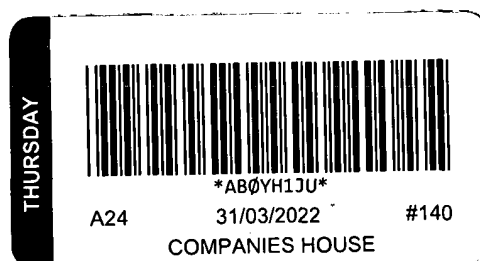


Shields Environmental Limited

Annual Report and Financial Statements

For the year ended 30 June 2021



Company Registration No. 01444121 (England and Wales)

Shields Environmental Limited

Company Information

Directors	D Jones D Perry D Challis
Secretary	D Jones
Company number	01444121
Registered office	Kerry Avenue Aveley South Ockendon Essex RM15 4YE
Auditors	Moore Kingston Smith LLP Orbital House 20 Eastern Road Romford Essex RM1 3PJ

Shields Environmental Limited

Contents

	Page
Strategic report	1 - 6
Directors' report	7 - 8
Independent auditor's report	9 - 13
Statement of income and retained earnings	14
Balance sheet	15
Notes to the financial statements	16 - 27

Shields Environmental Limited

Strategic Report

For the year ended 30 June 2021

Welcome to the Chairman's statement of the Shields Environmental Limited for the year ended 30 June 2021.

In this report we will cover our vision, mission and strategy deployed to achieve our goals and we will explain how we have pivoted the company in the last 3 years using OPEX investment. We will also describe the structure of our financial set-up and how this impacts the reading of these financial statements.

Principal activity

The principal activity of the company and the group continued to focus on accelerating the telecoms sector towards a circular economy, creating eco-systems and driving the industry towards net zero.

Fair Review of the Business and Strategy

Vision

To be the leading solutions provider to telecom network operators and telecom service providers.

Mission

To bring structural change to the way customers source and maintain their networks by revolutionising processes, resulting in substantial efficiencies and cost savings.

Strategy

The Shields Group service offering is split into our 2 core offerings:

1. MarketPlace

In 2015 we started a journey to create an EcoSystem for Telecom Operators, enabling them to gain visibility of their group surplus assets and view the global market availability. This solution is designed to reduce CAPEX and OPEX spend within Telecom Operators, it will increase Telecom Operators revenue and reduce their carbon footprint by reducing manufacturing of new equipment.

The outcome is MarketPlace, the first global digitalised virtual asset inventory software.

Key elements of this solution are:

Supply of Equipment and Spare Parts Management

- Redeployment of client assets resulting in lower cost supply, faster lead times and equal quality

Asset Management (Redeploy, Resell, Recycle)

- CAPEX/OPEX avoidance and revenue generation

Technical Services

- Ensuring quality of hardware and building bespoke centralised solutions

Warehousing and Logistics

- Fulfilment and making it happen

Our MarketPlace solution has come to the fore during the year under review as our major customers look for ways to save budget whilst driving their important ESG agendas. MarketPlace achieves both. It lowers sourcing costs and avoids 89% carbon emissions from Reuse vs. mining and manufacturing new equipment.

Shields Environmental Limited

Strategic Report (Continued)

For the year ended 30 June 2021

2. Telecom Services

Helping operators achieve their 5G plans in the most efficient way through the 3 pillars of:

Installation

- Rolling out networks with the highest levels of quality and health & safety compliance

Maintenance

- Ensuring optimal performance of a network during its lifecycle

Decommissioning

- Recovering the network at its end of life to maximise Redeployment, Resale and Recycling of hardware in the most efficient way

Environmental, Social and Governance (ESG)

Shields was a pioneer in the area now termed ESG from its origins 40 years ago when it was called "Recycling". ESG is now a central part of everyday business and as the requirements for the highest environmental standards and the reporting of progress on ESG generally continues to increase partnering with Shields enables telecom operators and service providers to meet and demonstrate they are complying with the most stringent targets for ESG.

Shields has been securely managing the telecoms sectors environmental impacts since the 1970's promoting re-use, the highest form of recycling, alongside safely recycling into productive use what cannot be re-used evidencing this for our clients through a bespoke software system enabling clients to report on their ESG achievements. Shields is now serving telecoms clients in over 30 countries, supplying hundreds of thousands of redeployed parts annually, negating the need to manufacture and therefore reducing carbon emissions.

