

Registration number: 00989531

Bibby Holdings Limited
Annual Report and Consolidated Financial Statements
for the Year Ended 31 December 2022



Bibby Holdings Limited

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Bibby Holdings Limited

Company Information

Directors

Jonathan Lewis

Andrew Goody

Company secretary

Bibby Bros. & Co. (Management) Limited

Registered office

3rd Floor Walker House
Exchange Flags
Liverpool
United Kingdom
L2 3YL

Auditor

Mazars LLP
Statutory Auditor
One St Peter's Square
Manchester
United Kingdom
M2 3DE

Bibby Holdings Limited

Strategic Report for the Year Ended 31 December 2022

The Directors present their strategic report for the year ended 31 December 2022.

Principal activity

The principal activity of the Company is to act as a holding company for the two business units: Marine and Garic (collectively the 'Group').

The Marine business unit has two operating divisions relating to the ownership and operation of floating accommodation vessels ('Accommodation Services') and the ownership of walk to work vessels ('Walk to Work'). The Walk to Work business specialises in transporting offshore workers to remote work locations in the renewables and oil and gas markets. The accommodation services business owns six floating accommodation barges, offering flexible shoreside and near shore accommodation solutions.

Garic has led the welfare and related plant hire market with exceptional service and ground-breaking innovations for over 30 years with the principal activity being the design, fabrication and purchase of plant and machinery for sale and hire.

Garic primarily serves the infrastructure sector, providing full site set up solutions, including transportation, servicing and repair.

Review of the business – Marine

Key financial and other performance indicators for the Marine business were as follows:

<i>Accommodation services</i>	2022	2021
	£'000	£'000
Turnover	3,592	10,930
Operating (loss) / profit	(4,057)	1,890

The division had a disappointing year with three of the six vessels failing to secure employment during 2022, which resulted in a drop in revenue and profitability. Rising global inflation combined with economic uncertainty, partly due to the ongoing war in Ukraine, resulted in few major projects being commissioned around the world, significantly reducing the division's addressable market. The pipeline of opportunities improved during the second half of 2022. The division now has two vessels on charter and a further three vessels with charters signed after 31 December 2022 that start over the next few months. All five charters continue through 2024 and, in two cases, for some years after that.

Management remains confident that the medium-term market outlook is positive due to opportunities to support government initiatives around the world with long-term accommodation and the growing commitment of national governments around the world to energy security and major infrastructure improvements in coastal areas. Our safety record continues to be excellent and our focus on a strong safety culture remains.

<i>Walk to work</i>	2022	2021
	£'000	£'000
Turnover	13,408	14,949
Operating profit	1,118	692

Bibby Holdings Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Review of the business – Marine (continued)

Walk to work (continued)

During 2022 the Bibby WaveMaster I vessel successfully completed the first year of a three-year charter to Total that provides a minimum of 50% utilisation per year until the end of 2024. The Bibby WaveMaster Horizon vessel completed its third full year of service on a 10-year contract on the Hohe See and Albatross offshore windfarms in the North Sea, performing in line with expectations.

Turnover in the division fell due to reduced utilisation of the Bibby WaveMaster I vessel during the fourth quarter of 2022, in part due to the vessel being unavailable for three weeks due to its five-yearly dry docking, an increase in maintenance off-hire periods on the Bibby WaveMaster Horizon vessel and a reduction in average client numbers on board both vessels. The division's profitability improved during the year despite the revenue shortfall due to direct and overhead cost efficiencies.

Management remains confident that the division will see future revenue and profit growth based on the strong underlying market for vessels that serve the offshore windfarm market, with a further two years to run on the three-year charter to Total and a further seven years on the Bibby WaveMaster Horizon vessel's 10-year contract. Marine's consolidated operating loss before interest and tax for the year was £2.9m (2021: £2.6m profit).

Future developments - Marine

The Marine Directors plan to invest further in the walk to work business given the attractive long-term market. To support this Marine will continue to investigate low- and zero-carbon emissions vessel technology.

Review of the business – Garic

Key financial and other performance indicators for the Garic business were as follows:

- Turnover growth: 1% (2021: 8%)
- EBITDA: £10.4m (2021: £10.8m)
- EBITDA margin: 27% (2021: 29%)
- Operating profit margin: 13% (2021: 15%)
- Hire fleet net book value: £26.3m (2021: £24.3m)
- Ratio of net external debt to EBITDA: 1.1 (2021: 0.9)
- Shareholders' funds: £19.6m (2020: £14.1m)

Turnover in the year to 31 December 2022 was ahead of the previous year at £37.4m (2021: £37.3m). Total hire and associated revenue increased by 2% following a slowdown in the infrastructure market as it readjusted its activity levels following the uplift from the Covid-19 pandemic. Revenue was further impacted by a return to the market of equipment used for Covid testing and vaccination centres. Ongoing supply chain issues and inflationary pressures suppressed market growth in new project starts across the infrastructure sector. Garic has been successful in transitioning its fleet to sustainable welfare by combining innovation with circular economy assets, providing customers with a sustainable site set up.

Earnings before interest, tax, depreciation and amortisation (EBITDA) was 4% below the previous year at £10.4m (2021: £10.8m) which reflected the slowdown in the market and inflationary increases, especially in fuel and employee costs. The performance in the year was strong given the market conditions and based on the fact the company significantly increased our eco asset pool whilst forming a new executive team to strengthen their growth ambitions going forward.

