

**REGISTERED NUMBER: 05276947 (England and Wales)**

Strategic Report, Report of the Directors and  
Financial Statements for the Period 1 January 2020 to 30 November 2020  
for  
Knightsbridge Guarding Holdings Limited

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Knightsbridge Guarding Holdings Limited

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for the Period 1 January 2020 to 30 November 2020

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Knightsbridge Guarding Holdings Limited

Company Information  
for the Period 1 January 2020 to 30 November 2020

**DIRECTORS:**

P J G Dickinson  
S C Kirkpatrick  
J M Williams

**SECRETARY:**

Mitie Company Secretarial Services  
Limited

**REGISTERED OFFICE:**

Level 12  
The Shard, 32 London Bridge Street  
London  
SE1 9SG

**REGISTERED NUMBER:**

05276947 (England and Wales)

**INDEPENDENT AUDITORS:**

Grant Thornton UK LLP  
St John's House  
Haslett Avenue West  
Crawley  
RH10 1HS

## Knightsbridge Guarding Holdings Limited

### Strategic Report for the Period 1 January 2020 to 30 November 2020

The directors present their strategic report for the period 1 January 2020 to 30 November 2020.

The company was acquired by Mitie Group plc on the 30th November 2020, at which date the accounting period ended. The following period ends 31st March 2021 in line with Mitie Group companies.

#### **PRINCIPAL ACTIVITY**

The Company's principle activity is that of a holding company.

#### **REVIEW OF BUSINESS**

The company is a wholly owned subsidiary of Mitie FS (UK) Ltd, formerly Interserve FS (UK) Ltd.

The Company's turnover for the period was £nil (31/12/19: £nil). The Company's operating profit from ordinary activities before taxation for the period was £nil (31/12/19: £nil). No dividends were proposed and paid during the period (31/12/19: £nil). No dividends are proposed.

Financial performance is assessed through the key measures of turnover and operating profit, as per the statement of total comprehensive income. Mitie is dedicated to delivering sustainable shareholder value by working in partnership with its clients.

On Saturday 2 May 2020 the main ERP accounting system used by all the UK legal entities in the Division suffered an external cyber security attack which prevented access to the system for a period of 4 months until a suitable backup was recovered. Due to the robust off line procedures and controls put in place during the outage, the financial ledgers were able to be fully rebuilt and these trading statements fully incorporate the trading during this outage period and the balance sheet accurately reflect the assets and liabilities of the company.

On 25 June 2020, Mitie Group plc announced the proposed merger with Interserve Support Services. Completion of the transaction was subject to certain conditions precedent including approval by the Competition and Markets Authority and the Pensions Regulator. Approval was given and the merger was completed on 30 November 2020.

The date for the production of the financial statements was subsequently changed to this 30 November 2020 transaction date. The financial statements will then be changed to align with the Mitie year end of 31 March for future financial periods.

#### **Key Financial and Non-Financial Performance Indicators**

The Mitie Support Services division, of which the Company forms a part, use a scorecard of financial and non-financial key performance indicators (KPIs) to measure critical aspects of performance, which align to the Company's strategic objectives. The KPIs are applied to the most relevant tier, whether that be contract or the division as a whole. These primary targets are to deliver substantial future work and generate strong cash conversion, alongside the wellbeing of everyone working for the Company.

There are no non-financial KPIs for the Company due to the principal activity.

Knightsbridge Guarding Holdings Limited

Strategic Report

for the Period 1 January 2020 to 30 November 2020

**PRINCIPAL RISKS AND UNCERTAINTIES**

The key risks and uncertainties affecting the company are considered to relate to market change due to the ongoing impact of Covid-19 and Brexit, and financial risks. These risks are discussed below.

**Strategic risks**

**COVID-19**

The COVID-19 pandemic has had an unprecedented impact on businesses and economic activity across the world. Almost every business has seen uncertainty in revenues, supplies and employee availability. Failure to monitor, respond to and plan for the ongoing and any future impacts of the COVID-19 pandemic, in particular the effect on employees, customers and the supply chain, could result in severe consequences for the financial health and reputation of the Company's business.

The Company has implemented a process of assessing the impact of the crisis, including the government imposed lockdown measures, seeking to establish new ways of working through the first phase and then starting to look at longer term plans as the UK lockdown starts to ease and business activity returns to more normal levels. To manage the risk, crisis management and business continuity plans have been initiated, government support schemes are being utilised and working groups have been established at the Group level to monitor ongoing impacts and to direct actions.