In the year under review Shields carried out an independent study that validates a 89% saving of planet resources from reduced CO2 emissions for the reuse of equipment through MarketPlace vs. mining and manufacturing new equipment. This saving can contribute to our customers scope 3 reductions.

30 June 2021 Year Under Review

This was a transformational year for Shields and the benefits it brings to our clients as the development and marketing work on MarketPlace gained traction with Operators. Introducing MarketPlace, a unique software solution into our clients, we have started to revolutionise the way they run important parts of their business bringing them substantial savings and significant operational efficiencies.

Whilst doing this we have maintained our core roots of environmental excellence and the highest quality standards in all we do.

We have invested heavily in the development of this unique software and the processes that support it. The development cost has been substantial with the software developed as an OPEX investment which involved substantial cash cost and P&L impact. The group is now growing rapidly in turnover and profitability and growing with significant further implementation of this software during the current year with significant spend budgeted for the foreseeable future. As these businesses gain momentum, we anticipate the growth of services profits will continue in 2021 and beyond, enabling further investment in our MarketPlace and our 5G commissioning capability.

The group has implemented policies that require appropriate credit checks on potential customers before sales are made.

The group actively maintains a mixture of short-term, inter-company and debt finance that is designed to ensure the group has sufficient available funds for operations.

Shields Environmental Limited

Strategic Report (Continued)

For the year ended 30 June 2021

The group is exposed to foreign exchange risk as a result of its operations. Due consideration is given to forward provisioning of exchange rates when entering contracts. However, given the size of the group's operations, the costs of managing exposure to foreign exchange risk exceed potential benefits. The directors revisit the appropriateness of this policy should the group's operations change in nature or size.

Summary

The management team, with the support of its shareholders, has now created and started to implement the transformational solutions that will enable network operators to maximise the efficiency of their operations whilst also pivoting Shields into a leading software and services business.

Our portfolio of solutions minimises the total cost of ownership for our customers telecommunications networks and integrate highly efficient and cost-effective network build, maintenance and expansion solutions with cash generating asset management services.

Alongside this, our environmental model that has led the world in environmental management for decades ensures a sustainable solution for our clients that is proven and documented through our unique systems.

Shields continues to set itself apart from the competition by operating to the world leading industry standards of ISO9001, ISO14001, OHSAS18001, TL9000 and R2/RIOS.

Our solutions continue to offer the highest financial returns and world leading standards of environmental care, corporate responsibility and quality and we thank our clients for their commitment to quality and the environment.

The quality of our services could not be achieved without our dedicated team. Staff retention remains extremely high and I thank every one of our team for their dedication and commitment to the delivery of excellence to our clients worldwide.

Key performance indicators

	2021	2020
	£000	£000
EBITDA (pre-exceptional items and R&D costs)	507	765

Principal risks and uncertainties

The principal risk and uncertainty facing the group is with foreign currencies. With a substantial proportion of the group's revenue deriving from overseas, a decline in either the Euro or US dollar will have a direct effect on revenue. To reduce this risk, customer receipts are retained in their original currency and used to pay suppliers of the same currency, therefore reducing this risk to the gross profit line.

Financial risk management

The group's operations expose it to limited financial risks that include price risk, credit risk, liquidity risk and foreign exchange risk. The policies set by the board of directors are implemented by the group's finance department.

The group is exposed to commodity price risks as a result of its operations, however this is only a small percentage of the overall business and is therefore a manageable risk. The board has given consideration to hedging of commodities but have decided against this currently. The directors will revisit this decision should the group's operations change in size or nature.

Shields Environmental Limited

Strategic Report (Continued)

For the year ended 30 June 2021

Shareholders Additional Statement

Background

- The Shields Group was acquired by a VC type backed Management Buy In during June 2015.
- As with many similar acquisitions, the transaction was mainly financed by interest bearing shareholder loan notes.
- These carry interest of over £1.5m per annum, BUT these are NON CASH and the interest will only be paid in the event of a future refinancing transaction, such as a flotation.
- In addition, the goodwill generated by the June 2015 transaction also created a significant annual goodwill charge in the order of £1.3m per annum.
- The result is that the Group has total NON CASH accounting charges to the P&L account of nearly £3m per annum.
- Shields present both Statutory and EBITDA results to reflect the true profitability of the Group.
- The resultant shareholder loans are effectively shareholder funds and have been disclosed as such in the consolidated financial statements of Shields Environmental Group (Holdings) Limited.
- UK GAAP is designed for large companies funded by equity capital rather than the VC structure with thin equity capital and long term loan notes.
- UK GAAP does not therefore reflect the true status of the Shareholders investment within the Shields Group.

