

Directors' Report and
Financial Statements for the Year Ended 31 December 2022
for
Thrive Renewables (HGL) Limited

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for the Year Ended 31 December 2022

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Thrive Renewables (HGL) Limited

Company Information
for the Year Ended 31 December 2022

DIRECTORS:

Matthew Clayton
Katrina Cross
Monika Paplaczuk

REGISTERED OFFICE:

c/o Thrive Renewables Plc
Deanery Road
Bristol
BS1 5AS

REGISTERED NUMBER:

03434297 (England and Wales)

ACCOUNTANTS:

PricewaterhouseCoopers LLP
2 Glass Wharf
Bristol
BS2 0FR

SOLICITORS:

TLT Solicitors LLP
One Redcliff Street
Bristol
BS1 6TP

Directors' Report
for the Year Ended 31 December 2022

The directors present their report with the financial statements of the company for the year ended 31 December 2022.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by Section 415A of the Companies Act 2006.

PRINCIPAL ACTIVITY

The company did not trade during the year.

GOING CONCERN

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Thrive Renewables Plc. The directors have received confirmation that Thrive Renewables Plc intend to support the company for at least one year after these financial statements are signed.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2022 to the date of this report.

Matthew Clayton
Katrina Cross
Monika Paplaczky

Directors' Report
for the Year Ended 31 December 2022

FINANCIAL INSTRUMENTS

The main financial risks arising from the company's activities are liquidity risk, commodity price risk and credit risk.

Liquidity risk

The company's approach to managing liquidity is to ensure, as far as possible, that it has sufficient funds to meet its liabilities when due under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation. It achieves this by monitoring cash flow forecasts on a 'rolling forecast' basis to ensure it has sufficient cash to meet operational needs while maintaining enough headroom on its cash reserves at all times so as not to breach borrowing limits or covenants.

Commodity price risk

The company's operations result in exposure to fluctuations in energy prices. In order to manage this, management ensures that the company enters in to sale contracts where the price is fixed for an extended period. Management also ensures that once the fixed period has concluded, the contract includes a minimum renewal price (a 'floor price'). This ensures that the profits can be maintained at a minimum level to ensure the ongoing profitability of the company.

Credit risk

The company's exposure to credit risk arises from its debtors from customers. At the balance sheet date the directors have concluded that no provision for doubtful debts is necessary and believe that there is no further credit risk.

Directors' Report
for the Year Ended 31 December 2022

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

APPROVED AND SIGNED ON BEHALF OF THE BOARD:



.....
Katrina Cross - Director

Date: 17 August 2023

Statement of Comprehensive Income
for the Year Ended 31 December 2022

	Notes	2022 £	2021 £
TURNOVER		<u>-</u>	<u>-</u>
OPERATING PROFIT and PROFIT BEFORE TAXATION	4	-	-
Tax on profit	5	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		-	-
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>-</u>	<u>-</u>

The notes on pages 8 to 14 form part of these financial statements

Balance Sheet
31 December 2022

	Notes	2022 £	2021 £
FIXED ASSETS			
Investments	7	887,614	887,614
CURRENT ASSETS			
Debtors	8	44	44
CREDITORS			
Amounts falling due within one year	9	<u>(1,175,615)</u>	<u>(1,175,615)</u>
NET CURRENT LIABILITIES		<u>(1,175,571)</u>	<u>(1,175,571)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(287,957)</u>	<u>(287,957)</u>
CAPITAL AND RESERVES			
Called up share capital	10	30,000	30,000
Share premium	11	122,500	122,500
Capital redemption reserve	11	20,000	20,000
Retained earnings	11	<u>(460,457)</u>	<u>(460,457)</u>
SHAREHOLDERS' FUNDS		<u>(287,957)</u>	<u>(287,957)</u>

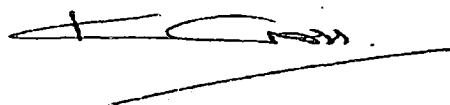
The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2022.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2022 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements on pages 5 to 14 were approved by the Board of Directors and authorised for issue on 17 August 2023 and were signed on its behalf by:



.....
Katrina Cross - Director

The notes on pages 8 to 14 form part of these financial statements

Statement of Changes in Equity
for the Year Ended 31 December 2022

	Called up share capital £	Retained earnings £	Share premium £	Capital redemption reserve £	Total equity £
Balance at 1 January 2021	30,000	(460,457)	122,500	20,000	(287,957)
Changes in equity					
Balance at 31 December 2021	<u>30,000</u>	<u>(460,457)</u>	<u>122,500</u>	<u>20,000</u>	<u>(287,957)</u>
Changes in equity					
Balance at 31 December 2022	<u>30,000</u>	<u>(460,457)</u>	<u>122,500</u>	<u>20,000</u>	<u>(287,957)</u>

The notes on pages 8 to 14 form part of these financial statements

1. STATUTORY INFORMATION

Thrive Renewables (HGL) Limited is a private company, limited by shares. It is domiciled and incorporated in the UK and registered in England & Wales.

The company's registered number and office address can be found on the company information page.