**Impact of the UK leaving the European Union ('Brexit')**

The lack of clarity of the impact of Brexit on the UK may adversely affect our ability to plan and invest, as well as the availability of labour and materials. The impact of Brexit may also influence the decisions taken by both public and private sector clients on which activities should be outsourced and the amount of discretionary spend available for outsourcing activities. This may result in fewer opportunities for the Company and have a consequential negative impact on our financial performance.

The directors have considered the impact that Brexit may have on the company and considered these in short and longer-term planning. The main areas of risk are related to labour mobility and thus the number of EU nationals within our workforce in the medium to long term, as well as the increase in cost on movement of goods across borders. The Company welcomed the UK Government's agreement with the European Union and the introduction of the 'EU Settlement Scheme'.

The directors believe that this provides significant protections, both for the existing EU workforce within the company, but also will ensure that there is not a material impact on our ability to hire future talent. It is also important to note that the existing number of EU citizens working within the company is relatively small in proportion to other national groups.

The directors are implementing processes to understand and mitigate the impact of increased supply chain costs and have contingency plans in place on material contracts to manage any supply chain disruption.

The company has some small contracts within the EU. Changes to operating parameters arising from the EU-UK Trade and Co-operation Agreement are not expected to have a material impact.

**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.

Knightsbridge Guarding Holdings Limited

Strategic Report  
for the Period 1 January 2020 to 30 November 2020

**Inflation risk**

A proportion of the company's revenue and costs are linked to inflation. The majority of contracts allow any inflationary movement to be passed on to the end customer allowing the company to maintain its margin.

**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.

**Finance risk**

The Company does not enter into any hedging instruments, or any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The Company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall Mitie Group plc financing arrangements.

**ENVIRONMENTAL IMPACT**

It is the 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 established training programmes in place. This provides 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.

**GOING CONCERN**

The financial statements have been prepared on a going concern basis. The Company participates in the Group's centralised treasury arrangements and shares banking arrangements with Mitie Group plc, its ultimate parent, and with fellow subsidiaries. The Directors have received a letter of support from the directors of Mitie Group plc to confirm provision of adequate financial resources to the Company for a period of not less than twelve months from the date of approval of the Company's statutory financial statements for the period ended 30 November 2020 to ensure that the Company can meet its liabilities as they fall due.

On 30 November 2020, Mitie Group plc and its subsidiaries (the 'Group') announced the completion of the acquisition of Interservefm (Holdings) Limited. The going concern assessment has therefore been performed for the combined entity.

In adopting the going concern basis, the Directors have considered the Company's business activities as set out on page 2 and the principal risks and uncertainties as set out on pages 3 to 4.

Knightsbridge Guarding Holdings Limited

Strategic Report  
for the Period 1 January 2020 to 30 November 2020

The Directors have carried out an assessment on the Company's ability to continue as a going concern for the period of at least 12 months from the date of approval of the financial statements. This assessment has involved the review of medium-term cash forecasts based on the Group's Five Year Cash Flow model ('the Group cash flow model'), which includes the ongoing impact of COVID-19 on each of the Group's operations. These base case forecasts indicate that the debt facilities currently in place are adequate to support the Group over the going concern assessment period.

The Group's principal debt financing arrangements are a £250m revolving credit facility, which expires on 16 December 2022 of which £241.4m was undrawn at 31 March 2021, and £151.5m of US private placement notes (being the repayment amount after taking account of the cross-currency swaps hedging the principal amount), of which £121.5m are repayable in December 2022 and the remaining £30.0m in December 2024. These financing arrangements are subject to certain financial covenants which are tested every six months on a rolling 12-month basis. Mitie currently operates within the terms of its agreements with its lenders, with net cash as at 31 March 2021 on a pre IFRS 16 basis of £19.7m and liquidity headroom in excess of £400m. The base case forecasts indicate that the Group will continue to operate within these terms and that the headroom provided by the Group's strong cash position and the debt facilities currently in place is adequate to support the Group over the going concern assessment period.

The Directors have also completed reverse stress tests against the Group cash flow model to assess the point at which the covenants, or facility headroom, would be breached. The sensitivities considered have been chosen after considering the Group's principal risks and uncertainties.

