, the scheme has implemented a liability driven investment programme to partially protect the funding position from changes in inflation. Furthermore, some of the scheme's assets (such as equities) are real in nature and so provide some additional inflation protection, but overall, an increase in inflation will adversely impact on the funding position.
- life expectancy (mortality): the majority of the scheme's obligations are to provide benefits for the life of a member, so an increase in life expectancy will result in an increase in the scheme's obligations.

Sensitivities regarding the principal assumptions used to measure the scheme liabilities are set out below:

Assumption:	Change in assumption:	Impact on scheme liabilities:
Discount rate (bond yields)	Increase/decrease by 0.5%	Decrease by 8.2%/increase by 9.4%
Rate of inflation	Increase/decrease by 0.5%	Increase by 8.9%/decrease by 7.9%
Rate of pensionable salary growth	Increase/decrease by 0.5%	Increase by 1.7%/decrease by 1.6%
Rate of mortality	1 year increase in life expectancy	Increase by 2.6%

Each sensitivity above is based on changing one assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to variations in significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as for calculating the liability recognised on the balance sheet.

The directors consider that the criteria for recognition of a pension surplus under IFRIC 14 are met.

**21. Retirement benefit scheme (continued)****a) The pension costs of the total staff employed by NATS Limited were:**

Amounts recognised in the consolidated income statement of NATS Holdings Limited, in the staff costs line item, in respect of the defined benefit scheme are as follows:

	2023 £m	2022 £m
Current service cost	(78.8)	(79.8)
Past service cost	-	(0.1)
Net interest credit	10.8	0.3
Administrative expenses	(1.9)	(2.0)
Components of defined benefit costs recognised within operating profit	<u>(69.9)</u>	<u>(81.6)</u>

Remeasurements recorded in the consolidated statement of comprehensive income of NATS Holdings Limited are as follows:

	2023 £m	Restated 2022 £m
Return on plan assets (excluding amounts included in net interest expense)	(1 849.1)	149.7
Actuarial gains and losses arising from changes in financial assumptions	1 786.2	254.0
Actuarial gains and losses arising from changes in demographic assumptions	-	-
Actuarial gains and losses arising from experience adjustments	(240.0)	(38.6)
	<u>(302.9)</u>	<u>365.1</u>

The amount included in the consolidated balance sheet of NATS Holdings Limited arising from the group's obligations in respect of its defined benefit scheme is as follows:

	2023 £m	Restated 2022 £m
Present value of defined benefit obligations	(3 486.0)	(4 957.7)
Fair value of scheme assets	<u>3 544.7</u>	<u>5 299.6</u>
Surplus in scheme	<u>58.7</u>	<u>341.9</u>

Movements in the present value of the defined benefit obligations were as follows:

	2023 £m	2022 £m
At 1 April	(4 957.7)	(5 145.4)
Current service cost	(78.8)	(79.8)
Past service cost	-	(0.1)
Interest expense on defined benefit scheme obligations	(134.4)	(108.9)
Actuarial gains and losses arising from changes in financial assumptions	1 786.2	254.0
Actuarial gains and losses arising from experience adjustments	(240.0)	(38.6)
Benefits paid	138.7	161.1
At 31 March	<u>(3 486.0)</u>	<u>(4 957.7)</u>

The average duration of the scheme's liabilities at the end of the year is 18.1 years (2022: 20.8 years). The present value of the defined benefit obligation can be analysed by member group as follows:

	2023 £m	2022 £m
Active members	1 190.4	1 939.5
Deferred members	326.1	582.5
Pensioners	1 969.5	2 435.7
	<u>3 486.0</u>	<u>4 957.7</u>

Movements in the fair value of scheme assets during the year were as follows:

	2023 £m	Restated 2022 £m
At 1 April	5 299.6	5 113.9
Interest income on scheme assets	145.2	109.2
Return on plan assets (excluding amounts included in net interest expense)	(1 849.1)	149.7
Contributions from sponsoring company	89.6	89.9
Benefits paid	(138.7)	(161.1)
Administrative expenses	(1.9)	(2.0)
At 31 March	<u>3 544.7</u>	<u>5 299.6</u>