Consistent trading and excellent working capital management supported the significant increase in capital expenditure with just under £8m invested in 2022 (2021: £4m). Asset investment in 2022 focussed on the company's core-eco welfare products which will provide incremental revenue streams in 2023. The net book value of our hire fleet increased by £2m in the year.

Further details on the performance of the business units is given in their respective accounts.

Bibby Holdings Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Future developments - Garic

Garic is working on further development of innovative eco-related products, supported by ongoing investment in their people and driving operational efficiencies. Consideration is being given to expanding current depot geography with a strategically located sixth addition to give us further range across the market. Focus will be on delivering organic growth with the option to enhance the growth through strategic acquisition if it supports the company's strategic objectives.

Principal risks and uncertainties

The financial performance of the Group is largely dependent upon each trading subsidiary performing in line with expectations. Each business has its own board of directors with executive teams responsible for the day to day management of that business. Marine and Garic have each established their own risk management framework encompassing both financial and non-financial controls. The individual business boards are responsible for managing those risks.

Further details concerning financial instruments and the principal risks and uncertainties of each business are disclosed within their own Financial Statements as this entity is an intermediate non trading entity.

Bibby Holdings Limited holds the majority of the share capital in Bibby Ship Management (Eastern Europe) Ltd, a company registered in Russia. This entity is dormant and we have no intention for this entity to recommence trading. The balance of equity is owned by the general manager, as required by local laws. There is no value in these accounts associated with that entity. Apart from this the Group does not have any further direct exposure to the Ukraine conflict. The indirect consequences through inflation are being felt throughout the world and while an ongoing business risk, management do not consider this to be a principal risk to the Group.

Section 172 (1) statement

The directors have the duty to promote the success of the Company for the benefit of stakeholders as a whole and remain conscious of the impact their decisions have on employees, communities, suppliers, customers, investors and the environment. As the Company is an indirect subsidiary of Bibby Line Group Limited all stakeholder considerations are managed at a group level. Further details of policies in relation to the section 172 (1) duties can be found in the Annual Report and Financial Statements of Bibby Line Group Limited which may be obtained from the Company Secretary at the registered office detailed on page 1. Garic Limited has its own s.172 (1) statement which can be viewed in its accounts and on the Garic company website.

Employee Information

Bibby Holdings Limited has no direct employees. During the year Marine and Garic provided regular updates to colleagues with information relevant to them and invited feedback from colleagues on matters of concern to them. Both businesses also produce an internal newsletter covering company initiatives, financial performance and operational and health and safety matters. During 2022 the group migrated towards a new engagement cross-group survey, taking advantage of technological advancements and the potential of data to understand and improve our colleague experience. Peakon is an intelligent listening platform which was delivered across the group in 2022 and is improving how we monitor and understand colleague opinions and behaviours regarding company culture, providing a benchmark and consistent measurement approach across the group, and externally. The results of Peakon are used to measure our success across a number of KPIs including engagement, inclusion and diversity and health and wellbeing. The subsidiary businesses are committed to the full and fair consideration of all applications for employment made by disabled persons, to continuing the employment of, and arranging training for, persons who become disabled during their employment, and to enabling the training, career development and promotion of disabled employees.

Approved by the Board on 3 August 2023 and signed on its behalf by:



Andrew Goody,
Director

Bibby Holdings Limited

Directors' Report for the Year Ended 31 December 2022

The Directors present their annual report and the consolidated audited Financial Statements for the year ended 31 December 2022.

Directors of the Group

The directors who held office during the year and thereafter were as follows:

Jonathan Lewis
Susan Worden (resigned 27 May 2022)
Andrew Goody (appointed 1 June 2022)

Dividends

No dividend was proposed during the year (2021 - nil).

Matters included in the Strategic Report

In accordance with s.414C(11) of the Companies Act 2006, included within the strategic report is information relating to future developments and the principal risks and uncertainties of the business, which would otherwise be required by Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008' to be contained in the directors' report.

As highlighted within the strategic report, specifically the s.172 statement, the directors have the duty to promote the success of the Company for the benefit of stakeholders as a whole and remain conscious of the impact their decisions have on employees, communities, suppliers, customers, investors and the environment. As the Company is a direct subsidiary of Bibby Line Group Limited, all stakeholder considerations are managed at a Group level. Further details of policies in relation to the s.172(1) duties can be found in the Annual Report and Financial Statements of Bibby Line Group Limited which may be obtained from the Company Secretary at the registered office detailed on page 1.

Branches outside the United Kingdom

The Maritime business has branches registered in Australia, Sweden and Norway. The Walk to Work business has branches registered in The Netherlands and Germany.

Going concern

In carrying out their duties in respect of going concern, the Directors have carried out a review of the Group's financial position and cash flow forecast for a period of at least 12 months from the date of signing these Financial Statements. The forecast was based on a detailed review of revenue, expenditure and cash flows, taking into account specific business risks and uncertainties about the economic environment and events in the wider construction sector.

Garic:

The company has an ABL facility with HSBC UK Bank that expires on 25 February 2024. The ABL facility comprises:

- a rolling inventory facility secured on qualifying fixed assets; availability is based on the net book value and net orderly liquidated value of the assets and capped at £25m (2021: £25m); £10.5m was drawn on this facility at 31 December 2022 (2021: £9.5m);
- a rolling invoice discounting facility secured on the company's debtor balances, capped at £9.5m (2021: £7m); £1.4m was drawn on this facility at 31 December 2022 (2021: £1.5m).

