

**REGISTERED NUMBER: 03064794 (England and Wales)**

Strategic Report, Report of the Directors and  
Financial Statements for the Year Ended 31 December 2019  
for  
Bandt Holdings Limited



Bandt Holdings Limited

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for the Year Ended 31 December 2019

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Bandt Holdings Limited

Company Information  
for the Year Ended 31 December 2019

**DIRECTORS:**

A K Smythe  
C J Edwards

**SECRETARY:**

**REGISTERED OFFICE:**

Capital Tower  
91 Waterloo Road  
London  
SE1 8RT

**REGISTERED NUMBER:**

03064794 (England and Wales)

**AUDITORS:**

2nd Floor, St John's House  
Haslett Avenue West  
Crawley  
RH10 1HS

Bandt Holdings Limited

Strategic Report  
for the Year Ended 31 December 2019

The directors present their strategic report for the year ended 31 December 2019.

**PRINCIPAL ACTIVITIES**

The principal activity of the Company is that of an investment holding company. The principal subsidiary undertakings affecting the profits or net assets of the Company in the year are listed in the notes to the financial statements. The Company is a wholly-owned subsidiary of Bandt Limited.

There has been no significant change in the Company's principal activity in the year under review. The directors are not aware, at the date of this report, of any likely significant changes in the Company's activities in the next financial year.

**Bandt Holdings Limited**

**Strategic Report**  
**for the Year Ended 31 December 2019**

**REVIEW OF BUSINESS**

The directors consider that the Company's key performance indicator is profit before taxation.

The Company's loss from ordinary activities before taxation was £(25,162,000) (2018: Loss £(1,064,000)). The results of the Company are as set out in the financial statements

The Company reviewed its carrying value of investments at the year end. As part of this process it was decided that the investment in Kwikform Holdings Ltd would be impaired by £25,162k.

**Post Balance Sheet Event**

On 30 January 2020 the World Health Organisation declared the outbreak of coronavirus (COVID-19) a pandemic resulting in the governments of many countries, states and cities taking preventative and protective actions such as imposing restrictions on travel and business operations and advising or requiring individuals to stay at home or quarantine in cases where people have been exposed to the virus.

In an effort to mitigate the impacts of COVID-19, the Interserve Group has implemented business continuity plans with only key front line staff working in its offices and at client contract locations and as far as possible the remainder of its staff working from home which has meant that there has been limited impact on service delivery and operations.

The Group has undertaken a detailed review of the potential impacts of COVID-19 and continues to monitor future developments closely. At the date of this report the impact of COVID-19 has predominantly been short term reductions in revenues as a result of customer site closures, reductions in services and delays to commissioning of project work, partially offset by additional services requested in the health sector and some central government customers.

The Group has concluded that the coronavirus pandemic is a non-adjusting post balance sheet event in accordance with IAS 10 Events After the Reporting Period, as the significant changes in business activities and economic conditions occurred as a result of events arising after the 31 December 2019 reporting date.

On 28 February 2020, £125 million of new Group loan facilities were put in place to re-establish a stable financial platform from which to grow the business and to ensure sufficient liquidity over the medium term.

On 20 April 2020, the Group's oil and gas EPC business Adyard Abu Dhabi LLC was sold to Altrad for a consideration of £23.6 million.

The Group experienced a cyber incident on 2 May 2020, which had a significant impact on a number of its operating IT systems with the exception of its International and Equipment Services businesses. On becoming aware of the cyber-attack the Group's crisis response was immediately launched and its business continuity plans were implemented. There has been no material impact on the provision of services to customers and as of 24 August 2020 the remediation work carried out had been completed such that the Group believes there is no residual remaining threat as a result of this incident.

The Group conducted a comprehensive investigation in to the attack and has implemented a range of remediation measures in response to the attack and has put in place a programme of additional measures to further enhance its infrastructure, systems and processes. The investigation has identified no evidence of data exfiltration having taken place.

The Group complied with its notification obligations under applicable data privacy law including the Information Commissioners Office (ICO) and is cooperating fully with the ICO's investigation. The Group understands that the ICO has indicated that it may take regulatory proceedings which may ultimately lead to a monetary penalty and or enforcement action, the results of which cannot currently be foreseen or reliably estimated.

On 29 September 2020, the Group's 49% owned civil engineering, building and maintenance services business Khansaheb Civil Engineering LLC was sold for a consideration of £21.2 million.