**21. Retirement benefit scheme (continued)**

The major categories of scheme assets was as follows:

	2023	Restated 2022
	£m	£m
Cash and cash equivalents	325.4	28.6
Equity instruments		
- Emerging markets	86.4	75.0
- Global	430.0	768.7
	<u>516.4</u>	<u>843.7</u>
Bonds		
- Fixed income	716.2	2 426.2
- Index-linked gilts over 5 years	1 406.3	1 389.1
	<u>2 122.5</u>	<u>3 815.3</u>
Other investments		
- Property	112.5	157.6
- Hedge funds	220.4	215.4
- Private equity funds	142.0	176.0
- Other	104.7	49.4
	<u>579.6</u>	<u>598.4</u>
Derivatives		
- Futures contracts	0.8	13.6
	<u>3 544.7</u>	<u>5 299.6</u>

The scheme assets do not include any investments in the equity or debt instruments of NATS group companies or any property or other assets used by the group.

Virtually all equity and debt instruments have quoted prices in active markets. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of the assets consist of equities bonds and cash, although the scheme also invests in property and investment (private equity and hedge) funds which are generally illiquid, unquoted assets and trade on a less regular basis. Unquoted investment funds are measured using their most recent net asset valuations adjusted for cash movements between the latest valuation date and 31 March 2023. Where appropriate, management also take into account movements in external quoted benchmarks in order to determine whether a risk adjustment is required in determining fair value as at 31 March 2023.

NATS and Trustees implemented a liability driven investment (LDI) programme in 2012 in order to hedge the impact of changes in inflation and interest rates on the value of the scheme's obligations, which are sensitive to inflation and movements in yields in the gilt market.

As a result of discussions between NATS and the Trustee the amount of interest rate and inflation hedging has increased over time, starting out at 25% in 2012 with subsequent increases to 50% in 2014 and to 65% in 2018, as measured on the Trustee funding basis. In March 2020, NATS and the Trustee agreed a further increase in the level of inflation and interest rate hedging to 75%, as measured on a long-term funding target basis of gilts + 0.5% p.a and the trades needed to achieve this were carried out between May and August 2020. Swap transactions are executed with carefully scrutinised banks and collateral is provided in the form of index-linked gilts to protect against the unlikely event of default by a counterparty bank.

During 2018, NATS and the Trustees also agreed changes to the asset allocation to make the portfolio more efficient by reducing the overall level of risk whilst continuing to support the valuation assumptions agreed for the 2017 funding valuation and therefore having no impact on the level of contributions payable. This included a reduction in the allocation to equities in favour of a more diversified portfolio with a higher allocation to liquid debts.

Following the LDI events in late 2022, towards the end of 2022 NATS and the Trustees agreed to adjust the level of collateral within the LDI portfolio such that the portfolio could withstand a 3% rise in real interest rates. In addition, the growth portfolio was restructured to include 7-10% of Scheme assets in liquidity funds that would provide an additional collateral margin for the LDI portfolio, while retaining sufficient expected return to support the assumptions agreed for the 2020 funding valuation.

Derivative instruments are used by investment managers to reduce risk or gain exposure to investment classes without the requirement to hold the underlying investment. Trustees monitor derivative positions to ensure that, when combined with the underlying physical position, the aggregate falls within specified investment guidelines.

The actual return on scheme assets for the year ended 31 March 2023 was a loss of £1,703.9m (2022: £258.9m gain).



**21. Retirement benefit scheme (continued)****b) The pension costs of the staff who work directly for NATS Limited were:**

Amounts recognised in income, in the staff costs line item, in respect of the defined benefit scheme (and reported in these accounts) are as follows:

	2023 £m	2022 £m
Current service cost	(0.6)	(0.6)
Past service cost	-	-
Net interest credit	0.4	-
Administrative expenses	(0.1)	(0.1)
	<u>(0.3)</u>	<u>(0.7)</u>

Remeasurements recorded in the statement of comprehensive income are as follows:

	2023 £m	Restated 2022 £m
Return on plan assets (excluding amounts included in net interest expense)	(65.6)	6.9
Actuarial gains and losses arising from changes in financial assumptions	63.1	9.2
Actuarial gains and losses arising from changes in demographic assumptions	-	-
Actuarial gains and losses arising from experience adjustments	(8.5)	(1.4)
	<u>(11.0)</u>	<u>14.7</u>

The amount included in the balance sheet arising from the company's obligations in respect of its defined benefit scheme is as follows:

	2023 £m	Restated 2022 £m
Present value of defined benefit obligations	(140.5)	(194.8)
Fair value of scheme assets	143.2	208.2
	<u>2.7</u>	<u>13.4</u>

Movements in the present value of the defined benefit obligations were as follows:

	2023 £m	2022 £m
At 1 April	(194.8)	(204.0)
Current service cost	(0.6)	(0.6)
Interest expense on defined benefit scheme obligations	(5.3)	(4.3)
Actuarial gains and losses arising from changes in financial assumptions	63.1	9.2
Actuarial gains and losses arising from experience adjustments	(8.5)	(1.4)
Benefits paid	5.6	6.3
	<u>(140.5)</u>	<u>(194.8)</u>

The average duration of the scheme's liabilities at the end of the year is 18.1 years (2022: 20.8 years). The present value of the defined benefit obligation can be analysed by member group as follows:

	2023 £m	2022 £m
Active members	13.4	24.6
Deferred members	25.8	52.1
Pensioners	101.3	118.1
	<u>140.5</u>	<u>194.8</u>

Movements in the fair value of scheme assets during the year were as follows:

	2023 £m	Restated 2022 £m
At 1 April	208.2	202.7
Interest income on scheme assets	5.7	4.3
Return on plan assets (excluding amounts included in net interest expense)	(65.6)	6.9
Contributions from company	0.6	0.7
Benefits paid	(5.6)	(6.3)
Administrative expenses	(0.1)	(0.1)
	<u>143.2</u>	<u>208.2</u>

**21. Retirement benefit scheme (continued)**

The company's share of the major categories of scheme assets was as follows:

	2023	Restated 2022
	£m	£m
Cash and cash equivalents	13.5	1.1
Equity instruments		
- Emerging markets	3.5	2.9
- Global	17.4	30.2
	<u>20.9</u>	<u>33.1</u>
Bonds		
- Fixed income	28.9	95.4
- Index-linked gilts over 5 years	56.7	54.5
	<u>85.6</u>	<u>149.9</u>
Other investments		
- Property	4.5	6.1
- Hedge funds	8.9	8.5
- Private equity funds	5.6	6.9
- Other	4.2	2.1
	<u>23.2</u>	<u>23.6</u>
Derivatives		
- Futures contracts	-	0.5
	<u>143.2</u>	<u>208.2</u>

The company's share of the actual return on scheme assets for the year ended 31 March 2023 was a loss of £59.9m (2022: £11.2m gain).

**22. Related party transactions**

The NATS group has four shareholders - the Crown, The Airline Group Limited (AG), LHR Airports Limited and the NATS Employee Sharetrust Limited.

AG is a consortium of British Airways plc, Deutsche Lufthansa AG, easyJet Airline Company Limited, the Pension Protection Fund, Alix Partners, TUI Airways Limited, Virgin Atlantic Airways Limited and USS Sherwood Limited. AG has a 42% stake in NATS Holdings Limited. The directors of NATS Holdings Limited are satisfied that the eight members of AG have not exercised undue influence on the group either acting individually or in concert and therefore the individual transactions with each member of AG have not been disclosed in this set of accounts.

The company did not have any transactions with the shareholders of NATS Holdings Limited.

Transactions with other companies in the NATS group are described in note 4 and amounts due from other companies in the NATS group are described in note 11.

**Remuneration of key management personnel**

The remuneration of key management personnel of the company is set out below in aggregate for each of the categories specified in IAS 24: *Related Party Disclosures*. Key management includes the Board of directors of the company and the group's principal subsidiaries and their executive management teams.

	2023	2022
	£m	£m
Short term employee benefits	10.6	7.7
Post-employment benefits	0.6	0.6
Share scheme costs	0.1	-
	<u>11.3</u>	<u>8.3</u>

The remuneration of key management personnel incurred directly by NATS Limited was £1.2m (2022: £1.1m).