Garic has sufficient headroom under these facilities following a very strong year and is in discussions with bankers who have indicated that this facility will be renewed with an alternative which better meets the growth aspirations of the business going forwards.

Bibby Holdings Limited

Directors' Report for the Year Ended 31 December 2022 (continued)

Marine:

As described in the Strategic Report, the Accommodation Services business had a disappointing year in 2022. However, this business now has two vessels on charter and a further three vessels with charters signed after 31 December 2022 that start over the next few months. All five charters continue through 2024 and, in two cases, for some years after that. The division has a £1.5m bank overdraft facility that is expected to be renewed for a further 12 months when it expires in October 2023.

In the Walk to Work business, the Bibby WaveMaster 1 vessel is part way through a three-year contract with a major customer ensuring at least 50% utilisation per year across 2023 and 2024 and continues to win work in its client base in the short-term charter market. During 2022 the Bibby WaveMaster Horizon vessel completed its third operational year under a 10-year charter that runs until November 2029.

Maintaining sustainable cash reserves in the longer term relies on securing and delivering work in line with forecast levels of activity. Current charter, enquiry and tender activity across the Accommodation Services business supports the expectation of having the required level of work across the fleet, with continued opportunities on major energy, infrastructure and public sector projects. The Bibby WaveMaster 1 vessel continues to see healthy charter and enquiry levels from the growing offshore renewables sector and the offshore oil & gas market. Our forecasts for this vessel and for the Accommodation Services business necessarily rely on assumptions related to future contract awards as well as work already contracted. The Group continues to focus on its cost-base to ensure the business model of both divisions is sustainable.

Forecasts of future cash generation across the Group have been prepared for the period to 12 months after the date of signing these accounts. These forecasts take account of current and expected changes in the commercial environment and include downside scenarios. The forecasts assume that debt facilities currently provided will be maintained. Ongoing support for intercompany facilities, consisting of loans in place at the date of signing the accounts and further temporary funding facilities identified as being required by the company's forecasts, has been confirmed by Bibby Line Group.

Bibby Holdings:

In order to manage liquidity risk the Group's two principal business units prepare regular cash flow forecasts, with the monthly forecasts looking forward for a rolling 15 month period. The key sensitivities are the level of cash expected to be generated from future trading, the timing of future capital expenditure, and the debt repayment profile. Capital expenditure commitments are at the discretion of the Directors.

During 2023, the Company has received settlement of amounts owed by Bibby Line Group Limited, by way of a debt swap arrangement which has resulted in the Company now earning interest on loans to the Marine business. Following the three new vessel charters referred to above, it is expected that the Marine business will begin repaying these loans in late 2023.

Based on the above approach, the directors have formed the judgement at the time of approving the financial statements, that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in the Accounting Policies statement in Notes to the Financial Statements.

Bibby Holdings Limited

Directors' Report for the Year Ended 31 December 2022 (continued)

Directors' liabilities

The company has made qualifying third party indemnity provisions for the benefit of its directors. These were made during the year and remain in force at the date of this report.

Disclosure of information to the auditor

Each of the directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make himself aware of any relevant audit 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.

Approved by the Board on 3 August 2023 and signed on its behalf by:



.....
Jeanette Hampson
Bibby Bros. & Co. (Management) Limited
Company Secretary

Duly Authorised Signatory
For and on behalf of
Bibby Bros. & Co. (Management)
Limited, Secretary

Bibby Holdings Limited

Directors' Responsibilities Statement

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 Group and Parent company and of the profit or loss of the Group and parent company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bibby Holdings Limited

Independent Auditor's Report to the members of Bibby Holdings Limited

Opinion

We have audited the financial statements of Bibby Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise consolidated profit and loss account, consolidated statement of comprehensive income, consolidated balance sheet, company balance sheet, consolidated statement of changes in equity, company statement of changes in equity, consolidated cash flow statement 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the consolidated financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's loss for the year then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Group 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.

Conclusions relating to going concern

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.

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 Group's ability to continue as a going concern for a period of at least twelve months from when the consolidated financial statements are authorised for issue.

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

Other information

The members are responsible for the other information. The other information comprises the information included in the strategic report, directors' report, statement of corporate governance arrangements, directors' responsibilities statement, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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 this gives rise to a material misstatement in the financial statements themselves. 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.

Bibby Holdings Limited

Independent Auditor's Report to the members of Bibby Holdings Limited (cont.)

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 8, the members are responsible for the preparation of the consolidated 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 consolidated 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 Group's and the parent 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 Group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 the financial statements.

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

Bibby Holdings Limited

Independent Auditor's Report to the members of Bibby Holdings Limited (cont.)

Based on our understanding of the Group and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation, pension legislation, UK tax legislation. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements, such as the Companies Act 2006.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of the directors and management as to whether the Group is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the Group which were contrary to applicable laws and regulations, including fraud.

In addition, we evaluated the directors' incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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. This description forms part of our auditor's report.

Use of the audit 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 auditor's 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.

Tim Hudson

Tim Hudson (Senior Statutory Auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
One St Peter's Square, Manchester,
Date: 4 August 2023

Bibby Holdings Limited

Consolidated Profit and Loss Account for the Year Ended 31 December 2022

		2022	2021
		£000	£000
	<i>Note</i>		
Turnover	4	54,446	63,164
Cost of sales		(38,741)	(41,915)
Gross profit		15,705	21,249
Administrative expenses		(13,605)	(13,258)
Other operating income	5	-	292
Operating profit		2,100	8,283
Profit on disposal of fixed assets	6	81	100
Interest payable and similar charges	6	(4,119)	(4,127)
(Loss)/profit before tax		(1,938)	4,256
Taxation	10	1,774	905
(Loss)/profit for the financial year		(164)	5,161

All results relate to continuing operations.