Bandt Holdings Limited

Strategic Report  
for the Year Ended 31 December 2019

On 5 October 2020 the Interserve Learning & Employment business was sold to Enact Fund for a consideration of £1 reflecting the fact that the purchaser took on liabilities.

On 30 November 2020 the sale of the majority of the Interserve Support Services business was completed for a combined consideration of £205 million comprising £105 million in cash and a 17.5% shareholding in the Mitie Group. This sale is expected to result in a net loss on disposal but the precise amount at this stage is difficult to quantify accurately until ongoing discussions around final completion value adjustments are agreed with Mitie. As part of this transaction, new Group funding arrangements were put in place with our lenders to provide additional liquidity to the remaining Interserve businesses.

At the end of November 2020, the RMD Kwikform business which had not been affected by the May cyber attack, was subject to a separate but not much more limited attack which caused some disruption to their normal operations. Again the Group's crisis response was swiftly implemented and the impact was contained. RMDK's investigation of the cyber attack is ongoing and it has complied with its notification obligations under applicable data privacy law including to the ICO. It is too early at this stage to say what if any action may be taken by the ICO.

On 1 December 2020 the sale of Interserve Healthcare to City and County Healthcare Group was completed for a consideration of £4.8 million.

Bandt Holdings Limited

Strategic Report  
for the Year Ended 31 December 2019

**PRINCIPAL RISKS AND UNCERTAINTIES**

The Company has exposure to a variety of risks which are managed with the purpose of minimising any potential adverse effect on the Company's performance and net assets. The directors have policies for managing each of these risks and they are summarised below.

A principal risk that the Company faces is that the carrying values of its investments decline. The directors carry out reviews of the Company's operating subsidiaries on an annual basis to determine if any impairments have occurred.

The directors are satisfied that, given the nature of this Company, there are no other principal risks and uncertainties to consider. Group risks are discussed in the Annual Report and Financial Statements of Interserve Group Limited for the year ended 31 December 2019, which does not form part of this Strategic Report.

**FINANCIAL RISK MANAGEMENT**

The company has exposure to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The Board has policies for managing each of these risks and they are summarised below. The directors are satisfied that given the nature of this company, there are no other significant risks and uncertainties to consider. Group risks are discussed in Interserve Group Ltds annual report, which does not form part of these financial statements.

**Inflation risk**

A proportion of the company's revenue and costs are linked to inflation. A number of contracts allow any inflationary movement to be passed onto the customer allowing the Company to maintain its margin. Where there is not a suitable mechanism for passing on inflationary costs, the Company will look to maintain its margin through efficiency savings and renegotiating terms on contract renewal.

**Liquidity risk**

The Company seeks to maintain sufficient facilities to ensure access to funding for our current and anticipated future requirements, determined from budgets and medium-term plans.

The Company used banking facilities negotiated on its behalf by Interserve Plc and, since 15 March 2019, those of Interserve Group Limited.

**Finance risk**

The Company is financed by interest free-loans and/or interest-bearing loans from Group undertakings and a bank overdraft that is subject to a Group set-off facility.

**ENVIRONMENTAL IMPACT**

It is Interserve Group's policy to conduct its operations in an environmentally sustainable manner in order to protect the environment for future generations. In implementing its policy, the Group seeks, through its operating companies, to: comply with relevant environmental legislation and regulation, prevent pollution, the use of natural resources, minimisation of waste and emissions, promote environmental awareness to its employees, and to monitor and improve its environmental performance.

**ANTI-BRIBERY AND CORRUPTION**

As part of the Group's commitment to compliance in anti-bribery and competition laws, it has worked with the Institute of Business Ethics to develop and launch a smart choice toolkit. This is a decision-making guidance tool providing practical help and guidance on the legal position in a variety of situations in which employees may find themselves, such as when it is and is not appropriate to accept a gift or offer hospitality, practical tips to avoid involvement in facilitation payments and how best to act if faced with a conflict of interest.

Bandt Holdings Limited

Strategic Report  
for the Year Ended 31 December 2019

**GOING CONCERN**

As a consequence of Group banking arrangements to which the Company is a party, the Directors assessment of the going concern status of the Company is reliant upon the going concern status of the Group as a whole. Based on information provided to the Directors by the Interserve Group Limited and its subsidiary undertakings (together "the Group") in relation to the Group's trading results, its available cash and debt facilities, its ability to continue to operate within its financial covenants and its latest financial forecasts and projections, the Directors expect the Company to have sufficient liquidity to meet its funding requirements during the going concern review period of 12 months to 28 February 2022.