Financial Review: Summary:

- The Shields Group is profitable in cash terms.
- Shareholders have committed to supporting further substantial growth of the business - with a focus on Marketplace and Services.
- The group is fortunate to operate in the telecoms sector and as a result has not been directly negatively impacted by the Coronavirus pandemic.

Financial Review: Conclusion:

- The Shields Group is **Profitable**.
- The Shields Group is **Cash Generative**.
- The Shields Group has significant support from both Shareholder and Bankers to support substantial growth plans.

History and Ownership Group

Shields was founded in 1979 by Gordon Shields. The Group has a strong legacy, culture and history. In 2015 a majority stake was acquired and the Management Team took a substantial shareholding, the four principal shareholders are described below:

Tony Rice

Senior Executive positions (MD, CFO, CEO) in various roles at British Aerospace, Airbus and Tunistall Plc with his executive career culminating in the Chief Executive role at Cable and Wireless Plc, the FTSE International Voice and Data Telco. Tony is now on the Board of three Footsie companies, two of them as Chair. He is also a serial investor and owner of smaller private equity companies and as such is a shareholder and the Chair of Shields Group. He was also involved in an Executive and Non Exec capacity with Orange from its foundation by Hutchison Whampoa and British Aerospace through to its IPO in the mid 1990's.

Robert Priddy

Entrepreneur and manager who started and built many businesses most notably AirTran and Allegiant and now is a high net worth investor in both large high tech companies as well as a backer of a small number of high potential companies (several in partnership with Tony Rice).

Shields Environmental Limited

Strategic Report (Continued)

For the year ended 30 June 2021

Gordon Shields

Gordon Shields founded Shields Environmental in 1979, the Company was dealing effectively with clients' environmental issues from the 1980's and became one of the first companies in the world to report publicly on its environmental impact and measure and reduce its CO2 emissions. Winning many awards including the BITC Environmental award.

Using Shields Environmental as an incubator Gordon has created a number of successful businesses, for example he created 'Fonebak' (later renamed Regeneris) the world's most successful mobile phone recycling scheme which won the Queens Award for Industry and which he successfully floated on AIM in 2005 with a market value of £25m – it grew to 4,500 employees and a Market Capitalisation of £300m.

Gordon has served on the Leadership Board of Prince Charles 'Business in the Environment' and the Steering Group for the UK Government's Business Taskforce on Sustainable Consumption and Production. He presented for several years at The University of Cambridge's 'Programme for Sustainability Leadership'. He was invited to become a Fellow of The Royal Society of Arts for his contribution to the Environment.

Shields Management

Current Shields management have over 15% ownership in the Group and are committed to delivering success.

The management teams have spent a considerable amount of effort and investment on building a global capability and we now have profitable operations in EMEA and the USA which is underpinned by the management account results of this half fiscal year.

Discontinued Operations

During June 2021 the board took the decision to discontinue a business segment in the United Kingdom, 5G Deployment.

The discontinued operation was not performing in line with the business plan with significant additional investment and working capital needs. The board decided that a relentless focus on profitable business units and positive working capital cycles was needed by the group with the many opportunities that present themselves through MarketPlace and other Telecom Services regions.

At the time of signing these accounts all amounts are known and classified in the Profit & Loss under the Discontinued Operations column.

Section 172 Statement

This statement sets out how the Group comply with the requirements of Section 172 Companies Act 2006. As part of our commitment to help all stakeholders understand how our Group is progressing towards our purpose and long-term goals we will provide a summary using our core value headers:

Environment – Environmental responsibility has been and always will be at the heart of everything we do. Every business decision we take has efficiency at the centre. Efficiency should be seen as planet efficiency and financial efficiency.

People – We care for the people and the planet we inhabit. Our health and safety standards are of utmost importance. Using Maslow's Hierarchy of Needs, once we have addressed physiological and safety needs (shelter, pay, security) we strive to provide belonging, esteem and self-actualisation to our teams. Working within our Shields family is more than just work, we provide a purpose to each day as part of our commitment to saving the planet.

