

Company Registration No. 06544475 (England and Wales)

**WP MIDCO3 LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2020**



# WP MIDCO3 LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	A Griffith	
	E Wieffering	(Appointed 1 February 2021)
	J Van Der Zanden	(Appointed 25 March 2021)
<b>Company number</b>	06544475	
<b>Registered office</b>	Profile West 950 Great West Road Brentford Middlesex TW8 9ES	
<b>Independent auditor</b>	PricewaterhouseCoopers LLP 40 Clarendon Road Watford Hertfordshire WD17 1JJ	

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# WP MIDCO3 LIMITED

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# WP MIDCO3 LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2020

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The directors present their annual report and audited financial statements for the year ended 31 December 2020.

#### Going concern

The directors are required to prepare the Shilton Midco 2 Group's financial statements on the going concern basis, unless it is inappropriate to presume that the Group will continue in business. In considering going concern, the directors have reviewed the Group's ability to service its existing debt from the viewpoint of liquidity and covenant compliance.

The Group continues to be financed by a combination of debt and equity funding, with total bank debt including interest payable of £541.1m (2019: £498.1m), preference shares including accrued interest of £307.3m (2019: £294.8m) and finance lease obligations of £33.9m (2019: £38.4m) at 31 December 2020. In addition, at 31 December 2020 the Group has undrawn committed revolving credit facilities of £60m (2019: £60.0m) and a drawn committed acquisition facilities of €20m (2019: undrawn €20m). The Group does not have bank debt or preference share repayment obligations to meet within the next 12 months, and neither does it have financial covenants to meet, except where the revolving credit facility is more than 40% drawn, which is not the case at 31 December 2020.

The COVID-19 outbreak has a macro-economic impact on the industrial market that Safetykleen operates in. There was a reduction in service levels in Q2 2020, as certain customers closed fully or partially. However Safetykleen's branches remained open throughout the year and most customers reopened in Q3. The Group's financial position remains strong, with £88.4m operating cash generated in the year, £31.4m cash on the balance sheet at the 31 December 2020, and undrawn revolving credit facilities of £60m. The £60m revolving credit facilities are subject to a covenant that the Group must have a net debt to EBITDA ratio of less than 9.25x if the facility is more than 40% drawn (the ratio at 31 December 2020 was 6.1x). There are no other financial covenants on the Group's bank facilities. This liquidity has been compared to financial projections for the Group using reasonable assumptions, and an assessment made of the headroom to manage a downside scenario. Investment in sales and marketing is anticipated over the next 12 months to accelerate growth. The financial projections over this period indicate a strong net cashflow position, even when a downside scenario is assumed (being zero growth in our Book of Business, lower % of machine service revenue realised from the book of business, other revenue in line with 2020, and extended payment days from our customers).

The company has received a Letter of Support from its ultimate parent undertaking, Shilton Midco 2 Limited, confirming support to enable the company to meet its liabilities when they fall due for a period of at least 12 months from the date of approval of financial statements. With the current liquidity position of the Group, the robust performance of the business in 2020, and the strength of the business model, the Directors consider that it is appropriate to prepare the accounts on a Going Concern basis.

#### Directors

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

A Griffith	
E Wieffering	(Appointed 1 February 2021)
J Van Der Zanden	(Appointed 25 March 2021)
M Oldersma	(Appointed 2 July 2020 and resigned 1 February 2021)
P Manguy	(Resigned 2 July 2020)

#### Results and dividends

The results for the year are set out on page 6. The Company's profit for the financial year is £19,303,000 (2019: £18,549,000). The directors do not recommend the payment of a dividend (2019: £nil). At the end of the year the Company had net assets of £454,688,000 (2019: £435,385,000).

#### Directors' insurance

The Group provided the Directors and Officers with liability insurance for the year. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently.

## WP MIDCO3 LIMITED

### DIRECTORS' REPORT (CONTINUED)

#### FOR THE YEAR ENDED 31 DECEMBER 2020

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##### Future developments

The Company will continue in its role as a holding company for the Group for the foreseeable future.

##### Independent auditors

In accordance with the company's articles, a resolution proposing that PricewaterhouseCoopers LLP be reappointed as auditor of the company will be put at a General Meeting.

##### Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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.

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.

##### Directors' confirmations

In the case of each director in office at the date the director's report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they 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 auditors are aware of that information.