The Directors have carefully considered factors which may affect the Company's and the Group's future performance and financial position in the context of their available resources. Specifically:

- The risks arising from the current COVID-19 pandemic and its potential implications to the broader global economic climate which could impact our ability to win new work and cause delays in the delivery of our existing projects.
- The satisfactory close out of legacy liabilities in relation to Glasgow EfW within a level covered by existing facilities and the likelihood of a commercial settlement or an arbitration outcome occurring within the going concern period of the next twelve months.
- Following the disposal of the Group's Support Services business in November 2020, the Group continues to review options for further disposals. Although no decisions have been made, it is possible that further disposals could be made within the going concern review period. The impact of any such disposals and the requirement to repay debt or retire debt facilities with the majority of any disposal proceeds, cannot be accurately assessed at this stage. However, the directors would, in accordance with their statutory duties, naturally engage with other companies within the Group (including Interserve Group Limited) in order to ensure that the remaining Group continued to have access to sufficient financial resources as part of any decision making process. The Directors consider it implausible that a disposal would be approved that resulted in the going concern basis of preparation no longer being appropriate. However, it is plausible that available liquidity headroom could be reduced as a result of such a disposal.

While the Group's Downside Case forecast which reflects reasonably possible adverse variations in performance arising from lower new order intake due to less work available and increased competition, further COVID-19 related delays to delivering and completing existing contracts, increases in working capitalisation and delays in achieving central cost savings, indicates sufficient liquidity and compliance with covenants, the Directors have identified, via their reverse stress testing, various plausible but severe combinations of adverse events which, in combination, could lead to a shortfall in liquidity within the assessment period. As such, the Directors have concluded that, although the uncertainties identified are not individually material, in combination under a severe and plausible set of scenarios they represent a material uncertainty which may cast significant doubt on the Group's and the Company's ability to continue as a going concern.

The Directors have concluded that, after due consideration, there is a reasonable expectation that the Company has adequate resources to continue for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing these financial statements.

These financial statements do not include the adjustments that would result if the Group or the Company were unable to continue as a going concern.

**APPROVED BY THE BOARD OF DIRECTORS:**



A K Smythe - Director

26 February 2021



Bandt Holdings Limited

Report of the Directors  
for the Year Ended 31 December 2019

Certain requirements of the Strategic Report, including the principal risks and uncertainties of the company and the post balance sheet events are not included within the report of the Directors as they are shown in the Strategic report on pages 2 to 6

**DIVIDENDS**

An interim dividend of £Nil (2018: £Nil) was paid during the year under review. The directors do not recommend payment of a final dividend. (2018: £Nil).

**FUTURE DEVELOPMENTS**

The Company intends to continue operating as an investment holding company.

**EVENTS SINCE THE END OF THE YEAR**

Information relating to events since the end of the year is given in the notes to the financial statements.

**DIRECTORS**

A K Smythe has held office during the whole of the period from 1 January 2019 to the date of this report.

Other changes in directors holding office are as follows:

C J Edwards was appointed as a director after 31 December 2019 but prior to the date of this report.

A J McDonald ceased to be a director after 31 December 2019 but prior to the date of this report.

**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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 including FRS 101 'Reduced Disclosure Framework'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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; and
- 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.

Bandt Holdings Limited

Report of the Directors  
for the Year Ended 31 December 2019

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR**

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The directors are responsible for preparing the annual report in accordance with applicable law and regulations. The directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the Company's performance, business model and strategy and is fair, balanced and understandable.

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

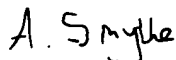
To the best of our knowledge:

- the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

**AUDITORS**

The auditors, Grant Thornton UK LLP, have been re-appointed as the Company's auditors and will continue in office.

**APPROVED BY THE BOARD OF DIRECTORS:**



A K Smythe - Director

26 February 2021

Independent Auditors' Report to the Members of  
Bandt Holdings Limited

**Opinion**

We have audited the financial statements of Bandt Holdings Limited (the 'Company') for the year ended 31 December 2019, which comprise statement of comprehensive income, balance sheet, statement of changes in equity 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 Financial Reporting Standard 101 'Reduced Disclosure Framework' (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 31 December 2019 and of its loss 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.