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2022

	2022	2021
	£000	£000
(Loss)/profit for the year	(164)	5,161
Foreign currency translation gain /(losses)	(246)	200
Total comprehensive income/(expense) for the year	(410)	5,361
Total comprehensive income/(expense) attributable to:		
Owners of the company	(410)	5,361


Bibby Holdings Limited

Consolidated Balance Sheet as at 31 December 2022

(Registration number: 00989531)

	<i>Note</i>	2022 £000	2021 £000
Fixed assets			
Tangible assets	11	95,083	92,009
Current assets			
Stocks	13	1,438	1,710
Debtors	14	45,850	46,044
Cash at bank and in hand		1,191	4,094
		48,479	51,848
Creditors: Amounts falling due within one year	15	(16,886)	(16,772)
Net current assets		31,593	35,076
Total assets less current liabilities		126,676	127,085
Creditors: Amounts falling due after more than one year	15	(83,402)	(83,675)
Provisions for liabilities	17	(1,567)	(1,293)
Net assets		41,707	42,117
Capital and reserves			
Called up share capital	18	5,000	5,000
Retained earnings		36,707	37,117
Total equity		41,707	42,117

The financial statements of Bibby Holdings Limited were approved by the board of directors and authorised by the Board on 3 August 2023. They were signed on its behalf by:



Andrew Goody
Director

Bibby Holdings Limited


Company Balance Sheet as at 31 December 2022 (Registration number: 00989531)

	<i>Note</i>	2022 £000	2021 £000
Fixed assets			
Investments	12	2,500	2,500
Current assets			
Debtors	14	38,094	38,105
Cash at bank and in hand		-	-
		<u>38,094</u>	<u>38,105</u>
Creditors: Amounts falling due within one year	15	(79)	(85)
Net current assets		<u>38,015</u>	<u>38,020</u>
Total assets less current liabilities		<u>40,515</u>	<u>40,520</u>
Net assets		<u>40,515</u>	<u>40,520</u>
Capital and reserves			
Called up share capital	18	5,000	5,000
Retained earnings		<u>35,515</u>	<u>35,520</u>
Total equity		<u>40,515</u>	<u>40,520</u>

The company has not presented its own profit and loss account as permitted by Section 408 of the Companies Act 2006.

The company has made a loss for the financial year of £5,000 (2021: £2,000).

Approved and authorised by the Board on 3 August 2023 and signed on its behalf by:



.....
Andrew Goody
Director

Bibby Holdings Limited

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

	Share capital £000	Retained earnings £000	Total equity £000
At 1 January 2022	5,000	37,117	42,117
Loss for the year	-	(164)	(164)
Foreign currency translation differences	-	(246)	(246)
Total comprehensive expense	-	(410)	(410)
At 31 December 2022	5,000	36,707	41,707

	Share capital £000	Retained earnings £000	Total equity £000
At 1 January 2021	5,000	31,756	36,756
Profit for the year	-	5,161	5,161
Other comprehensive income	-	200	200
Total comprehensive income	-	5,361	5,361
At 31 December 2021	5,000	37,117	42,117

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

	Share capital £000	Retained earnings £000	Total £000
At 1 January 2022	5,000	35,520	40,520
Loss for the year and total comprehensive expense	-	(5)	(5)
At 31 December 2022	5,000	35,515	40,515

	Share capital £000	Retained earnings £000	Total £000
At 1 January 2021	5,000	35,522	40,522
Loss for the year and Total Comprehensive expense	-	(2)	(2)
At 31 December 2021	5,000	35,520	40,520

Bibby Holdings Limited

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

1 General information

Bibby Holdings Limited ('the Company') is a private company limited by shares incorporated in the United Kingdom and registered in England and Wales. The address of its registered office and principal place of business is 3rd Floor, Walker House, Exchange Flags, Liverpool, L2 3YL.

2 Accounting policies

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council.

Summary of significant accounting policies and key accounting estimates

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

Basis of preparation

These financial statements have been prepared using the historical cost convention modified to include certain items at fair value.

Bibby Holdings Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the reduced disclosure framework available to it in respect of its separate financial statements. Exemptions have been taken in relation to the presentation of a separate profit and loss account, key management personnel disclosures and a cash flow statement.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the Company and its subsidiary undertakings up to 31 December 2022.

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

The results of subsidiaries acquired or sold during the year are consolidated for the periods from or to the date on which control passed.

Business combinations are accounted for under the purchase method. The accounting periods of subsidiary undertakings are coterminous with those of the company.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Going concern

Forecasts of future cash generation from both businesses have been prepared for the period of at least 12 months from the date of signing these accounts. The forecasts take account of current and expected changes in the commercial environment and include downside scenarios. The forecasts assume that debt facilities currently provided will be maintained. Ongoing support for intercompany facilities, consisting of loans advanced and still outstanding at the date of signing the accounts, has been confirmed by Bibby Line Group.