##### Financial risk management

For information relating to the Group's financial risk management policy please refer to the consolidated financial statements of the ultimate parent company. The consolidated financial statements of Shilton Midco 2 Limited can be obtained from Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.

##### Strategic report

The company has taken advantage of section 414B of the Companies Act 2006 not to include a strategic report in these financial statements. This report has been prepared in accordance with the special provisions relating to small companies with part 15 of the Companies Act of 2006.

On behalf of the board

DocuSigned by:  
  
A Griffith  
Director

29 July 2021

# Independent auditors' report to the members of WP Midco3 Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, WP Midco3 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2020; the profit and loss account and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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**

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 auditors' 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.

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate accounting entries to manipulate financial results and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- discussions with management and those charged with governance, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- evaluation of management's controls designed to prevent and detect irregularities;
- auditing the risk of management override of controls and testing accounting estimates;
- reviewing minutes of meetings of those charged with governance;
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## **Other required reporting**

### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Emma Sowerby (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Watford  
29 July 2021



# WP MIDCO3 LIMITED

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2020

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		Year ended 31 December 2020 £'000	Year ended 31 December 2019 £'000
	Note		
Interest receivable and similar income	5	19,439	21,071
Interest payable and similar expenses	6	-	(94)
		<hr/>	<hr/>
Profit before taxation		19,439	20,977
Tax on profit	7	(136)	(2,428)
		<hr/>	<hr/>
<b>Profit for the financial year</b>		<b>19,303</b>	<b>18,549</b>
		<hr/> <hr/>	<hr/> <hr/>

There are no recognised gains and losses other than those passing through the profit and loss account. Consequently a statement of comprehensive income has not been prepared.

The notes on pages 9 to 19 form an integral part of these financial statements.

**WP MIDCO3 LIMITED****BALANCE SHEET****AS AT 31 DECEMBER 2020**

	Notes	£'000	2020 £'000	£'000	2019 £'000
<b>Fixed assets</b>					
Investments	8		10,000		10,000
<b>Current assets</b>					
Deferred tax asset		-		136	
Debtors	10	446,331		426,892	
Cash at bank and in hand		1		1	
		<u>446,332</u>		<u>427,029</u>	
<b>Creditors: amounts falling due within one year</b>	11	<u>(1,644)</u>		<u>(1,644)</u>	
<b>Net current assets</b>			<u>444,688</u>		<u>425,385</u>
<b>Total assets less current liabilities</b>			<u>454,688</u>		<u>435,385</u>
<b>Capital and reserves</b>					
Called up share capital	12		267,900		267,900
Profit and loss reserves			<u>186,788</u>		<u>167,485</u>
<b>Total equity</b>			<u>454,688</u>		<u>435,385</u>

The notes on pages 9 to 19 form an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 29 July 2021 and are signed on its behalf by:

DocuSigned by:

*Andrew Griffith*

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A Griffith

Director

Company Registration No. 06544475

# WP MIDCO3 LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

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	Called-up share capital £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 January 2019	267,900	148,936	416,836
Year ended 31 December 2019:			
Profit for the financial year	-	18,549	18,549
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2019	267,900	167,485	435,385
Year ended 31 December 2020:			
Profit for the financial year	-	19,303	19,303
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2020	<u>267,900</u>	<u>186,788</u>	<u>454,688</u>

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies

#### Company information

WP Midco3 Limited is a private company limited by shares incorporated in England and Wales. The registered office is Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES.

#### 1.1 Accounting convention

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

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

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

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': Interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The company is a wholly owned subsidiary of WP Midco2 Limited, and of its ultimate parent, Shilton Midco 2 Limited. It is included in the consolidated financial statements of Shilton Midco 2 Limited which are publicly available. The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Shilton Midco 2 Limited. The address of the parent's registered office is Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES.

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

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#### 1 Accounting policies

(Continued)

##### 1.2 Going concern

The directors are required to prepare the Group's financial statements on the going concern basis, unless it is inappropriate to presume that the Group will continue in business. In considering going concern, the directors have reviewed the Group's ability to service its existing debt from the viewpoint of liquidity and covenant compliance.

The Group continues to be financed by a combination of debt and equity funding, with total bank debt including interest payable of £541.1m (2019: £498.1m), preference shares including accrued interest of £307.3m (2019: £294.8m) and finance lease obligations of £33.9m (2019: £38.4m) at 31 December 2020. In addition, at 31 December 2020 the Group has undrawn committed revolving credit facilities of £60m (2019: £60.0m) and a drawn committed acquisition facilities of €20m (2019: undrawn €20m). The Group does not have bank debt or preference share repayment obligations to meet within the next 12 months, and neither does it have financial covenants to meet, except where the revolving credit facility is more than 40% drawn, which is not the case at 31 December 2020.