**The impact of macro-economic uncertainties on our audit**

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

**Material uncertainty related to going concern**

We draw attention to note 2 in the financial statements which explains that the Company's going concern assessment is dependent upon the assessment of the going concern of the Group as a whole. As stated in note 2, a number of uncertainties have been identified across the Group. The Directors have concluded that whilst individually these uncertainties are not material, in combination under a severe and plausible set of scenarios they represent a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the strategic report and the directors report but does not include 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.

In connection with our audit of the financial statements, 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 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 or a material misstatement of the other information. 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.

Independent Auditors' Report to the Members of  
Bandt Holdings Limited

**Opinions on other matters prescribed by the Companies Act 2006**

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

" the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

" the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**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 or the Report of the Directors.

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 set out on page 7, 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.

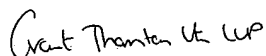
In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company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

**Auditors' responsibilities for the audit of the financial statements**

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditors-responsibilities](http://www.frc.org.uk/auditors-responsibilities). 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 Auditors' 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.



Jonathan Maile BSc (Hons) FCA (Senior Statutory Auditor)  
for and on behalf of Grant Thornton UK LLP  
Chartered Accountants and Senior  
Statutory Auditor  
Crawley

26 February 2021

Bandt Holdings LimitedStatement of Comprehensive Income  
for the Year Ended 31 December 2019

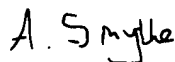
	Notes	2019 £'000	2018 £'000
<b>TURNOVER</b>		-	-
Gain/loss on revaluation of investments		-	(1,069)
<b>OPERATING LOSS</b>		-	(1,069)
Impairment of Investment	4	(25,162)	-
		(25,162)	(1,069)
Interest receivable and similar income	5	-	5
<b>LOSS BEFORE TAXATION</b>	6	(25,162)	(1,064)
Tax on loss	7	-	-
<b>LOSS FOR THE FINANCIAL YEAR</b>		(25,162)	(1,064)
<b>OTHER COMPREHENSIVE INCOME</b>		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>(25,162)</u>	<u>(1,064)</u>

The notes form part of these financial statements

Bandt Holdings Limited (Registered number: 03064794)Balance Sheet  
31 December 2019

	Notes	2019 £'000	2018 £'000
<b>FIXED ASSETS</b>			
Investments	8	9,406	34,568
<b>CURRENT ASSETS</b>			
Debtors	9	500	500
Cash in hand		<u>556</u>	<u>359</u>
		1,056	859
<b>CREDITORS</b>			
Amounts falling due within one year	10	<u>(197)</u>	<u>-</u>
<b>NET CURRENT ASSETS</b>		<u>859</u>	<u>859</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		10,265	35,427
<b>CREDITORS</b>			
Amounts falling due after more than one year	11	<u>(30,915)</u>	<u>(30,915)</u>
<b>NET (LIABILITIES)/ASSETS</b>		<u>(20,650)</u>	<u>4,512</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	12	5,000	5,000
Retained earnings		<u>(25,650)</u>	<u>(488)</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>(20,650)</u>	<u>4,512</u>

The financial statements were approved by the Board of Directors and authorised for issue on 26 February 2021 and were signed on its behalf by:



A K Smythe - Director

The notes form part of these financial statements

**Bandt Holdings Limited****Statement of Changes in Equity**  
**for the Year Ended 31 December 2019**

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
<b>Balance at 1 January 2018</b>	5,000	576	5,576
<b>Changes in equity</b>			
Total comprehensive income	-	(1,064)	(1,064)
<b>Balance at 31 December 2018</b>	5,000	(488)	4,512
<b>Changes in equity</b>			
Total comprehensive income	-	(25,162)	(25,162)
<b>Balance at 31 December 2019</b>	5,000	(25,650)	(20,650)

The notes form part of these financial statements

Bandt Holdings Limited

Notes to the Financial Statements  
for the Year Ended 31 December 2019

**1. STATUTORY INFORMATION**

Bandt Holdings Limited is a private company, limited by shares, registered in England and Wales and bound by the Companies Act 2006. The Company's registered number and registered office address can be found on the Company Information page. The Group accounts can be obtained from Capital Tower 91 Waterloo Road London SE1 8RT.



Bandt Holdings Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2019

**2. ACCOUNTING POLICIES**

**Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006.

The Company's financial statements are presented in sterling and all values are rounded to the nearest thousand pounds (£'000) except when otherwise indicated.

