

Registration number: 3250709

Morfind 2025 Limited (formerly Enserve Group Limited)

Annual Report and Unaudited Financial Statements
for the Period from 2 March 2019 to 28 February 2020



Morfind 2025 Limited (formerly Enserve Group Limited)

Contents

| | Page |
|-----------------------------------|-------------|
| Strategic Report | 3 |
| Directors' Report | 4 |
| Profit and Loss Account | 6 |
| Balance Sheet | 7 |
| Statement of Changes in Equity | 8 |
| Notes to the Financial Statements | 9 to 13 |

Morfind 2025 Limited (formerly Enserve Group Limited)

Strategic Report for the Period from 2 March 2019 to 28 February 2020

The Directors present their Strategic Report for the period from 2 March 2019 to 28 February 2020.

Principal activity

The Company has not traded during the period and there is no current intention for the Company to recommence trading. The Company is an intermediate holding company.


Business review

During the period, the Company was a holding company and did not trade. The results for the Company show a profit of £nil (2019: £47.0m) and the Company had net assets of £153 at 28 February 2020 (2019: £153).

The principal risks and uncertainties of the Company are managed at a Group level and are discussed further in NG Bailey Group Limited's annual report and consolidated financial statements for the period ended 28 February 2020.

For this reason, the Company's Directors do not believe that a discussion of the principal risks (including financial risk management) facing the Company or the KPIs used to analyse its performance is appropriate for an understanding of its development, performance or financial position.

Approved by the Board on 10 June 2020 and signed on its behalf by:



Clare Salmon
Company secretary

Registered office:
Denton Hall
Denton
Ilkley
West Yorkshire
LS29 0HH

Morfind 2025 Limited (formerly Enserve Group Limited)

Directors' Report for the Period from 2 March 2019 to 28 February 2020

The Directors present their report and the unaudited financial statements for the period from 2 March 2019 to 28 February 2020.

Directors of the Company

The Directors who held office during the period and subsequently were as follows:

David S Hurcomb
Mike Porter

Company secretary

Rachel Clare Salmon

Dividends

No dividend was proposed or paid in respect of the financial period ended 28 February 2020 (2019: £70.9m).

Capital reduction

On 12 February 2019, the Company by way of a Special Resolution reduced its share capital by £2.0m to 2,000,000 ordinary shares of £0.0000005 each and cancelled the capital redemption reserve of £0.1m. This increased the profits available for distribution by the Company in the prior period by £2.1m.

Change of name

The Company changed its name from Enserve Group Limited to Morfind 2025 Limited on 20 April 2020.

Directors' liability insurance

As permitted by the Articles of Association, the Directors have the benefit of an indemnity with XL Insurance Company SE, which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial period and is currently in force. The Company also purchased and maintained throughout the financial period directors' and officers' liability insurance in respect of itself and its Directors.

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial period. 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;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

Morfind 2025 Limited (formerly Enserve Group Limited)

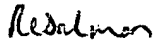
Directors' Report for the Period from 2 March 2019 to 28 February 2020

Directors' responsibilities statement (continued)

The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for 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.

Approved by the Board on 10 June 2020 and signed on its behalf by:



Clare Salmon
Company secretary

Morfind 2025 Limited (formerly Enserve Group Limited)

Profit and Loss Account for the Period from 2 March 2019 to 28 February 2020

| | | 2 March 2019 to 28 February 2020 £m | 1 May 2018 to 1 March 2019 £m |
|---|------|--|--|
| | Note | | |
| Administrative expenses | | | (24.9) |
| Other operating income | | - | 53.6 |
| Operating profit | 2 | - | 28.7 |
| Income from share in Group undertakings | 5 | - | 18.3 |
| Profit before taxation | | - | 47.0 |
| Tax on profit | 4 | - | - |
| Profit for the financial period | | - | 47.0 |

The above results were derived from continuing operations.

The Company has no recognised gains or losses for the period other than the results above.

Morfind 2025 Limited (formerly Enserve Group Limited)

**(Registration number: 3250709)
Balance Sheet as at 28 February 2020**

| | | 28 February 2020 £m | 1 March 2019 £m |
|-----------------------------|------|---------------------------|-----------------------|
| | Note | | |
| Fixed assets | | | |
| Investments | 5 | - | - |
| Net assets | | - | - |
| Capital and reserves | | | |
| Called up share capital | 6 | - | - |
| Total equity | | - | - |

For the period ending 28 February 2020 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of the financial statements.