The COVID-19 outbreak has a macro-economic impact on the industrial market that Safetykleen operates in. There was a reduction in service levels in Q2 2020, as certain customers closed fully or partially. However Safetykleen's branches remained open throughout the year and most customers reopened in Q3. The Group's financial position remains strong, with £88.4m operating cash generated in the year, £31.4m cash on the balance sheet at the 31 December 2020, and undrawn revolving credit facilities of £60m. The £60m revolving credit facilities are subject to a covenant that the Group must have a net debt to EBITDA ratio of less than 9.25x if the facility is more than 40% drawn (the ratio at 31 December 2020 was 6.1x). There are no other financial covenants on the Group's bank facilities. This liquidity has been compared to financial projections for the Group using reasonable assumptions, and an assessment made of the headroom to manage a downside scenario. Investment in sales and marketing is anticipated over the next 12 months to accelerate growth. The financial projections over this period indicate a strong net cashflow position, even when a downside scenario is assumed (being zero growth in our Book of Business, lower % of machine service revenue realised from the book of business, other revenue in line with 2020, and extended payment days from our customers).

The company has received a Letter of Support from its ultimate parent undertaking, Shilton Midco 2 Limited, confirming support to enable the company to meet its liabilities when they fall due for a period of at least 12 months from the date of approval of financial statements. With the current liquidity position of the Group, the robust performance of the business in 2020, and the strength of the business model, the Directors consider that it is appropriate to prepare the accounts on a Going Concern basis.

##### 1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

##### 1.4 Cash at bank and in hand

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

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies

(Continued)

#### 1.5 Financial instruments

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

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

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

##### **Basic financial assets**

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

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### 1.6 Equity instruments

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

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

#### 1.7 Taxation

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

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

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### 1 Accounting policies

(Continued)

#### **Current tax**

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

#### **Deferred tax**

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

### 1.8 Foreign exchange

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

### 1.9 Interest income and expense

Interest income and expense is recognised in the profit and loss account using the effective interest method.

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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### 2 Judgements and key sources of estimation uncertainty

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

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

#### **Critical judgements**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below:

#### ***Impairment of investments***

FRS 102 requires management to estimate the recoverable amount of an asset or group of assets. Recoverable amount represents the higher of value in use and fair value less costs to sell.

Value in use represents the net present value of the cash flows expected to arise from an asset or group of assets and its calculation requires management to estimate those cash flows and to apply a discount rate to them.

Cash flows are estimated by applying assumptions to budget sales, costs and overheads over a five year forecast period and by applying a perpetuity growth rate to the future forecast cashflows.

Cash flows are discounted using a discount rate based on the Group's weighted average cost of capital adjusted for risks specific to the asset or group of assets. The weighted average cost of capital is affected by estimates of interest rates, equity returns and market and country related risks.

At 31 December 2020 the carrying value of investments is disclosed in note 8. Based on management's assessment and judgement, there are no indications of impairment or changes in circumstances indicating that the carrying value of its investments may not be recoverable. If cash flow or discount rate assumptions were to change, impairment losses may be recognised in the future.



# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 3 Auditors' remuneration

	2020 £'000	2019 £'000
During the year the Company obtained the following services from its auditors PricewaterhouseCoopers LLP, at costs detailed below:		
<b>For audit services</b>		
Audit of the financial statements of the company	4	4

The audit fee for the year is borne by Safetykleen Group Services Limited, a fellow subsidiary undertaking.

### 4 Employee information and directors' emoluments

The Company has no employees (2019: none) other than the directors.

The directors are directors of a number of companies within the Group headed by Shilton Midco 2 Limited, consequently. The remuneration of the directors during the reporting year was borne by Safetykleen Group Services Limited, a fellow subsidiary undertaking.

Their aggregate remuneration received by directors during the year is as follows:

	2020 £'000	2019 £'000
Aggregate emoluments	1,858	1,021
Amounts paid to pension schemes	4	29
	<u>1,862</u>	<u>1,050</u>

The highest paid director received emoluments of £1,086,000 (2019: £758,000) for the year and pension contributions by the group of £nil (2019: £nil).

No (2019: one) directors have retirement benefits accruing under money purchase pension schemes.