Bibby Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 **(continued)**

Going concern (continued)

On the basis of the above approach, the directors have formed the judgement at the time of approving the financial statements, that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details are set out in the Directors' Report on p.5-7 of these financial statements

Revenue recognition

Revenue is recognised when the significant risks and rewards are considered to have been transferred to the customer, and in the same period in which the assets or services are made available to customers. Revenue is measured at the fair value of the consideration received or receivable and represents amounts for services performed in the normal course of business, net of discounts and other sales-related taxes.

Long Term Contracts

Where the outcome of a long term contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the balance sheet date. This is normally measured by the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable. Where the outcome of a long term contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable they will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Government grants

Government grants in respect of capital expenditure are credited to a deferred income account and are released to profit over the expected useful lives of the relevant assets by equal annual instalments.

Finance income

Interest income is recognised when it is probable that the economic benefits will flow and the amount of revenue can be measured reliably. Income is recognised using the effective interest method, which discounts estimated future cash flows through the expected life of the financial asset to which the interest income is derived, so it is net carrying amount on initial recognition.

Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

The results of subsidiary undertakings who prepare their financial statements in foreign currencies are translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets, transactions entered into to hedge certain foreign currency risks, results of overseas operations, and on foreign currency borrowings to the extent that they hedge the group's investment in such operations, are reported in other comprehensive income or accumulated in equity (attributed to non-controlling interests as appropriate). All other exchange differences are included in the profit and loss account.

Bibby Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 **(continued)**

Tax

Current tax, including UK Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

A number of companies within the Marine business are members of the UK tonnage tax regime. UK tonnage tax is an alternative method of calculating corporation tax profits by reference to the net tonnage of the ship operated. The tonnage tax profit replaces both the tax adjusted commercial profit/loss of the relevant company and the chargeable gains/losses made on the tonnage tax asset(s).

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to payless tax in the future have occurred at the balance sheet date.

The deferred tax assets and liabilities are not discounted. Deferred tax assets are regarded as recoverable and recognised in the financial statements when, on the basis of available evidence, it is more likely than not that there will be suitable taxable profits from which the future reversal of the timing differences can be deducted.

Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised. Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing differences and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Property, plant and equipment

Tangible assets are included at cost, less depreciation and any provisions for impairment.

Depreciation

Depreciation is provided on a straight line basis to write off the cost of tangible fixed assets, less their estimated residual value, over their expected useful economic lives. Residual values are calculated at the amount currently expected to be obtained on disposal, less costs of disposal.

The annual rates of depreciation are:

Asset class	Depreciation rate
Fleet	Varying rates between 5% and 20%
Furniture, fittings and equipment	Varying rates between 6.7% and 33.3%

Bibby Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 *(continued)*

Impairment of fixed assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Value in use is calculated by consideration of the future cash flows related to the assets. The judgments involved in these impairment reviews are set out in the critical accounting judgments and key sources of estimation uncertainty on page 23.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a cash-generating unit (CGU), the reversal is applied first to the assets (other than goodwill) of the CGU on a pro-rata basis and then to any goodwill allocated to that CGU.

Financial assets

For other financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the recoverable amount. Debts are written off when there is no realistic prospect of recovery. Specific provisions are made to reduce all impaired balances to their expected realisable values. A further provision is made for losses not specifically identified, based on past experience, knowledge of the Group's exposure and other relevant factors. The charge for the year for bad debts is included in operating costs.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Investments

Investments in subsidiary undertakings are shown at cost less any accumulated impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and on deposit less overdrafts which are repayable on demand.

Stocks in trade.

Stock is stated at the lower of cost and estimated selling price less costs to sell, which is equivalent to net realisable value. Cost includes the direct costs of bringing the stock to its current condition and location, including procurement, direct labour costs and attributable overheads where appropriate. Provision is made for obsolete and slow moving stock where appropriate.

Trade payables

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities. Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Bibby Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 **(continued)**

Liabilities

Financial liabilities are classified according to the substance of the contractual arrangement entered into.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives.

The capital elements of future lease obligations are recorded as liabilities, with the interest elements being charged to the profit and loss account over the period of the lease to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.

Rentals under operating leases are charged on a straight line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used. Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

Financial instruments

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

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument, and are offset only when the Group currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Bibby Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 **(continued)**

3 Critical accounting judgments and key sources of estimation uncertainty

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

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

Key sources of estimation uncertainty

Tangible fixed assets

Assessing indicators of impairment of property, plant and equipment and intangible assets - Marine

In assessing whether there have been any indicators of impairment associated with the Group's property, plant and equipment and goodwill, the directors have considered both external and internal sources of information such as asset market values, changes in technological, economic and legal environments, evidence of obsolescence or physical damage of assets and any changes in economic performance of assets. The carrying value of the Marine Group's property, plant and equipment at 31 December 2022 is £66,494k (2021: £65,942k).

Fleet residual value - Marine

Management consider the residual value of the vessels not to be material on the basis that the cost of dismantling the asset is estimated to be equivalent to any value remaining in the vessel at the end of its life.

Useful economic life of tangible assets – Garic

Determining the most appropriate useful economic life of tangible fixed assets hired to customers requires an estimation of their useful life and residual value of disposal.

The useful economic life and subsequent depreciation charge and net book value are estimated by the directors based on the historic useful life and residual value of each asset class with allowance made for the risk of technical change.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

Critical judgments in applying Group's accounting policies

The critical judgments that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are discussed below.

Revenue recognition - Marine

In making its judgement, management considered the detailed criteria for the recognition of revenue from the rendering of services set out in FRS 102 Section 23 Revenue and, in particular, whether the Group could reliably measure the outcome of the transaction and determine the stage of completion.