Approved by the Board on 10 June 2020 and signed on its behalf by:



David S Hurcomb
Director



Mike Porter
Director

Morfind 2025 Limited (formerly Enserve Group Limited)

Statement of Changes in Equity for the Period from 2 March 2019 to 28 February 2020

| | Note | Called up share capital £m | Capital redemption reserve £m | Profit and loss account £m | Total equity £m |
|---------------------------------|-------------|---|--|---|----------------------------|
| At 1 May 2018 | | 2.0 | 0.1 | 21.8 | 23.9 |
| Profit for the financial period | | - | - | 47.0 | 47.0 |
| Capital reduction | 6 | (2.0) | (0.1) | 2.1 | - |
| Dividend | 7 | - | - | (70.9) | (70.9) |
| At 1 March 2019 | | - | - | - | - |
| At 2 March 2019 | | - | - | - | - |
| Profit for the financial period | | - | - | - | - |
| At 28 February 2020 | | - | - | - | - |

The notes on pages 9 to 13 form an integral part of these financial statements.

Morfind 2025 Limited (formerly Enserve Group Limited)

Notes to the Financial Statements for the Period from 2 March 2019 to 28 February 2020

1. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

The Company is a private company limited by shares and is incorporated in England. The address of its registered office is Denton Hall, Denton, Ilkley, West Yorkshire, LS29 0HH.

Statement of compliance

These financial statements are prepared in accordance with Financial Reporting Standards 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' and the Companies Act 2006 including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

The Company adopted the amendments to FRS102 published in the Triennial Review 2017 but they do not have a material effect on the Company's financial statements.

Basis of preparation

These financial statements have been prepared on a going concern basis under the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Group financial statements

The financial statements present information about the Company as an individual undertaking and not about its group. The Company has taken advantage of the exemption from preparing consolidated financial statements as it is itself a subsidiary undertaking.

Exemptions for qualifying entities under FRS102

The Company has taken advantage of the exemption from disclosing the following information in its financial statements as permitted by the reduced disclosure regime within FRS102:

- Section 4 'Statement of Financial Position': reconciliation of the opening and closing number of shares
- Section 7 'Statement of Cash Flows': presentation of a cash flow statement
- Section 33 'Related Party Disclosures': compensation for key management personnel and transactions with other wholly owned members of the Group

The financial statements of the Company are consolidated in the publicly available consolidated financial statements of NG Bailey Group Limited.

Critical accounting judgements and estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect amounts recognised for assets and liabilities at the reporting date and the amounts of revenue and expenses incurred during the reporting period. Actual outcomes may differ from these judgements, estimates and assumptions.

The Directors consider that there are no critical judgements in applying the Company's accounting policies or key estimates and assumptions which may have a significant risk of causing a material adjustment to the carrying value of assets and liabilities recognised by the Company within the next financial period.

Morfind 2025 Limited (formerly Enserve Group Limited)

Notes to the Financial Statements for the Period from 2 March 2019 to 28 February 2020

1. Accounting policies (continued)

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

2. Operating profit

Operating profit is stated after charging/(crediting):

| | 2 March 2019 to 28 February 2020 £m | 1 May 2018 to 1 March 2019 £m |
|--|--|--|
| Impairment of investments | - | 24.9 |
| Provision release against amounts owed by group undertakings | - | (24.9) |
| Profit on sale of investments (note 5) | - | (28.7) |

The Company's audit fees were borne by NG Bailey Group Limited in the prior period. In accordance with SI 2008/489 the Company has not disclosed the fees payable to the Company's auditor for 'other services' as this information is included in the consolidated financial statements of NG Bailey Group Limited.

3. Directors and employees

The Company had no employees during the period (2019: none). No emoluments were paid to the Directors by the Company during the period ended 28 February 2020 (2019: £nil). Details of the remuneration of Directors of the Company who are also Directors of the ultimate holding company, NG Bailey Group Limited, are disclosed in the financial statements of that parent company. It is not practical to allocate the remuneration of such Directors across the companies of the Group.