The primary financial risks from adverse changes in the economic environment and / or a deterioration in commercial or operational conditions are listed below. These risks have been considered specifically in the context of the potential further impact of COVID-19, taking into account the recent success of the vaccine roll-out, easing of restrictions and improvements in the economy:

- A downturn in revenues: this reflects the risks of not being able to deliver services to existing customers, or contracts being terminated or not renewed;
- A deterioration of gross margin: this reflects the risks of contracts being renegotiated at lower margins, or planned cost savings not being delivered;
- Lack of planned overhead savings: this reflects the risks of planned overhead cost savings, including the integration synergies identified as a result of the Interserve acquisition, not being delivered;
- Downturn in cash generation: this reflects the risks of customers delaying payments due to liquidity constraints, or the removal of ancillary debt facilities.

As a result of completing this assessment, the Directors considered the likelihood of the reverse stress scenarios arising to be remote. In reaching the conclusion of remote, the Directors considered the following:

- Reviewing how the Group has traded since the impact of COVID-19 started, up to the end of March 2021 and in light of the continued easing of UK lockdown measures and anticipated economic recovery.
- All reverse stress test scenarios would require a very severe deterioration compared to the base case. For example, revenue would need to decline by approximately 20% in FY 21/22 compared to the base case, which is considered to be very severe given the high proportion of Mitie's revenue that is fixed in nature and the fact that in a COVID-hit period, Mitie's revenue excluding Interserve declined by only 1.6% in FY20/21.

Knightsbridge Guarding Holdings Limited

Strategic Report

for the Period 1 January 2020 to 30 November 2020

- In the event that results started to trend significantly below those included in the Group cash flow model, additional mitigation actions have been identified that would be implemented, which are not factored into the reverse stress test scenarios. These include cancellation of discretionary bonuses and reduced discretionary spend, including capital investments.

Based on these assessments, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of no less than 12 months from the date of approval of these financial statements. In addition, in respect of material uncertainty, the Directors consider that this is remote.

**EMPLOYEE INVOLVEMENT & DISABLED EMPLOYEES**

The group recognises the importance of good communications and ensures that employees are informed of matters affecting them as appropriate.

Applications for employment by disabled persons are given full and fair consideration for all vacancies in accordance with their particular aptitudes and abilities. In the event of employees becoming disabled, every effort is made to retrain them in order that their employment within the group may continue.

**ON BEHALF OF THE BOARD:**

*J M Williams*

J M Williams - Director

29 May 2021



Knightsbridge Guarding Holdings Limited

Report of the Directors  
for the Period 1 January 2020 to 30 November 2020

The directors present their report with the financial statements of the company for the period 1 January 2020 to 30 November 2020.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the period under review was that of a holding company for Mitie Security (Knightsbridge) Limited. The principal activity of the subsidiary company is the provision of security services. The directors expect that this will continue to be the principal activity of the group for the foreseeable future.

Certain requirements of the Strategic Report, including the principal risks and uncertainties of the company, and going concern are not included within the report of the Directors as they are shown in the Strategic Report on pages 2 - 6.

**DIVIDENDS**

A dividend of £nil (31/12/19: £nil) was paid during the period. No further dividends are proposed.

**DIRECTORS**

The directors who have held office during the period from 1 January 2020 to the date of this report are as follows:

P J G Dickinson - appointed 30 November 2020  
S C Kirkpatrick - appointed 30 November 2020  
Mrs L C Mawdsley - resigned 30 November 2020

J M Williams was appointed as a director after 30 November 2020 but prior to the date of this report.

P G Clark and J P Flanagan ceased to be directors after 30 November 2020 but prior to the date of this report.

Knightsbridge Guarding Holdings Limited

Report of the Directors  
for the Period 1 January 2020 to 30 November 2020

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report and 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 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.

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 and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

The directors confirm that:

(1) So far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and

(2) the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant information and to establish that the company's auditor is aware of that information.

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

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss. Having taken advice from the Audit Committee, 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.

Knightsbridge Guarding Holdings Limited

Report of the Directors  
for the Period 1 January 2020 to 30 November 2020

**AUDITORS**

The auditors, Grant Thornton UK LLP, were re-appointed following the Annual General Meeting to conduct the audit for the period ending 30 November 2020.