Bibby Holdings Limited

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

Finance lease asset - Marine

The Marine business has applied an asset life of 20 years to the vessel, Bibby WaveMaster Horizon, which is recognised as a finance leased fixed asset. The finance lease is for a period of ten years, with a nominal consideration of €1 to repurchase the vessel at the end of the lease term. The vessel is being treated as a fixed asset with a life of 20 years as in the judgement of the Directors, it is highly likely that the option to repurchase the vessel will be exercised, given that the asset is expected to be operational for 20 years.

4 Turnover

The analysis of the group's turnover for the year by class of business is as follows:

	2022	2021
	Total	Total
	£000	£000
Marine	17,000	25,879
Plant hire	37,446	37,285
	54,446	63,164

The analysis of the group's turnover for the year by market is as follows:

	2022	2021
	Total	Total
	£000	£000
UK	44,109	45,242
Rest of World	10,337	17,922
	54,446	63,164

5 Other operating income

	2022	2021
	Total	Total
	£000	£000
Other	-	292

Bibby Holdings Limited

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

6 Operating (loss)/profit

Operating (Loss)/profit is stated after charging:

	2022 £000	2021 £000
Depreciation expense	10,356	10,351
Foreign exchange gain / (loss)	1,405	(1,468)
Operating lease expense - plant and machinery	2,138	1,873
Operating lease expense - other	700	767
(Profit) / loss on disposal of property, plant and equipment	(81)	(100)

7 Interests payable and similar charges

	2022 £000	2021 £000
Interest on bank overdraft and borrowings	1,048	969
Interest on obligations under finance leases and hire purchase contracts	1,195	1,433
Interest payable to group companies	1,703	1,615
Amortisation of debt issuance costs	173	110
	4,119	4,127

Bibby Holdings Limited

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

8 Staff costs

The aggregate payroll costs were as follows:

	2022	2021
	£000	£000
Wages and salaries	12,951	16,852
Social security costs	1,431	1,241
Other pension costs	612	504
	14,994	18,597

Directors' emoluments in both the current and prior years were borne by fellow group undertakings and are not recharged to the company.

The average monthly number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	2022	2021
	Total No.	Total No.
Marine	48	48
Plant Hire	266	271
	314	319

9 Auditor's remuneration

	2022	2021
	£000	£000
Audit of these financial statements	10	8
Audit of the financial statements of subsidiaries of the company pursuant to legislation	140	112
	150	120

Other fees to auditor

There were no other fees payable to the auditor in the year (2021 – same).

Bibby Holdings Limited

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

10 Taxation

Tax charged in the profit and loss account:	2022	2021
	£000	£ 000
Current taxation		
UK corporation tax	2	1
UK corporation tax adjustment in respect of prior periods	(17)	4
	(15)	5
Foreign tax	22	-
Foreign tax adjustment in respect of prior periods	(290)	185
Total current income tax	(283)	190
Deferred taxation		
Arising from origination and reversal of timing differences	-	(45)
Effect of change in tax rate	(454)	(1,076)
Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods	(1,037)	26
Total deferred taxation	(1,491)	(1,095)
Tax credit in the income statement	(1,774)	(905)

The tax on the loss before tax for the year is lower (2021 - lower) than the standard rate of corporation tax in the UK of 19.00% (2021 - 19.00%).

The differences are reconciled below:

	2022	2021
	£000	£000
(Loss) / profit before tax	(1,938)	4,256
Corporation tax at standard rate of 19%	(368)	809
Group relief surrendered for nil consideration	4	(788)
Non-taxable expenses / (income) not deductible for tax purposes	380	427
Effect of foreign tax rates	(4)	94
Transfer pricing adjustment	155	-
UK deferred tax expense relating to changes in tax rates or laws	(454)	(1,006)
Adjustment for prior periods	(313)	215
Other timing differences	(1,174)	(656)
Total tax credit	(1,774)	(905)

Bibby Holdings Limited

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

10 Taxation (continued)

Deferred tax

Group

Deferred tax assets and liabilities

	<i>note</i>	Asset £000
2022		
Accelerated capital allowances		3,253
Other timing differences		<u>2,355</u>
	13	<u>5,608</u>

	<i>note</i>	Asset £000
2021		
Accelerated capital allowances		1,950
Other timing differences		<u>2,167</u>
	13	<u>4,117</u>

Company

Deferred tax assets and liabilities

	<i>note</i>	Asset £000
2022		
Accelerated capital allowances		4
Pensions		-
Other timing differences		-
Trading losses		<u>-</u>
	13	<u>4</u>

	<i>note</i>	Asset £000
2021		
Accelerated capital allowances		4
Pensions		-
Other timing differences		-
Trading losses		<u>-</u>
	13	<u>4</u>

The current mainstream rate of corporation tax is 19%. It was announced in the March 2022 Budget that the main corporation tax rate will increase to 25% from 1 April 2023. At the balance sheet date this rate change has been enacted and therefore the deferred tax has been recognised at the rates that are expected to be applied to the reversal of the timing differences.