### 5 Interest receivable and similar income

	2020 £'000	2019 £'000
<b>Interest income</b>		
Interest receivable from group undertakings	19,350	21,071
<b>Other income from investments</b>		
Exchange differences	89	-
	<u>19,439</u>	<u>21,072</u>

### 6 Interest payable and similar expenses

	2020 £'000	2019 £'000
Exchange differences	-	94

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 7 Tax on profit

	2020 £'000	2019 £'000
<b>Current tax</b>		
UK corporation tax on profits for the current period	-	1,268
Adjustments in respect of prior periods	-	(229)
Total current tax	-	1,039
<b>Deferred tax</b>		
Adjustment in respect of prior periods	136	1,389
Total tax charge	136	2,428

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

	2020 £'000	2019 £'000
Profit before taxation	19,439	20,977
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	3,693	3,986
Unutilised tax losses carried forward	(176)	(1,877)
Group relief	(3,517)	(1,071)
Other non-reversing timing differences	136	1,619
Under/(over) provided in prior years	-	(229)
Taxation charge for the year	136	2,428

The main rate of UK corporation tax remained constant at 19%.

Finance Act 2016 had previously enacted provisions to reduce the main rate of UK corporation tax to 17% from 1 April 2020. However, in the March 2020 Budget it was announced that the reduction would not occur and the corporation tax rate would be held at 19%. Accordingly, the revised 19% tax rate was substantively enacted in 'The Provisional Collection of Taxes Act' on 17 March 2020.

Finance Act 2021 enacted provisions to increase the main rate of UK corporation tax to 25% from 1 April 2023.

At the balance sheet date the company has no unused losses (2019: £803,447) available for offset against future profits.

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 8 Investments

	Note	2020 £'000	2019 £'000
Investments in subsidiaries	9	10,000	10,000

#### Movements in fixed asset investments

	Investments in subsidiaries £'000
<b>Cost or valuation</b>	
At 1 January 2020 & 31 December 2020	10,000
<b>Carrying amount</b>	
At 31 December 2020	10,000
At 31 December 2019	10,000

### 9 Subsidiaries

The Company directly owns 100% of the ordinary shares of Safetykleen Group Services Limited, an intermediate holding company incorporated in the United Kingdom. The registered office of WP Midco3 Limited is Profile West, 950 Great West Road, Middlesex, TW8 9ES.

The subsidiary undertakings of the company at the balance sheet date, which are wholly owned and held indirectly are shown below.

Name of undertaking	Incorporation	Principal activity	Address
WP SK France Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
WP SK Holdings Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
WP SK Midco Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
WP SK Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Safety-Kleen Europe Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Safety-Kleen UK (Europe) Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Safety-Kleen UK (France) Limited	United Kingdom	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Safety-Kleen UK Limited	United Kingdom	Parts washing and chemical application services	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Parts Wash Limited	United Kingdom	Dormant company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Parts Wash UK Limited	United Kingdom	Dormant company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
QED Chemical Solutions Limited	United Kingdom	Dormant company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2020

#### 9 Subsidiaries

(Continued)