The Company's financial statements are included in the Interserve Group Limited consolidated financial statements for the year ended 31 December 2019. The Company is exempt, under Section 400 of the Companies Act 2006, from the preparation of consolidated financial statements because it is included in the Annual Report and Financial Statements of the Group. These financial statements are separate financial statements.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, share based payment, non-current assets held for sale, financial instruments, capital measurement, presentation of comparative information in respect of certain assets, presentation of a cashflow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the Group accounts of Interserve Group Limited.

**Going Concern**

The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its liabilities as they fall due in the 12 month period to 28 February 2022 ("the going concern review period"). Based on current forecasts and taking into account existing cash and debt facilities of Interserve Group Limited and its subsidiary undertakings (together "the Group"), the Directors expect the Company to have sufficient liquidity to meet its funding requirements during the going concern review period.

As a consequence of group banking arrangements to which this company is a party, our assessment of the going concern status of the Company is reliant upon the going concern status of the Group as a whole.

Following the appointment of Administrators to Interserve Plc in March 2019, the Group's Construction business lost a number of contracts previously awarded on a preferred bidder basis. The loss of these volumes coupled with the identification of cost overruns on certain legacy contracts gave rise to a material cash out flow from the Group in 2019.

Since the deleveraging, the Group and Divisional management teams have been strengthened including a new Group Board, Chairman and CFO and a revised reporting structure put in place. Additional funding facilities of £39 million and £125 million were put in place in October 2019 and February 2020 respectively to re-establish a stable financial platform from which to grow the business and to ensure good liquidity over the medium term. The Group has since sold its FM services business to Mitie during November 2020 for £105 million and a 17.5% equity share in Mitie's business. The majority of these proceeds were used to repay existing borrowing facilities with an appropriate balance retained for working capital purposes. Following the disposal of the FM services business the Group's financial covenants have been reset with appropriate headroom to reflect the size of the remaining businesses.

When considering the appropriateness of the going concern basis of preparation, the Directors have reviewed a number of factors, including information provided to them in relation to the Group's trading results, its available resources, the ability of the Group to continue to operate within its financial covenants and the Group's latest forecasts and projections, comprising:

" A Base Case forecast which has been prepared on a bottom up basis with conservative assumptions regarding new contract wins and settlements on existing contracts;

" A Downside Case reflecting reasonably possible adverse variations in performance including:

Bandt Holdings Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2019

£ lower new orders reflecting less work available and increased competition;  
£ the impact of further COVID 19 related delays in delivering and completing existing contracts, and;  
£ increases in working capital utilisation and delays in achieving central cost savings.

" A Reverse Stress Test that looks to identify scenarios that would give rise to a liquidity shortfall such that the Group could no longer be considered a going concern and then assess the likelihood of each of these severe but plausible downsides arising. These stress tests included increased market competition in UK Construction, additional costs of setting the Glasgow Energy for Waste dispute and delays in the delivery of central cost savings.

Although the Group's Downside Case shows lower headroom at certain points in the forecast period, it demonstrates sufficient liquidity to absorb these risks while complying with the Group's financial covenants. In addition, there are a number of upside opportunities that have not been recognised in either the Base Case or the Downside Case including better than anticipated settlement and claim outcomes and greater success in securing new work than forecast. Further, the forecasts include contingencies that may not be required. The Directors therefore consider that the Downside Case, in isolation, represents a severe and plausible scenario where nonetheless no covenant breach or exhaustion of available liquidity occurs.

The Directors have carefully considered factors which may affect the Company's and the Group's future performance and financial position in the context of their available resources. Specifically:

" The risks arising from the current COVID-19 pandemic and its potential implications to the broader global economic climate which could impact our ability to win new work and cause delays in the delivery of our existing projects.

" The satisfactory close out of legacy liabilities in relation to Glasgow EFW within a level covered by existing facilities and the likelihood of a commercial settlement or an arbitration outcome occurring within the going concern period of the next twelve months.

" Following the disposal of the Group's Support Services business in November 2020, the Group continues to review options for further disposals. Although no decisions have been made, it is possible that further disposals could be made within the going concern review period. The impact of any such disposals and the requirement to repay debt or retire debt facilities with the majority of any disposal proceeds, cannot be accurately assessed at this stage. However, the directors would, in accordance with their statutory duties, naturally engage with other companies within the Group (including Interserve Group Limited) in order to ensure that the remaining Group continued to have access to sufficient financial resources as part of any decision making process. The Directors consider it implausible that a disposal would be approved that resulted in the going concern basis of preparation no longer being appropriate. However, it is plausible that available liquidity headroom could be reduced as a result of such a disposal.