Bibby Holdings Limited

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

11 Tangible assets

Group

	Furniture, fittings, equipment, Plant and Machinery £000	Fleet £000	Assets Under Construction £000	Total £000
Cost or valuation				
At 1 January 2022	51,336	133,824	530	185,690
Additions	6,495	2,525	1,159	10,179
Disposals	(2,222)	-	-	(2,222)
Transfers	1,109	(47)	(1,062)	-
Foreign exchange movements	-	4,484	-	4,484
At 31 December 2022	56,718	140,786	627	198,131
Depreciation				
At 1 January 2022	25,212	68,469	-	93,681
Charge for the year	5,467	4,889	-	10,356
Disposals	(1,978)	-	-	(1,978)
Transfers	6	(6)	-	-
Foreign exchange movements	-	989	-	989
At 31 December 2022	28,707	74,341	-	103,048
Carrying amount				
At 31 December 2022	28,011	66,445	627	95,083
At 31 December 2021	26,124	65,355	530	92,009

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2022 £	2021 £
Plant and machinery	32,723	32,302

There are no tangible fixed assets held by the parent company.

Bibby Holdings Limited

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

12 Investments

Company

	2022 £000	2021 £000
Investments in subsidiaries	<u>2,500</u>	<u>2,500</u>

The subsidiaries of the group are set out below. All parent companies of the trading businesses' subgroups are UK incorporated companies. All interests are in ordinary share capital (or the equivalent) with voting rights.

* interest not held directly by Bibby Holdings Limited

Company Name	Country of Incorporation	Registered Office	% Equity Share Capital Held	Type of Business
1. Bibby Taurus Limited	England & Wales	a	100%	Holding company
2. Garic Limited	England & Wales	a	100%*	Design, fabrication and purchase of plant and machinery for sale and hire
3. Bibby Marine Limited	England & Wales	a	100%	Holding company for marine niche assets and services
4. Bibby WaveMaster 1 Limited	England & Wales	a	100%*	Ownership and operation of a service operation vessel
5. Bibby WaveMaster 2 Limited	England & Wales	a	100%*	Ownership and operation of a service operation vessel
6. Bibby Marine Services Limited	England & Wales	a	100%*	Intermediate holding company
7. Bibby Marine Management Limited	England & Wales	a	100%*	Service activities incidental to water transportation
8. Bibby Marine Survey Services Limited	England & Wales	a	100%*	Dormant

Bibby Holdings Limited

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

12 Investments (continued)

9.	Bibby Maritime Limited	England & Wales	a	100%*	Ownership and operation of floating accommodation vessels
10.	Bibby Bergen Limited	England & Wales	a	100%*	Ownership and operation of floating accommodation vessels
11.	Bibby Challenge Limited	England & Wales	a	100%*	Ownership and operation of floating accommodation vessels
12.	Bibby Maritime Crewing Services Limited	England & Wales	a	100%*	Provision of crew services
13.	Bibby Maritime Nigeria Limited	Nigeria	b	100%*	In liquidation
14.	Bibby Progress Limited	England & Wales	a	100%*	Ownership and operation of floating accommodation vessel
15.	Bibby Pioneer Limited (previously Bibby Renaissance Limited)	England & Wales	a	100%*	Ownership and operation of floating accommodation vessels
16.	Bibby Stockholm Limited	England & Wales	a	100%*	Ownership and operation of floating accommodation vessels
17.	Bibby Ship Management ^N (Eastern Europe)	Russian Federation	c	85.71%*	Non-trading

Registered offices:

- a 3rd Floor, Walker House, Exchange Flags, Liverpool, L2 3YL, United Kingdom
- b 25 Adeyemo Alakija Street, Victoria Island, Lagos, Nigeria
- c 1/2 Atarbekova str, 350062, Krasnodar, Krasnodar

^N: The company is dormant and we have no intention for this entity to recommence trading. The balance of equity is owned by the General Manager, as required by local laws. The Board are considering the most efficient method to divest of this entity but currently can not take any action due to international sanctions.

Bibby Taurus Limited has taken advantage of an exemption from audit under section 479A of the Companies Act 2006. As the immediate parent, Bibby Holdings Limited, has provided a statutory guarantee for any outstanding liabilities of Bibby Taurus Limited.

Bibby Holdings Limited

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

13 Stocks

	Group	
	2022	2021
	£000	£000
Raw materials and consumables	1,039	996
Work in progress	20	64
Finished goods and goods for resale	379	650
	1,438	1,710

14 Debtors

		Group		Company	
		2022	2021	2022	2021
		£000	£000	£000	£000
	<i>note</i>				
Trade debtors		8,359	9,020	-	-
Amounts owed by group undertakings		24,344	24,350	38,089	38,095
Other debtors		4,906	5,307	1	6
Prepayments		2,529	3,108	-	-
Taxation and social security		104	142	-	-
Deferred tax asset	9	5,608	4,117	4	4
Total current trade and other receivables		45,850	46,044	38,094	38,105

The amounts owed by group undertakings relate to amounts owed from other Bibby Line Group companies outside of the Holdings sub-group, arising from loans provided to support the relevant businesses. The loans are non-interest bearing with no scheduled date for repayment, hence repayable on demand.

15 Creditors

		Group		Company	
		2022	2021	2022	2021
		£000	£000	£000	£ 000
	<i>note</i>				
Amounts failing due within one year					
Bank overdraft	15	601	-	-	-
Loans and borrowings	15	6,478	6,560	-	-
Trade creditors		2,798	2,872	-	-
Amounts due to group undertakings		428	242	79	79
Other payables		291	341	-	6
Accrued expenses		4,992	4,939	-	-
Taxation and social security		1,044	1,254	-	-
Corporation tax liability		254	564	-	-
	21	16,886	16,772	79	85

Bibby Holdings Limited

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

15 Creditors (continued)

		Group		Company	
	Note	2022	2021	2022	2021
		£000	£000	£000	£000
Amounts falling due after one year					
Loans and borrowings	15	54,260	55,611	-	-
Amounts due to related parties		29,142	28,064	-	-
	21	<u>83,402</u>	<u>83,675</u>	<u>-</u>	<u>-</u>

Amounts due to related parties relate to vessel funding and working capital funding provided by group companies together with consideration for tax losses. The loans bear interest at a rate of 8%.