It is proposed that Grant Thornton LLP will be reappointed as statutory auditors to the company for the period ending 31st March 2021.

**ON BEHALF OF THE BOARD:**

*J M Williams*

J M Williams - Director

29 May 2021

Independent Auditors' Report to the Members of  
Knightsbridge Guarding Holdings Limited

**Opinion**

We have audited the financial statements of Knightsbridge Guarding Holdings Limited (the 'company') for the period from 1 January 2020 to 30 November 2020, which comprise the Income Statement, the Statement of Other Comprehensive Income, the Balance Sheet, the 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 (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2020 and of its result for the period 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.

Independent Auditors' Report to the Members of  
Knightsbridge Guarding Holdings Limited

**Conclusions relating to going concern**

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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

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

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

**Other information**

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

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  
Knightsbridge Guarding 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 period 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.

**Matter on which we are required to report under the Companies Act 2006**

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

**Matters on which we are required to report by exception**

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

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

**Responsibilities of directors**

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

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

Independent Auditors' Report to the Members of  
Knightsbridge Guarding Holdings Limited

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

*How we obtained an understanding of the legal and regulatory framework*

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and industry in which it operates through our commercial and sector experience; making enquiries of management including the company's legal counsel, Commercial Directors responsible for legal and contractual compliance procedures, those charged with governance and inspection of the company's legal correspondence. We corroborated our enquiries through our review of board minutes; other relevant correspondence received from legal advisors, regulatory bodies and customers; and discussed relevant matters directly with the company's external legal advisors.

*Which laws and regulations we identified as being significant in the context of the company*

- Through the understanding that we obtained, we determined the most significant legal and regulatory frameworks which are directly relevant to specific assertions in the financial statements are those related to the reporting frameworks including United Kingdom Accounting Standards including Financial Reporting Standard 101 'Reduced Disclosure Framework'; the Companies Act 2006; Contract Law; GDPR requirements; and the relevant taxation legislation.

*How we assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur*

- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by considering management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risks were in relation to the estimation and judgemental areas of the valuation of investments in subsidiary undertakings and through management override of controls. We also considered the risk of fraud to be higher within the period impacted by the cyber breach described in the Strategic Report.

- Our audit procedures included:

Independent Auditors' Report to the Members of  
Knightsbridge Guarding Holdings Limited

- Making enquiries of management concerning the company's policies and procedures relating to the identification, evaluation and compliance with laws and regulations, the detection and response to the risks of fraud and the establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations. We also enquired with management and those charged with governance whether they were aware of any instances of non-compliance with laws and regulations, or whether they had any knowledge of actual, suspected, or alleged fraud.
- Gaining an understanding of the controls that management has in place to prevent and detect fraud;
- Challenging significant accounting assumptions, estimates and judgements made by management, including those relevant to the areas of contract accounting and associated provisions;
- Performing additional substantive testing over the completeness and accuracy of data recorded during the period impacted by the cyber breach;
- Using data interrogation software and our understanding of the company to identify and test large or unusual journal entries which may indicate a higher risk of fraud;
- Gaining an understanding of and testing significant identified related party transactions;
- Assessing the extent of compliance with the relevant laws and regulations as part of our audit procedures on the related financial statement item; and
- Performing audit procedures to consider the compliance of disclosures in the financial statements with applicable financial reporting requirements.
- Our audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

*How we assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations*

- Our assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
  - Knowledge of the industry in which the company operates; and
  - Understanding of the relevant legal and regulatory frameworks specific to the company including: the provisions of the applicable legislation; the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules; and the applicable statutory provisions.

*Which matters about non-compliance with laws and regulations and fraud were communicated with the audit team*

- Communications within the audit team in respect of potential non-compliance with laws and regulations and fraud included the potential for fraud in relation to the estimation and judgemental areas of estimation and judgemental areas of the valuation of investments in subsidiary undertakings and through management override of controls in the preparation of the financial statements. We also communicated within the team in respect of the risk of fraud being higher within the period impacted by the cyber breach described in the Strategic Report.



Independent Auditors' Report to the Members of  
Knightsbridge Guarding Holdings Limited

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken 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.