While the Downside Case indicates sufficient liquidity and compliance with covenants, the Directors have identified, via their reverse stress testing, various plausible but severe combinations of adverse events which, in combination, could lead to a shortfall in liquidity within the assessment period. As such, the Directors have concluded that, although the uncertainties identified are not individually material, in combination under a severe and plausible set of scenarios they represent a material uncertainty which may cast significant doubt on the Group's and the Company's ability to continue as a going concern.

The Directors have concluded that, after due consideration, there is a reasonable expectation that the Company has adequate resources to continue for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing these financial statements.

These financial statements do not include the adjustments that would result if the Group or the Company were unable to continue as a going concern.

**Bandt Holdings Limited**

**Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2019**

**2. ACCOUNTING POLICIES - continued**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases;
- the requirements of paragraph 58 of IFRS 16;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

**Taxation**

Current tax, including UK corporation tax and foreign 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. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income 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.

**Current tax**

Current tax is recognised in the Statement of Comprehensive Income, except when they relate to items that are recognised in other comprehensive income, in which case, the current tax is also recognised in other comprehensive income.

Bandt Holdings Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2019

**2. ACCOUNTING POLICIES - continued**

**Investments in subsidiaries and associates**

Investments are stated at cost less provision for any impairment in value.

**Finance costs**

Borrowing costs are recognised in the Statement of Comprehensive Income in the period in which they are incurred. Differences between borrowing costs payable in the year and costs actually paid are shown in accruals in the balance sheet.

**Interest income**

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective rate applicable.

**Dividend income**

Dividend income from investments is recognised when received.

**Financial instruments**

Debtors

Debtors are initially measured at fair value. Appropriate allowances for estimated irrecoverable amounts are recognised in the Statement of Comprehensive Income where there is objective evidence that the asset is impaired.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposits and other short-term highly-liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Bank and other borrowings

Interest-bearing bank loans, intercompany loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the Statement of Comprehensive Income using the interest rate applicable to the facility and are included in accrued expenses in the balance sheet. They are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Creditors

Creditors are initially measured at fair value and subsequently measured at amortised cost.

Equity instruments

Debt and equity instruments are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Bandt Holdings Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2019

2. **ACCOUNTING POLICIES - continued**

**Provisions and contingent liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Comprehensive Income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using an appropriate rate that takes into account the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the notes to the financial statements in respect of guarantees given to the Interserve Group's subsidiaries and associated undertakings. Due to the nature of the guarantees, it would be difficult to reliably measure the Company's potential obligation. As the Company considers it unlikely that there will be a requirement to make a financial settlement of these guarantees, no liability has been recognised in the financial statements.

**Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company accounting policies, which are described above, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no critical judgements, apart from those involving estimates (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies that have a significant effect on the amounts recognised in the financial statements.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Impairment of investments in subsidiaries

Determining whether the Company's investments in subsidiaries have been impaired requires judgement. In making these judgements, net assets of subsidiaries at the balance sheet date and Board-approved budgets for the next three years are taken into consideration. Where the investment held is a dormant company the value taken is the net asset value of that company. The carrying amount of the investments in subsidiaries and associates at the balance sheet date was £9.4m (2018: £34.6m) with £25.2m (2018: £1.1m) of impairment losses recognised in 2019.

Bandt Holdings LimitedNotes to the Financial Statements - continued  
for the Year Ended 31 December 2019**3. EMPLOYEES AND DIRECTORS**

There are no employees other than the directors (2018: nil).

There are no directors to whom retirement benefits are accruing in respect of qualifying service under money purchase schemes or defined benefit schemes.

During the year Messrs A Smythe and A McDonald were remunerated for their services to the group by Interserve Plc, and subsequently as of 15 March 2019, Interserve Group Limited. Their remuneration is disclosed in the accounts of that company. It is not considered practicable to allocate their remuneration between the companies of which they are a director.

	2019	2018
	£	£
Directors' remuneration	<u>-</u>	<u>-</u>

**4. EXCEPTIONAL ITEMS**

	2019	2018
	£'000	£'000
Impairment of Investment	<u>(25,162)</u>	<u>-</u>

The Company reviewed its carrying value of investments at the year end. As part of this process it was decided that the investment in Kwikform Holdings Ltd would be impaired by £25,162k.