Shields Environmental Limited

Strategic Report (Continued)

For the year ended 30 June 2021

Innovation – Our obsession with technology keeps us looking to the future. We strive to evolve and change with the times, we're always looking for new ways to improve and deliver not only for our customers but also for our corporation.

Quality – We pride ourselves on the quality we provide our customers. Whether that be the MarketPlace experience we provide. The equipment we provide or the services we deliver, everything we do is held not just to our customers' standards but to our own. We are our own harshest critics and work together to provide a level of quality that is second to none.

The outcome of our vision, mission and strategy will result in the following benefits:

Shareholders – Pivot the business towards software driven revenue streams with ESG at the heart, driving differentiation, scale and increase in value.

Customers – Our solutions will enable our customers to address their ESG agendas, drive efficiencies which in turn reduces costs and maximises profits and will drive the telecoms circular economy.

Employees – We are creating a purpose led organisation that challenges our team every day and drives esteem and self-actualisation.

Future Developments and Financial Investment

Aside from the initial acquisition cost the three major shareholders have injected further loan funding to fund the growth of the business with the commitment and intention to continue to support and fund the group in the future as business opportunities justify further development and working capital.

The shareholders are absolutely committed to the success of Shields and funding the business as needed to develop its software and services businesses, working capital and staffing needs and will happily discuss with any key stakeholder in the Shields Group.

Our vision is to be the leading solutions provider to telecom network operators and telecom service providers.

On behalf of the board



.....
D Jones

Director

29 March 2022

Shields Environmental Limited

Directors' Report

For the year ended 30 June 2021

The directors present their report and financial statements for the year ended 30 June 2021.

Under CA2006 s414c(11), the information relating to future developments & risk management are included in the strategic report.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

D Jones
D Perry
D Challis

Results and dividends

The results for the year are set out on page 14.

The directors do not recommend payment of an ordinary dividend.

Auditor

In accordance with section 489 of the Companies Act 2006, a resolution proposing that Moore Kingston Smith LLP be reappointed as auditor of the company will be put at a General Meeting.

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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.

Shields Environmental Limited

Directors' Report (Continued)

For the year ended 30 June 2021

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



.....
D Jones

Director

29 March 2022

Shields Environmental Limited

Independent Auditor's Report

To the Members of Shields Environmental Limited

Opinion

We have audited the financial statements of Shields Environmental Limited (the 'company') for the year ended 30 June 2021 which comprise the Statement of Income and Retained Earnings, the Balance Sheet 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 United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is 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.

Shields Environmental Limited

Independent Auditor's Report (Continued)

To the Members of Shields Environmental Limited

Opinions on other matters prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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 and the Directors' Report.

We have nothing to report in respect of the following matters where 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.

Shields Environmental Limited

Independent Auditor's Report (Continued)

To the Members of Shields Environmental Limited

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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Shields Environmental Limited

Independent Auditor's Report (Continued)

To the Members of Shields Environmental Limited

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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

The objectives of our audit in respect of fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are [the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, and UK taxation legislation]
- We obtained an understanding of how the company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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 or intentional misrepresentations, or through collusion.

Shields Environmental Limited

Independent Auditor's Report (Continued)

To the Members of Shields Environmental Limited

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 for no purpose other than to draw to the attention of the company's members those matters we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the company and the company's members as a body, for our work, for this report, or for the opinions we have formed.

Moore Kingston Smith LLP

Karen Wardell (Senior Statutory Auditor)
for and on behalf of Moore Kingston Smith LLP

30 March 2022
.....

Chartered Accountants
Statutory Auditor

Orbital House
20 Eastern Road
Romford
Essex
RM1 3PJ

Shields Environmental Limited

Statement of Income and Retained Earnings

For the year ended 30 June 2021

	Notes	Continuing operations £000	Discontinued operations £000	30 June 2021 £000
Turnover	3	8,328	3,064	11,392
Cost of sales		(4,038)	(2,835)	(6,873)
Gross profit		<u>4,290</u>	<u>229</u>	<u>4,519</u>
Distribution costs		(2,939)	(1,500)	(4,439)
Administrative expenses		(115)	(123)	(238)
Other operating income		127	-	127
Operating (loss)/profit	4	<u>1,363</u>	<u>(1,394)</u>	<u>-</u>
Interest payable and similar expenses	7	-	-	-
Tax on (loss)/profit	8	134	-	134
Profit for the financial year		<u><u>1,497</u></u>	<u><u>(1,394)</u></u>	<u><u>-</u></u>
Retained earnings brought forward				1,394
Retained earnings carried forward				<u><u>(1,394)</u></u>