*Grant Thornton UK LLP*

Jonathan Maile BSc (Hons) FCA (Senior Statutory Auditor)  
for and on behalf of Grant Thornton UK LLP  
St John's House  
Haslett Avenue West  
Crawley  
RH10 1HS

29 May 2021

Knightsbridge Guarding Holdings LimitedStatement of Total Comprehensive Income  
for the Period 1 January 2020 to 30 November 2020

	Notes	Period 1/1/20 to 30/11/20 £'000	Period 31/10/18 to 31/12/19 £'000
<b>TURNOVER</b>		— -	— -
<b>OPERATING PROFIT and PROFIT BEFORE TAXATION</b>	4	-	-
Tax on profit	5	— -	— -
<b>PROFIT FOR THE FINANCIAL PERIOD</b>		-	-
<b>OTHER COMPREHENSIVE INCOME</b>		— -	— -
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		— -	— -

The notes form part of these financial statements

Knightsbridge Guarding Holdings LimitedBalance Sheet  
30 November 2020

	Notes	30/11/20 £'000	31/12/19 £'000
<b>FIXED ASSETS</b>			
Investments	6	100	100
<b>CREDITORS</b>			
Amounts falling due within one year	7	<u>(75)</u>	<u>(75)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(75)</u>	<u>(75)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>25</u>	<u>25</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	-	-
Share premium		<u>25</u>	<u>25</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>25</u>	<u>25</u>

The financial statements were approved by the Board of Directors and authorised for issue on 29 May 2021 and were signed on its behalf by:

*J M Williams*

J M Williams - Director

The notes form part of these financial statements

Knightsbridge Guarding Holdings LimitedStatement of Changes in Equity  
for the Period 1 January 2020 to 30 November 2020

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Total equity £'000
<b>Balance at 31 October 2018</b>	-	-	25	25
<b>Changes in equity</b>				
<b>Balance at 31 December 2019</b>	-	-	25	25
<b>Changes in equity</b>				
<b>Balance at 30 November 2020</b>	-	-	25	25

The notes form part of these financial statements

Knightsbridge Guarding Holdings Limited

Notes to the Financial Statements  
for the Period 1 January 2020 to 30 November 2020

**1. STATUTORY INFORMATION**

Knightsbridge Guarding Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

**2. ACCOUNTING POLICIES**

**Basis of preparation**

Knightsbridge Guarding Holdings Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the company's operation and its principal activities are set out in the strategic report on pages 2 - 6.

These financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared on the historical cost basis.

The Company is exempt from the preparation of consolidated financial statements, because it is included in the Group accounts of Interserve Group Limited and subsequently following the sale it is included in consolidated accounts of Mitie Group PLC. Details of the parent whose consolidated financial statements the Company is included are shown in note 11 to the financial statements.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under this standard in relation to business combinations, non-current assets held for sale, financial instruments, revenue from contracts with customers, capital management, presentation of comparative information in respect of share capital and certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions.

Knightsbridge Guarding Holdings Limited

Notes to the Financial Statements - continued  
for the Period 1 January 2020 to 30 November 2020

**2. ACCOUNTING POLICIES - continued**  
**Going concern**

The financial statements have been prepared on a going concern basis. The Company participates in the Group's centralised treasury arrangements and shares banking arrangements with Mitie Group plc, its ultimate parent, and with fellow subsidiaries. The Directors have received a letter of support from the directors of Mitie Group plc to confirm provision of adequate financial resources to the Company for a period of not less than twelve months from the date of approval of the Company's statutory financial statements for the period ended 30 November 2020 to ensure that the Company can meet its liabilities as they fall due.

On 30 November 2020, Mitie Group plc and its subsidiaries (the 'Group') announced the completion of the acquisition of Interservefm (Holdings) Limited. The going concern assessment has therefore been performed for the combined entity.

In adopting the going concern basis, the Directors have considered the Company's business activities as set out on page 2 and the principal risks and uncertainties as set out on pages 3 to 4.

The Directors have carried out an assessment on the Company's ability to continue as a going concern for the period of at least 12 months from the date of approval of the financial statements. This assessment has involved the review of medium-term cash forecasts based on the Group's Five Year Cash Flow model ('the Group cash flow model'), which includes the ongoing impact of COVID-19 on each of the Group's operations. These base case forecasts indicate that the debt facilities currently in place are adequate to support the Group over the going concern assessment period.