**5. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2019	2018
	£'000	£'000
Group interest income	<u>-</u>	<u>5</u>

**6. LOSS BEFORE TAXATION**

The audit fee of £1,000 (2018: £1,000) for the current and preceding year was borne by the ultimate parent company.

**7. TAXATION****Analysis of tax expense**

No liability to UK corporation tax arose for the year ended 31 December 2019 nor for the year ended 31 December 2018.

Bandt Holdings LimitedNotes to the Financial Statements - continued  
for the Year Ended 31 December 20197. **TAXATION - continued****Factors affecting the tax expense**

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2019 £'000	2018 £'000
Loss before income tax	<u>(25,162)</u>	<u>(1,064)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	(4,781)	(202)
Effects of:		
Investment impairment not taxable	4,781	203
Prior period adjustments	<u>-</u>	<u>(1)</u>
Tax expense	<u>-</u>	<u>-</u>

8. **INVESTMENTS**

	Shares in group undertakings £'000
<b>COST</b>	
At 1 January 2019 and 31 December 2019	<u>36,316</u>
<b>PROVISIONS</b>	
At 1 January 2019	1,748
Provision for year	<u>25,162</u>
At 31 December 2019	<u>26,910</u>
<b>NET BOOK VALUE</b>	
At 31 December 2019	<u>9,406</u>
At 31 December 2018	<u>34,568</u>

The Company's investments at the Balance Sheet date in the share capital of companies include the following:

**Bandt Properties Ltd**

Registered office: Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU

Nature of business: Property Management

Class of shares:	%
Ordinary	holding 100.00

Bandt Holdings LimitedNotes to the Financial Statements - continued  
for the Year Ended 31 December 2019**8. INVESTMENTS - continued****Kwikform Holdings Ltd**

Registered office: Interserve House, Ruscombe Park, Twyford, Reading, Berkshire RG10 9JU

Nature of business: Holding Company

	%
Class of shares:	holding
Preference	100.00
Ordinary	100.00

**THK Insulation Ltd**

Registered office: Capital Tower, 91 Waterloo Road, London SE1 8RT

Nature of business: Dormant company

	%
Class of shares:	holding
Ordinary	100.00

In accordance with section 409 of the Companies Act 2006, a full list of the related undertakings of Bandt Holdings Limited (the "Company"), as at 31 December 2019, is disclosed above. Unless otherwise stated:

- (a) the principal operations of each related undertaking are conducted in its country of incorporation or registration;
- (b) the shareholding of each related undertaking relates to ordinary, common or unclassified share capital and is equivalent to the percentage of voting rights held by the Company; and
- (c) the equity capital of each related undertaking is directly held by the Company.

**Impairment of Investments**

The Company reviewed its carrying value of investments at the year end. As part of this process it was decided that the investment in Kwikform Holdings Ltd would be impaired by £25,162k

The recoverable amounts of the Cash Generating Units (CGU's) are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to direct costs during the period. Management estimates discounts rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. Changes in direct costs are based on past practices and expectations of future changes in the market.

The Company prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next three years and extrapolates cash flows for the following three years based on an estimated growth rate of 2% (2018: 2.0%). This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows is 11.8% (2018: 11.8%).

**9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2019	2018
	£'000	£'000
Intra Group trade balances	<u>500</u>	<u>500</u>

The intercompany trade balances incur no interest and are repayable on demand.

**10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2019	2018
	£'000	£'000
Corporation tax	<u>197</u>	<u>-</u>



**Bandt Holdings Limited****Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2019****11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2019 £'000	2018 £'000
Amounts owed to Group undertakings	<u>30,915</u>	<u>30,915</u>

The intercompany loan exists with Interserve Finance Limited. The loan incurs no interest and is repayable in September 2021.

**12. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2019 £'000	2018 £'000
5,000,000	Ordinary	£1.00	<u>5,000</u>	<u>5,000</u>

The authorised ordinary share capital is unlimited.

There is a single class of shares and all shares in the class rank pari passu. There are no restrictions in place.

**13. CONTINGENT LIABILITIES**

In the ordinary course of business the Company has given guarantees covering bank overdrafts to its fellow subsidiary undertakings. At 31 December 2019 these amounted to £319,744k (2018: £1,035,903k).

Due to the nature of the guarantees, it would be difficult to reliably measure the Company's potential obligation. As the Company considers it unlikely that there will be a requirement to make a financial settlement of these guarantees, no liability has been recognised in the financial statements.