Technowash Limited	United Kingdom	Machine Manufacturer	8 – 10 Standard Way, Standard Way Business Park, Northallerton, DL6 2XE
WP Safety-Kleen Spain SL	Spain	Holding company	Parque Empresarial Las Mercedes, C/ Campezo, 1, Ed.4 – 3ªA, 28022 Madrid, (Spain)
Safety-Kleen España SA	Spain	Parts washing and chemical application services	Parque Empresarial Las Mercedes, C/ Campezo, 1, Ed.4 – 3ªA, 28022 Madrid, (Spain)
WP SK France SAS	France	Holding company	Safetykleen France, 65, avenue Jean Mermoz 93126 LA COURNEUVE Cedex
Safety-Kleen France Services SAS	France	Holding company	Safetykleen France, 65, avenue Jean Mermoz 93126 LA COURNEUVE Cedex
Safety-Kleen France Sarl	France	Parts washing and chemical application services	Safetykleen France, 65, avenue Jean Mermoz 93126 LA COURNEUVE Cedex
WP SK Italy Srl	Italy	Holding company	SafetyKleen Italia Via XXV Aprile 5, Pero, Milan
Safety-Kleen Italia Spa	Italy	Parts washing and chemical application services	SafetyKleen Italia Via XXV Aprile 5, Pero, Milan
SKD Holdings GmbH	Germany	Holding company	Herforder Straße 47-51 32545 Bad Oeynhausen
Safety-Kleen Beteiligungs GmbH	Germany	Holding company	Herforder Straße 47-51 32545 Bad Oeynhausen
Safety-Kleen Deutschland GmbH	Germany	Parts washing and chemical application services	Herforder Straße 47-51 32545 Bad Oeynhausen
Safety-Kleen Grundbesitz GmbH	Germany	Holding company	Herforder Straße 47-51 32545 Bad Oeynhausen
Orm Bergold Chemie GmbH & Co KG	Germany	Waste collection and recycling	Daimlerstrasse 2-4, 44805 Bochum
Orm Chemie GmbH	Germany	Holding company	Daimlerstrasse 2-4, 44805 Bochum
Safetykleen Portugal Solventes e Gestão de Resíduos, SA	Portugal	Parts washing and chemical application services	Gestao de Residuos, SA , Vila Amélia – Lote 594, Cabanas, 2950-805 Quinta do Anjo, (Portugal)
Safety-Kleen Ireland Limited	Ireland	Parts washing and chemical application services	Airton Road, Dublin, Dublin 24
Safety-Kleen Belgium SA	Belgium	Parts washing and chemical application services	Industrielaan 130, 1070 Brussel, (Belgium)
Safety-Kleen (Netherlands) BV	Netherlands	Holding company	Profile West, 950 Great West Road, Brentford, Middlesex, TW8 9ES
Safety-Kleen Hungary KFT	Hungary	Parts washing and chemical application services	2440 Százhalombatta, Erőmű utca 12., Hungary
Co-Ba 2000 KFT	Hungary	Parts washing and chemical application services	2440 Százhalombatta, Erőmű utca 12., Hungary

# WP MIDCO3 LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

### 9 Subsidiaries

(Continued)

Safety-Kleen Slovakia s.r.o	Slovakia	Parts washing and chemical application services	Nádražná 36, Ivanka pri Dunaji 900 28 Slovakia
Safety Kleen CZ. s.r.o.	Czech Republic	Parts washing and chemical application services	66467 Syrovice, Areal byvaleho ZD Syrovice, Ceska Republica
Safety-Kleen Parça Temizlik Hizmetleri Limited	Turkey	Parts washing and chemical application services	IOSB Galvano Teknik Sanayi Sitesi A Blok No: 69 Basaksehir Istanbul
Global Kleen HK Limited	Hong Kong	Parts washing and chemical application services	8 Kai Fong Yuen, Pingche , Fanling, New Territories Hong Kong
Global Kleen Guangzhou Parts Washer Limited	China	Parts washing and chemical application services	RM17, No.329, Qingnian Rd, Guangzhou Economic and Technological Development Zone, Guangzhou
Servicekleen do Brasil Ltda	Brazil	Parts washing and chemical application services	Rua João Dias Ribeiro, 53, Polo Itapevi, CEP 06693-810, Itapevi, SP, Brasil

### 10 Debtors

	2020 £'000	2019 £'000
<b>Amounts falling due within one year:</b>		
Amounts owed by group undertakings	446,331	426,892

Amounts owed by group undertakings are unsecured, with an interest rate of 4.42% + LIBOR, have no fixed date of repayment and are repayable on demand.

### 11 Creditors: amounts falling due within one year

	2020 £'000	2019 £'000
Amounts owed to group undertakings	1,644	376
Corporation tax	-	1,268
	1,644	1,644

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

## WP MIDCO3 LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

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#### 12 Called up share capital

	2020 £'000	2019 £'000
<b>Allotted, called up and fully paid</b>		
267,900,000 (2019: 267,900,000) ordinary shares of £1 each	267,900	267,900
	<u>267,900</u>	<u>267,900</u>

#### 13 Events after the reporting date

There are no post balance sheet events which require disclosure.

#### 14 Ultimate parent company and ultimate controlling party

The Company's immediate parent company is WP Midco2 Limited a company incorporated in the United Kingdom. Shilton Midco 2 Limited is the Company's ultimate parent undertaking and controlling party and is the largest and the smallest group of which the Company is a member and for which consolidated financial statements are prepared. The consolidated financial statements of Shilton Midco 2 Limited can be obtained from Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.

The Group, headed by Shilton Midco 2 Limited, is a portfolio company of APAX IX GP Co Limited funds (the "APAX IX funds") advised and managed by Apax Partners LLP, a private equity firm organised in Luxembourg.