The Group's principal debt financing arrangements are a £250m revolving credit facility, which expires on 16 December 2022 of which £241.4m was undrawn at 31 March 2021, and £151.5m of US private placement notes (being the repayment amount after taking account of the cross-currency swaps hedging the principal amount), of which £121.5m are repayable in December 2022 and the remaining £30.0m in December 2024. These financing arrangements are subject to certain financial covenants which are tested every six months on a rolling 12-month basis. Mitie currently operates within the terms of its agreements with its lenders, with net cash as at 31 March 2021 on a pre IFRS 16 basis of £19.7m and liquidity headroom in excess of £400m. The base case forecasts indicate that the Group will continue to operate within these terms and that the headroom provided by the Group's strong cash position and the debt facilities currently in place is adequate to support the Group over the going concern assessment period.

The Directors have also completed reverse stress tests against the Group cash flow model to assess the point at which the covenants, or facility headroom, would be breached. The sensitivities considered have been chosen after considering the Group's principal risks and uncertainties.

The primary financial risks from adverse changes in the economic environment and / or a deterioration in commercial or operational conditions are listed below. These risks have been considered specifically in the context of the potential further impact of COVID-19, taking into account the recent success of the vaccine roll-out, easing of restrictions and improvements in the economy:

Knightsbridge Guarding Holdings Limited

Notes to the Financial Statements - continued  
for the Period 1 January 2020 to 30 November 2020

**2. ACCOUNTING POLICIES - continued**

- A downturn in revenues: this reflects the risks of not being able to deliver services to existing customers, or contracts being terminated or not renewed;
- A deterioration of gross margin: this reflects the risks of contracts being renegotiated at lower margins, or planned cost savings not being delivered;
- Lack of planned overhead savings: this reflects the risks of planned overhead cost savings, including the integration synergies identified as a result of the Interserve acquisition, not being delivered;
- Downturn in cash generation: this reflects the risks of customers delaying payments due to liquidity constraints, or the removal of ancillary debt facilities.

As a result of completing this assessment, the Directors considered the likelihood of the reverse stress scenarios arising to be remote. In reaching the conclusion of remote, the Directors considered the following:

- Reviewing how the Group has traded since the impact of COVID-19 started, up to the end of March 2021 and in light of the continued easing of UK lockdown measures and anticipated economic recovery.
- All reverse stress test scenarios would require a very severe deterioration compared to the base case. For example, revenue would need to decline by approximately 20% in FY 21/22 compared to the base case, which is considered to be very severe given the high proportion of Mitie's revenue that is fixed in nature and the fact that in a COVID-hit period, Mitie's revenue excluding Interserve declined by only 1.6% in FY20/21.
- In the event that results started to trend significantly below those included in the Group cash flow model, additional mitigation actions have been identified that would be implemented, which are not factored into the reverse stress test scenarios. These include cancellation of discretionary bonuses and reduced discretionary spend, including capital investments.

Based on these assessments, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of no less than 12 months from the date of approval of these financial statements. In addition, in respect of material uncertainty, the Directors consider that this is remote.

Knightsbridge Guarding Holdings Limited

Notes to the Financial Statements - continued  
for the Period 1 January 2020 to 30 November 2020

**2. ACCOUNTING POLICIES - continued**

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

In the preparation of the financial statements, management make certain judgements and estimates that impact the financial statements. While these judgements are continually reviewed the facts and circumstances underlying these judgements may change resulting in a change to the estimates that could impact the results of the company. Both critical accounting judgements and the key sources of estimation uncertainty are discussed in more detail below:

**Critical accounting judgements**

In the preparation of the financial statements, whilst management make certain judgements, there are no critical accounting judgements contained within these accounts. please see below for key estimates.

**Key sources of estimation uncertainty**

In the preparation of the financial statements, management makes estimates that impact the financial statements. While these estimates are continually reviewed the facts and circumstances underlying these estimates may change resulting in a change that could impact the results of the company. In particular:

**Investments**

The valuation of the investments is based upon forecast profitability and related cash flows of the investments and discounting of these to net present value. The forecasts are based upon the directors estimation of factors that will impact the profitability and cash flows which involve significant estimation and uncertainty. The discount rate is based upon the Group discount rate and whilst it is the directors view that this is an appropriate discount factor, there could be factors that impact the individual investments which could require an adjustment to the discount rate.