Shields Environmental Limited

Balance Sheet


As at 30 June 2021

		2021		2020	
	Notes	£000	£000	£000	£000
Fixed assets					
Tangible assets	10		199		152
Current assets					
Stock	11	147		208	
Debtors	12	5,135		4,335	
Cash at bank and in hand		624		699	
		5,906		5,242	
Creditors: amounts falling due within one year	13	(5,405)		(4,816)	
Net current assets			501		426
Total assets less current liabilities			700		578
Provisions for liabilities			(20)		(1)
Net assets			680		577
Capital and reserves					
Called up share capital	16		50		50
Retained earnings			630		527
Total equity			680		577

The financial statements were approved by the board of directors and authorised for issue on 29 March 2022 and are signed on its behalf by:



D Jones
Director



D Challis
Director

Company Registration No. 01444121

Shields Environmental Limited

Notes to the Financial Statements

For the year ended 30 June 2021

1 Accounting policies

Company information

Shields Environmental Limited is a private company limited by shares incorporated in England and Wales. The registered office is Kerry Avenue, Unit 32 Purfleet Industrial Park, South Ockendon, Essex, RM15 4YE.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest thousand pound.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Exemptions for qualifying entities under FRS 102

As a wholly owned subsidiary of Shields Environmental Group Limited, which is ultimately owned by Shields Environmental Group (Holdings) Limited, the company has taken advantage of the following qualifying entity exemptions under the provisions of FRS 102:

- (i) The requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv) to prepare a reconciliation of the number of equity shares outstanding at the beginning and at the end of the financial year;
- (ii) The requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17 (d) to prepare a statement of cash flows;
- (iii) The requirements of Section 11 paragraphs 11.39 to 11.48(a) and Section 12 paragraphs 12.26 to 12.29A, regarding disclosures for financial liabilities and assets, as the equivalent disclosures required by FRS 102 are included in the consolidated financial statements of the Shields group in which the entity is consolidated;
- (iv) From disclosing the company key management personnel compensation, as required by paragraph 33.7; and
- (v) The requirement of Section 33 Related Party Disclosures paragraph 33.9 to disclose related party transactions within other members of the Shields group.

1.3 Consolidated financial statements

The company is a wholly owned subsidiary of Shields Environmental Group Limited and is included in the consolidated financial statements of Shields Environmental Group (Holdings) Limited, which are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

1 Accounting policies

(Continued)

1.4 Going concern

The financial statements are prepared on a going concern basis, which assumes the group will continue in operational existence for the foreseeable future. Whilst the coronavirus pandemic has impacted the world during the financial year and post year end, the impact on the group's operations has been relatively insignificant and they continue to trade profitably at EBITDA level, generating positive cash flows.

In preparing the financial statements the directors have considered the appropriateness of the going concern basis of accounting and reviewed the group in which this company operates as a whole. The group financial statements, headed by Shields Environmental Group (Holdings) Limited, show that at the balance sheet date, the group made a loss for the year of £3,663,000 and had net liabilities of £18,479,000. However, after adding back non-cash items such as amortisation and depreciation and interest that is rolled up into the loan notes rather than paid, the group generated profits of £138,000. Included within group creditors, falling due after more than one year, are loan notes of £25,309,000 which are due for repayment to the shareholders in July 2023. The bank facilities were renegotiated in the year and at the balance sheet date, the group has bank facilities comprising bank loans of £2,286,000 on a repayment structure over a 5 year period and a total available net group overdraft facility of £579,000, which is due for renewal in August 2022.

The directors of the group, and operating subsidiary companies, have prepared budgets and cash flow forecasts for the period up to 30 June 2023. These show that the group has a reasonable prospect of operating within the bank facilities currently available, which are expected to be renewed on similar terms. The shareholders have historically injected funds into the group to fund the growth of the business and intend to continue to support and fund the company in the future as business opportunities justify further development and working capital funding. The loan note holders, who are also shareholders, have confirmed that there is no intention to call in the loan notes until at least 1 July 2023 if funds are not available to repay them. As a result the directors believe that the group has the ability to continue trade profitably, and meet liabilities as they fall due, for a period of at least twelve months from the date of approval of the financial statements.