4. Tax on profit

The tax charge is based on the profit for the period and represents:

| | 2 March 2019 to 28 February 2020 £m | 1 May 2018 to 1 March 2019 £m |
|---|--|--|
| Current taxation: | | |
| Corporation tax charge on profit for the period | - | - |
| Total tax charge | - | - |

Morfind 2025 Limited (formerly Enserve Group Limited)

Notes to the Financial Statements for the Period from 2 March 2019 to 28 February 2020

4. Tax on profit (continued)

The tax assessed for the period is the same as (2019: lower than) the standard rate of corporation tax in the United Kingdom at 19% (2019: 19%). The differences are explained as follows:

| | 2 March 2019 to 28 February 2020 £m | 1 May 2018 to 1 March 2019 £m |
|---|--|--|
| Profit before taxation | - | 47.0 |
| Corporation tax at standard rate of 19% (2019: 19%) | - | 8.9 |
| Income not subject to tax | - | (8.9) |
| Total tax charge | - | - |

A reduction in the main rate of UK corporation tax from 19% to 17% was substantively enacted on 6 September 2016 to take effect from 1 April 2020.

In March 2020, the government announced a planned repeal of the UK corporation tax rate reduction, instead planning to maintain it at 19%. This proposed tax change had not been substantively enacted by the reporting date.

5. Investments

| | Investment in subsidiaries £m |
|--------------------------------------|--|
| Cost | |
| At 28 February 2020 and 2 March 2019 | 24.9 |
| Provisions for impairment | |
| At 28 February 2020 and 2 March 2019 | 24.9 |
| Carrying amount | |
| At 28 February 2020 and 1 March 2019 | - |

Morfind 2025 Limited (formerly Enserve Group Limited)

Notes to the Financial Statements for the Period from 2 March 2019 to 28 February 2020

5. Investments (continued)

Details of undertakings

Details of the investments in which the Company holds any class of share capital are as follows:

| Undertaking | Holding | Proportion of voting rights and shares held | |
|--|----------|---|------|
| | | 2020 | 2019 |
| Subsidiary undertaking | | | |
| Morfind 2026 Limited (formerly H2O Water Services Limited) | Ordinary | 100% | 100% |
| Morfind 2027 Limited (formerly The IT & T Department Limited)* | Ordinary | 100% | 100% |
| Morfind 2028 Limited (formerly NWP Power Systems Limited)* | Ordinary | 100% | 100% |
| Morfind 2029 Limited (formerly NWP Electrical Limited)* | Ordinary | 100% | 100% |
| Morfind 2030 Limited (formerly Agrilek Limited)* | Ordinary | 100% | 100% |

* This is an indirect subsidiary undertaking of the Company.

All of the companies above were incorporated in England and their registered office is Denton Hall, Denton, Ilkley, West Yorkshire, LS29 0HH.

The companies held on 28 February 2020 do not trade and are exempt from audit as dormant companies.

During the prior period, the Company recapitalised two of its subsidiary undertakings increasing its investments by £24.9m. An impairment charge of £24.9m was immediately applied to the carrying value of these investments.

On 13 February 2019, the Company sold its entire holding in The Freedom Group of Companies Ltd. to another Group company for proceeds of £36.3m. The profit on disposal of the fixed asset investment of £28.7m is calculated after deducting the net book value of the investment of £7.6m.

No dividends were received during the period (2019: £18.3m from The Freedom Group of Companies Ltd. prior to its disposal).

6. Called up share capital

Allotted, called up and fully paid shares

| | 28 February 2020 | | 1 March 2019 | |
|------------------------------------|------------------|----|--------------|----|
| | No. | £m | No. | £m |
| Ordinary shares of £0.0000005 each | 2,000,000 | - | 2,000,000 | - |

On 12 February 2019, the Company by way of a Special Resolution reduced its share capital by £2.0m to 2,000,000 ordinary shares of £0.0000005 each.

Morfind 2025 Limited (formerly Enserve Group Limited)

Notes to the Financial Statements for the Period from 2 March 2019 to 28 February 2020

7. Dividend

| | 2 March 2019 to 28 February 2020 £m | 1 May 2018 to 1 March 2019 £m |
|----------------|--|--|
| Final dividend | - | 70.9 |

8. Parent and ultimate parent undertaking

The immediate parent company is Morfind 2024 Limited (formerly Cilantro Acquisitions Limited), a company registered in England.

The ultimate parent company and ultimate controlling party is NG Bailey Group Limited, registered in England, whose financial statements can be obtained from Companies House, Cardiff.

The largest and smallest group in which the Company results are consolidated is NG Bailey Group Limited.