The Marine business uses forward foreign exchange contracts to manage exposure to foreign exchange risk associated with foreign denominated income. The valuation techniques use contracted exchange rates and current forward rates as determined by the bank/issuer of the derivative contract. None are held at year end (2021: none).

16 Loans and borrowings

	note	Group	
		2022	2021
		£000	£000
Non-current loans and borrowings			
Bank borrowings		25,945	26,773
Finance lease liabilities		28,315	28,838
	14	<u>54,260</u>	<u>55,611</u>
Current loans and borrowings			
Bank borrowings		4,352	4,049
Finance lease liabilities		2,727	2,511
	14	<u>7,079</u>	<u>6,560</u>

Bibby Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 *(continued)*

16 Loans and borrowings *(continued)*

	2022 £000	2021 £000
Bank loans are repayable:		
Within one year	4,352	4,049
Between one and two years	2,308	2,185
Between two and five years	6,925	6,554
After five years	16,712	18,034
	<u>30,297</u>	<u>30,822</u>
	2022 £000	2021 £000
Finance leases are repayable		
Within one year	2,727	2,511
Between one and two years	2,796	2,580
Between two and five years	19,240	17,458
After five years	6,279	8,800
	<u>31,042</u>	<u>31,349</u>

The rates of interest payable on bank loans vary with either Euro or UK short term SONIA/EURIBOR or UK base rates. Obligations under finance leases are secured on the assets they finance. Within the Marine Group Limited, Bibby WaveMaster 2 Limited has a 10 year finance lease facility relating to the WaveMaster Horizon vessel, as a result of a sale and lease back arrangement entered into on 19 November 2020. The finance lease includes an option to purchase for a nominal €1 at the end of the lease period, which, given the expected life of the vessel, it is expected to be exercised.

17 Provisions for liabilities

Group	Total £000
At 1 January 2022	1.293
Profit and loss account, charge for the year	338
Utilised	<u>(64)</u>
At 31 December 2022	<u>1.567</u>

Provisions include, property provisions relating to probable dilapidation obligations of £1.6m.

Bibby Holdings Limited

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

18 Share capital

Allotted, called up and fully paid shares

Group and Company

	2022		2021	
	Number (000s)	£000	Number (000s)	£000
Ordinary shares of £1 each	5,000	5,000	5,000	5,000

19 Dividends

The directors are proposing a final dividend of £Nil (2021 - £Nil).

20 Pensions

Defined contribution pension scheme

The group operates defined contribution pension schemes. The pension costs for the year represents contributions payable by the subsidiaries to the schemes and amounted to £612,000 (2021 – £504,000). There are no contributions outstanding to the scheme at the end of the financial year (2021 – same).

Multi-employer pension scheme

The group used to contribute to the Merchant Navy Officers' Pension Fund (MNOF) and Merchant Navy Ratings' Pension Fund (MNRPF), which are both multi-employer defined benefit schemes. The group is unable to identify its share of the underlying assets and liabilities of either scheme and the schemes have agreed a schedule of contributions with all sponsoring employers. All contributions in respect of Bibby Holdings Ltd and fellow members of the Bibby Line Group have been fully paid. No further contributions are expected to either scheme as the scheme.

21 Commitments

Group

Capital commitments

The total amount of property, plant and equipment expenditure for which contracts have been placed but which are not otherwise provided for in these financial statements was £6,511,000 (2021 - £3,975,000).

Operating lease commitments

As at 31 December 2022 the group had total minimum leases payments under non-cancellable operating leases as shown in the following table:

Bibby Holdings Limited

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

21 Commitments (continued)

Operating leases which expire:

	2022 £000	2021 £000
Land and Buildings		
Within one year	950	749
Within two and five years	3,626	1,339
Over five years	1,097	-
	5,673	2,088
Other		
Within one year	1,937	1,843
Within two and five years	3,814	3,519
Over five years	-	-
	5,751	5,362

Company

Capital and operating lease commitments

The total amount contracted for but not provided in the financial statements was £Nil (2021 - £Nil).

22 Financial instruments

Group

Categorisation of financial instruments

	2022 £000	2021 £000
Financial assets measured at amortised cost (note 13)	45,850	46,044
Financial liabilities measured at amortised cost (note 14)	(100,288)	(100,447)
	(54,438)	(54,403)

23 Related party transactions

The company has taken advantage of the exemption in FRS 102 Section 33 "Related Party Disclosures" from disclosing transactions with wholly owned subsidiaries of Bibby Line Group Limited.

24 Control

The company is wholly owned by Bibby Line Group Limited a Company which is registered in England. Bibby Line Group Limited is the parent undertaking of the largest and smallest group which consolidates these accounts and of which the company is a member.

The ultimate controlling party is Bibby Line Group Limited and further detail is disclosed in the financial statements of Bibby Line Group Limited. These may be obtained from Bibby Line Group Limited, 3rd Floor, Walker House, Exchange Flags, Liverpool, L2 3YL (www.bibbylinegroup.co.uk).