1.5 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts. The company records transactions as sales when the delivery of goods or performance of services has taken place in accordance with the terms of the sale.

A significant proportion of the turnover is generated from the sale of equipment that is the subject of revenue sharing agreements with the clients that supply the equipment. Under these revenue sharing agreements, typically, no payment is due to a client until the sale of the equipment has occurred. Following the sale, the client receives an agreed share of the sale proceeds. The company includes the share of revenue due to the client under these types of arrangements as cost of sales.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

1 Accounting policies

(Continued)

1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and machinery	20% straight line
Computer equipment	33% straight line
Motor vehicles	25% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.7 Stock

Stock is valued at the lower of cost and net realisable value. Cost includes all direct expenditure and an appropriate proportion of attributable overheads. For stock items acquired under revenue sharing agreements, as described in the turnover note above, legal title to the stock item does not pass to the company until immediately before the items are sold by the company. As the majority of the risks and rewards of the items received by the company under the revenue sharing agreements reside with the company they are accounted for as the stocks of the company. Under revenue sharing agreements, cost is recorded at nil, except where an amount is paid to the supplier in advance of the goods being sold or the company guarantees that the supplier will receive a minimum amount of the shared revenue.

1.8 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

1 Accounting policies

(Continued)

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

1 Accounting policies

(Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.14 Leases

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.15 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

1 Accounting policies

(Continued)

1.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.17 Research and development

Research and development expenditure is written off to the profit and loss account in the year in which it is incurred.

Development expenditure incurred on an individual project is carried forward when its future recoverability can be foreseen with reasonable assurance. Any expenditure carried forward is amortised in line with the sales received from the related project.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Useful economic lives of tangible fixed assets

The annual depreciation charge for property, plant and equipment is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 9 for the carrying amount of the property, plant and equipment and note 1.6 for the useful economic lives for each class of asset.

Client returns

A significant proportion of the turnover is generated from the sale of equipment that is the subject of revenue sharing agreements with the clients that supply the equipment. Under these revenue sharing agreements, typically, no payment is due to a client until the sale of the equipment has occurred. Following the sale, the client receives an agreed share of the sale proceeds. The company estimates the share of revenue due to the client under these types of arrangements and includes this amount in accruals until the payment is due to the client.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2021 £000	2020 £000
Turnover		
Rendering of services	6,765	6,827
Product sales	3,081	2,451
Marketplace	1,546	1,206
	<u>11,392</u>	<u>10,484</u>

Other significant revenue

Grants received	<u>127</u>	<u>160</u>
-----------------	------------	------------

Turnover analysed by geographical market

	2021 £000	2020 £000
United Kingdom	7,507	5,373
Europe	1,964	3,688
America	214	595
Rest of world	1,707	828
	<u>11,392</u>	<u>10,484</u>

4 Operating (loss)/profit

	2021 £000	2020 £000
Operating (loss)/profit for the year is stated after charging/(crediting):		
Exchange gains	143	(31)
Government grants	(127)	(160)
Fees payable to the company's auditors for the audit of the company's financial statements	15	15
Depreciation of owned tangible fixed assets	73	60
Profit on disposal of tangible fixed assets	(1)	(8)
Cost of sales	6,873	5,747
Operating lease charges	<u>63</u>	<u>63</u>

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

5 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Administration and management	8	10
Sales and marketing	12	9
Processing	79	59
Total	99	78

Their aggregate remuneration comprised:

	2021 £000	2020 £000
Wages and salaries	3,873	2,635
Social security costs	339	241
Pension costs	66	41
	4,278	2,917

6 Directors' remuneration

	2021 £000	2020 £000
Remuneration for qualifying services	85	88

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2020 - 1)

The amount of contributions payable by the company to defined contribution schemes in relation to the director's during the year was £1,315 (2020: £1,315).