**Directors' remuneration**

None of the directors receive any fees or salaries in respect of their services as directors of the company. Details of directors remuneration is provided in the annual report and accounts of NATS Holdings Limited.

**23. Subsidiaries, joint ventures and associates**

Name of company	Principal activity	Proportion of ordinary shares and voting rights held	Country of registration	Country of operation
<u>Direct holding:</u>				
NATS (En Route) plc*	En route air traffic services	100%	England and Wales	United Kingdom
NATS (Services) Limited*	Airport air traffic services	100%	England and Wales	United Kingdom
<u>Indirect holding:</u>				
NATS Solutions Limited*	Airport and airfield air traffic services	100%	England and Wales	United Kingdom
NATSNV Limited*	Satellite based navigation	100%	England and Wales	United Kingdom
National Air Traffic Services Limited*	Dormant	100%	England and Wales	United Kingdom
NATS Services (Asia Pacific) Pte. Limited <i>51 Changi Business Park, Central 2, #04-06, The Signature, Singapore 486066</i>	Airport and ATM consultancy	100%	Singapore	Singapore
NATS Services DMCC <i>Suite 1201, Platinum Tower, Plot No. PH1-12, Jumeirah Lake Towers, PO Box 392497, Dubai, United Arab Emirates</i>	ATM consultancy	100%	UAE	UAE
NATS Services (Hong Kong) Limited <i>31F Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong</i>	Airport and ATM consultancy	100%	Hong Kong	Hong Kong
NATS Services LLC (in liquidation) <i>PO Box 533, Ruwi, PC 112, Muscat, Sultanate of Oman</i>	ATM consultancy	70%	Oman	Oman
NATS (USA) Inc. <i>The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware, United States</i>	Engineering and ATM consultancy	100%	USA	USA
NATS (Services) Canada Inc <i>100 King Street West, Suite 6200, 1 First Canadian Place, Toronto, Ontario, M5X 1B8, Canada</i>	Digital airport air traffic services	100%	Canada	Canada
Searidge Technologies Inc ** <i>19 Camelot Drive, Nepean, Ontario, K2G 5W6, Canada</i>	Digital airport air traffic services	100%	Canada	Canada
European Satellite Services Provider SAS <i>18, Avenue Edouard Belin - BPI 602, 31 401 Toulouse Cedex 9, France</i>	Satellite based navigation	17%	France	France
Aquila Air Traffic Management Services Limited <i>350 Longwater Avenue, Green Park, Reading, RG2 6GF, United Kingdom</i>	Asset provision and ATM services to UK MOD	50%	England and Wales	United Kingdom
NATS Services (India) LLP*** <i>Unit No. 216, Second Floor, Square One, C2 District Centre, Saket New Delhi, South Delhi DL 110017 India</i>	Airport and ATM consultancy	100%	India	India

\* The registered office address is 4000 Parkway, Whiteley, Fareham, Hampshire, PO15 7FL, United Kingdom.

\*\* Searidge Technologies Inc was previously a 50% owned joint venture. NATS (Services) Canada Inc purchased the remaining share capital on 22 December 2021.

\*\*\* NATS Services (India) LLP is a limited liability partnership, controlled and owned within the group, effective 18 January 2022.

	Total £m
Balance of investments at 31 March 2022 and 31 March 2023:	244.6

The company holds investments directly in NATS (En Route) plc (NERL) and NATS (Services) Limited.

**24. Parent undertaking**

The company's ultimate parent undertaking is NATS Holdings Limited, a private company incorporated in Great Britain and registered in England and Wales.

There is no ultimate controlling party of NATS Holdings Limited. Under the shareholders' agreement, The Airline Group Limited and the Crown have similar reserve rights in respect of material decisions affecting the company.

The largest and smallest group in which the results of the company are consolidated is that of which NATS Holdings Limited is the parent company. The consolidated accounts of NATS Holdings Limited can be obtained from the company's secretary, at its registered office, 4000 Parkway, Whiteley, Fareham, Hampshire, PO15 7FL.

**25. Events after the reporting period**

There were no events after the report period.