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 financial statements have been prepared under the historical cost convention.

The particular accounting policies adopted, which have been applied consistently throughout the current and the prior financial year, are described below.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2022

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 paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held for Sale and Discontinued Operations;
- the requirements of paragraph 24(6) of IFRS 6 Exploration for and Evaluation of Mineral Resources;
- 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;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture;
- 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.

New standards, amendments and interpretations

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have a material impact on the company's financial statements.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2022

2. ACCOUNTING POLICIES - continued

Financial instruments

Financial assets and financial liabilities are recognised in the company's balance sheet when the company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

On initial recognition, financial assets are classified into held-to-maturity investments held-for-trading; designated as at fair value through profit or loss; loans and receivables; or available-for-sale financial assets.

Debtors

Debtors includes trade receivables, loans and other receivables. Debtors that have fixed or determinable payments that are not quoted in an active market are classified as 'amortised cost'. Debtors are initially measured at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

The Company assesses on a forward looking basis the Expected Credit Losses (ECLs) associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk, and takes into account any collateral the Company holds that would mitigate such losses.

Financial assets, other than those at fair value through profit and loss, are assessed for indicators of impairment at each balance sheet 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 flow of the investment have been affected.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets.

Financial liabilities and equity

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

2. ACCOUNTING POLICIES - continued

Equity instruments

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 recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities "at fair value through profit and loss" or "other financial liabilities".

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date.

Going concern

The financial statements adopt the going concern basis on the grounds that the directors believe the company has adequate resources to continue in operational existence for the foreseeable future.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2022

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Company's accounting policies, which are described in note 2 above, the directors are required to continually evaluate judgements, estimates and assumptions based on historical experience and other factors that are considered to be relevant.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a risk of causing a material adjustment to the carrying amount of assets and liabilities are addressed below.

4. PROFIT BEFORE TAXATION

The company made neither a profit nor a loss, nor any other item of comprehensive income or expense, in the current or previous financial year.

5. TAXATION

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 December 2022 nor for the year ended 31 December 2021.

6. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The company had no employees in either year. The remuneration of the directors was paid by and is dealt with in the financial statements of Thrive Renewables plc. It is not practicable to allocate their remuneration between their services as directors of Thrive Renewables plc and their services as directors of other companies within the Thrive Renewables plc group. The directors are considered to be the key management.

7. INVESTMENTS

	Shares in group undertakings £
COST	
At 1 January 2022	
and 31 December 2022	<u>887,614</u>
NET BOOK VALUE	
At 31 December 2022	<u>887,614</u>
At 31 December 2021	<u>887,614</u>

Notes to the Financial Statements - continued
for the Year Ended 31 December 2022

7. INVESTMENTS - continued

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

Thrive Renewables (HEL) Limited

Registered office: c/o Thrive Renewables Plc, Deanery Road, Bristol, BS1 5AS.

Nature of business: Dormant

Class of shares:	% holding	2022 £	2021 £
Ordinary	100.00		
Aggregate capital and reserves		<u>458,185</u>	<u>458,185</u>

Thrive Renewables (HL) Limited

Registered office: c/o Thrive Renewables Plc, Deanery Road, Bristol, BS1 5AS.

Nature of business: Dormant

Class of shares:	% holding	2022 £	2021 £
Ordinary	100.00		
Aggregate capital and reserves		<u>3,037,268</u>	<u>3,037,268</u>

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Amounts owed by group undertakings	<u>44</u>	<u>44</u>
	<u>44</u>	<u>44</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Amounts owed to group undertakings	<u>1,175,615</u>	<u>1,175,615</u>

The amounts owed to group undertakings are unsecured and interest free.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2022

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value: £1	2022	2021
Number:	Class:		£	£
30,000	Ordinary		<u>30,000</u>	<u>30,000</u>

There have been no changes to share capital in the year.

11. RESERVES

	Retained earnings £	Share premium £	Capital redemption reserve £	Totals £
At 1 January 2022	(460,457)	122,500	20,000	(317,957)
Profit for the year	-	-	-	-
At 31 December 2022	<u>(460,457)</u>	<u>122,500</u>	<u>20,000</u>	<u>(317,957)</u>

	Retained earnings £	Share premium £	Capital redemption reserve £	Totals £
At 1 January 2021	(460,457)	122,500	20,000	(317,957)
Profit for the year	-	-	-	-
At 31 December 2021	<u>(460,457)</u>	<u>122,500</u>	<u>20,000</u>	<u>(317,957)</u>

12. ULTIMATE PARENT COMPANY

Thrive Renewables plc is regarded by the directors as being the company's immediate and ultimate parent undertaking and ultimate controlling party, a company incorporated in England and Wales, and is the smallest and largest group of undertakings to consolidate these financial statements.

Copies of the consolidated financial statements of Thrive Renewables plc can be obtained from the Company Secretary at Deanery Road, Bristol, BS1 5AS.

13. RELATED PARTY DISCLOSURES

As a wholly-owned subsidiary Thrive Renewables plc, the company has taken advantage under Financial Reporting Standard 101 of the exemption from the requirement to disclose related party transactions within the group.