**14. RELATED PARTY DISCLOSURES**

The Company has taken advantage of the exemption contained in paragraph 8(k) of FRS 101 "Reduced Disclosure Framework" not to report transactions with other wholly-owned Group companies.

Bandt Holdings Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2019

**15. POST BALANCE SHEET EVENTS**

On 30 January 2020 the World Health Organisation declared the outbreak of coronavirus (COVID-19) a pandemic resulting in the governments of many countries, states and cities taking preventative and protective actions such as imposing restrictions on travel and business operations and advising or requiring individuals to stay at home or quarantine in cases where people have been exposed to the virus.

In an effort to mitigate the impacts of COVID-19, the Interserve Group has implemented business continuity plans with only key front line staff working in its offices and at client contract locations and as far as possible the remainder of its staff working from home which has meant that there has been limited impact on service delivery and operations.

The Group has undertaken a detailed review of the potential impacts of COVID-19 and continues to monitor future developments closely. At the date of this report the impact of COVID-19 has predominantly been short term reductions in revenues as a result of customer site closures, reductions in services and delays to commissioning of project work, partially offset by additional services requested in the health sector and some central government customers.

The Group has concluded that the coronavirus pandemic is a non-adjusting post balance sheet event in accordance with IAS 10 Events After the Reporting Period, as the significant changes in business activities and economic conditions occurred as a result of events arising after the 31 December 2019 reporting date.

On 28 February 2020, £125 million of new Group loan facilities were put in place to re-establish a stable financial platform from which to grow the business and to ensure sufficient liquidity over the medium term.

On 20 April 2020, the Group's oil and gas EPC business Adyard Abu Dhabi LLC was sold to Altrad for a consideration of £23.6 million.

The Group experienced a cyber incident on 2 May 2020, which had a significant impact on a number of its operating IT systems with the exception of its International and Equipment Services businesses. On becoming aware of the cyber-attack the Group's crisis response was immediately launched and its business continuity plans were implemented. There has been no material impact on the provision of services to customers and as of 24 August 2020 the remediation work carried out had been completed such that the Group believes there is no residual remaining threat as a result of this incident.

The Group conducted a comprehensive investigation in to the attack and has implemented a range of remediation measures in response to the attack and has put in place a programme of additional measures to further enhance its infrastructure, systems and processes. The investigation has identified no evidence of data exfiltration having taken place.

The Group complied with its notification obligations under applicable data privacy law including the Information Commissioners Office (ICO) and is cooperating fully with the ICO's investigation. The Group understands that the ICO has indicated that it may take regulatory proceedings which may ultimately lead to a monetary penalty and or enforcement action, the results of which cannot currently be foreseen or reliably estimated.

On 29 September 2020, the Group's 49% owned civil engineering, building and maintenance services business Khansaheb Civil Engineering LLC was sold for a consideration of £21.2 million.

On 5 October 2020 the Interserve Learning & Employment business was sold to Enact Fund for a consideration of £1 reflecting the fact that the purchaser took on liabilities.

Bandt Holdings Limited

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2019

On 30 November 2020 the sale of the majority of the Interserve Support Services business was completed for a combined consideration of £205 million comprising £105 million in cash and a 17.5% shareholding in the Mitie Group. This sale is expected to result in a net loss on disposal but the precise amount at this stage is difficult to quantify accurately until ongoing discussions around final completion value adjustments are agreed with Mitie. As part of this transaction, new Group funding arrangements were put in place with our lenders to provide additional liquidity to the remaining Interserve businesses.

At the end of November 2020, the RMD Kwikform business which had not been affected by the May cyber attack, was subject to a separate but not much more limited attack which caused some disruption to their normal operations. Again the Group's crisis response was swiftly implemented and the impact was contained. RMDK's investigation of the cyber attack is ongoing and it has complied with its notification obligations under applicable data privacy law including to the ICO. It is too early at this stage to say what if any action may be taken by the ICO.

On 1 December 2020 the sale of Interserve Healthcare to City and County Healthcare Group was completed for a consideration of £4.8 million.

16. **ULTIMATE CONTROLLING PARTY**

Bandt Limited, a company registered in England and Wales is the company regarded by the directors as the immediate parent company.

As at 31 December 2019, Interserve Group Limited, a company registered in England and Wales was the company regarded by the directors as the ultimate parent company and controlling party and was the smallest and largest group for which group financial statements were prepared. A copy of the financial statements of Interserve Group Limited can be obtained via the Interserve website at [www.interserve.com](http://www.interserve.com).