7 Interest payable and similar expenses

	2021 £000	2020 £000
Interest on bank overdrafts and loans	-	8

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

8 Taxation

	2021 £000	2020 £000
Current tax		
UK corporation tax on profits for the current period	(104)	-
Adjustments in respect of prior periods	(49)	(37)
Total current tax	<u>(153)</u>	<u>(37)</u>
Deferred tax		
Origination and reversal of timing differences	19	-
Total tax charge	<u>(134)</u>	<u>(37)</u>

The actual credit for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2021 £000	2020 £000
(Loss)/profit before taxation	<u>(31)</u>	<u>413</u>
<i>Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)</i>	(6)	78
Tax effect of expenses that are not deductible in determining taxable profit	1	-
Capital allowances in excess of depreciation	3	(6)
Enhanced research and development deduction	(115)	(72)
Research and development tax credit	(17)	(37)
Tax charge for the year	<u>(134)</u>	<u>(37)</u>

The aggregate amount of research and development expenditure recognised as an expense during the period is £466,452 (2020: £378,963).

9 Discontinued operations

5G Deployment

During June 2021 the board took the decision to discontinue a business segment in the United Kingdom, 5G Deployment. The discontinued operation was not performing in line with the business plan with significant additional investment and working capital needs. At that time, all termination costs and costs that were committed to at the year end in relation to these contracts have been accrued and are classified as discontinued operations along with income and costs incurred during the year.

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

10 Tangible fixed assets

	Plant and machinery £000	Motor vehicles £000	Total £000
Cost			
At 1 July 2020	889	154	1,043
Additions	124	-	124
Disposals	(177)	(12)	(189)
At 30 June 2021	836	142	978
Depreciation and impairment			
At 1 July 2020	751	140	891
Depreciation charged in the year	64	9	73
Eliminated in respect of disposals	(173)	(12)	(185)
At 30 June 2021	642	137	779
Carrying amount			
At 30 June 2021	194	5	199
At 30 June 2020	138	14	152

11 Stock

	2021 £000	2020 £000
Finished goods and goods for resale	147	208

12 Debtors

	2021 £000	2020 £000
Amounts falling due within one year:		
Trade debtors	1,152	1,471
Corporation tax recoverable	153	74
Amounts owed by group undertakings	1,975	2,317
Other debtors	63	174
Prepayments and accrued income	1,792	299
	5,135	4,335

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

13 Creditors: amounts falling due within one year

	2021 £000	2020 £000
Trade creditors	1,697	1,000
Amounts due to fellow group undertakings	1,236	2,147
Other taxation and social security	105	70
Other creditors	17	-
Accruals and deferred income	2,350	1,599
	<u>5,405</u>	<u>4,816</u>

There is a fixed and floating charge over the undertaking of all property and assets present and future, including goodwill, book debts, uncalled capital, buildings, fixtures, fixed plant and machinery.

14 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities 2021 £000	Liabilities 2020 £000
Balances:		
Accelerated capital allowances	<u>20</u>	<u>1</u>
Movements in the year:		2021 £000
Liability at 1 July 2020		1
Charge to profit or loss		19
Liability at 30 June 2021		<u>20</u>

The deferred tax liability set out above is expected to reverse in the future and relates to accelerated capital allowances that are expected to mature within the same period.

The company's deferred tax balances at the reporting date are taxed at an effective rate of 19% (2020: 19%).

Shields Environmental Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2021

15 Retirement benefit schemes

	2021 £000	2020 £000
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	66	41

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

16 Share capital

	2021 £000	2020 £000
Issued and fully paid		
50,000 ordinary shares of £1 each	50	50

There is a single class of ordinary shares. There are no restrictions on distributions or the repayment of capital.

17 Financial commitments, guarantees and contingent liabilities

There is a cross guarantee in place, in favour of the bank, between Shields Environmental Group (Holdings) Limited, Shields Environmental Investment (Holdings) Limited, Combesgate1 Limited, Shields Environmental Group Limited, Shields Environmental Limited, and Netbak Limited. The total net debt at the year end was £2,191,300 (2020: £2,349,676).

18 Operating lease commitments

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2021 £000	2020 £000
Within one year	219	62
Between two and five years	669	10
	888	72

19 Ultimate controlling party

Shields Environmental Group Limited, which is incorporated in England and Wales, is the company's immediate parent undertaking and Shields Environmental Group (Holdings) Limited is the company's ultimate parent undertaking. During the year Shields Environmental Group (Holdings) Limited was controlled by W Rice and R Priddy acting in concert, by virtue of their majority shareholdings and W Rice is a director of that company. Shields Environmental Group (Holdings) Limited prepares group accounts (which is the smallest and largest group of undertakings for which group accounts are drawn up), copies of which can be obtained from the registered office, Kerry Avenue, Aveley, South Ockendon, Essex, RM15 4YE.