**Accounting standards that are newly effective in the current period**

There are no new and mandatorily effective standards in the period that would have a material impact on the financial statements.

**Taxation**

Current tax, including UK corporation 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 period. Taxable profit differs from net profit as reported in the statement of total 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.

**Fixed asset investments**

Fixed asset investments, including investments in subsidiaries, are shown at cost less provision for impairment.

**3. EMPLOYEES AND DIRECTORS**

**Employees**

There were no employees and therefore no staff costs during the current or last period.



Knightsbridge Guarding Holdings LimitedNotes to the Financial Statements - continued  
for the Period 1 January 2020 to 30 November 2020

	Period 1/1/20 to 30/11/20 £	Period 01/1/19 to 31/12/19 £
Directors' remuneration	-	-

The following Directors are also Directors or employees of another Group company. They are/were remunerated by the company shown. It is not considered practicable to allocate their remuneration between their services as Directors of this Company and as Directors or employees of other Group companies.

Director	Remunerated by	Disclosed by
S C Kirkpatrick	Mitie Limited	Mitie Limited
P J G Dickinson	Mitie Limited	Mitie Limited
L Mawdsley	Mitie FM Services Limited*	Mitie FM Services Limited*
P Clark	Mitie FM Services Limited*	Mitie FM Services Limited*

\*formerly known as Interservefm Limited

#### 4. **PROFIT BEFORE TAXATION**

Audit fees £500 were borne by Mitie FM Services Limited for 30/11/20 and (31/12/19: £500).

#### 5. **TAXATION**

##### **Analysis of tax expense**

No liability to UK corporation tax arose for the period ended 30 November 2020 nor for the period ended 31 December 2019.

#### 6. **INVESTMENTS**

	Shares in group undertakin £'000
<b>COST</b>	
At 1 January 2020 and 30 November 2020	100
<b>NET BOOK VALUE</b>	
At 30 November 2020	100
At 31 December 2019	100

Knightsbridge Guarding Holdings LimitedNotes to the Financial Statements - continued  
for the Period 1 January 2020 to 30 November 2020**6. INVESTMENTS - continued**

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

**Mitie Security (Knightsbridge) Limited**

Registered office:

Nature of business: Security Services.

	%
Class of shares:	holding
Ordinary	100.00

**Impairment of investments**

The cost of investments is valued at or below the net asset value of the subsidiaries held. The key assumption is that these net assets are recoverable at their book value which would generate cash flows equal to their carrying value.

Due to the use of net assets for valuation no value in use calculation has been performed and sensitivity analysis has not been prepared. There are no indicators of impairment to consider.

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

	30/11/20	31/12/19
	£'000	£'000
Amounts owed to group undertakings	<u>75</u>	<u>75</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand. Intra group trade balances are amounts arising from the company trading with other entities within the group.

**8. CALLED UP SHARE CAPITAL****Allotted, issued and fully paid:**

Number:	Class:	Nominal value:	30/11/20	31/12/19
			£	£
1,000	Ordinary	£0.10	105	105
500	Ordinary A	£0.01	<u>-</u>	<u>-</u>
			<u>105</u>	<u>105</u>

The Ordinary A shares do not entitle the holders thereof to vote or receive dividends. There are no restrictions in place on ordinary shares.

**Share premium**

The value of £25k relates to shares that were issued in the period ending 31 December 2010 at a premium.

Knightsbridge Guarding Holdings Limited

Notes to the Financial Statements - continued  
for the Period 1 January 2020 to 30 November 2020

**9. CONTINGENT LIABILITIES**

**Financial commitments**

The Company has provided financial and performance guarantees, issued by financial institutions on its behalf, amounting to £nil as at 30 November 2020. At 31 December 2019, the Company gave guarantees covering banking facilities made available to the parent and fellow subsidiary undertakings amounting to £319,188k.

**10. RELATED PARTY DISCLOSURES**

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries within the Group.

**11. ULTIMATE CONTROLLING PARTY**

Mitie FS (UK) Limited, a company registered in England and Wales is the company regarded by the directors as the immediate parent company.

As at 30 November 2020, Mitie Group plc, a company registered in Scotland 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 Mitie Group plc can be obtained via the Mitie website at [www.mitie.com](http://www.mitie.com).