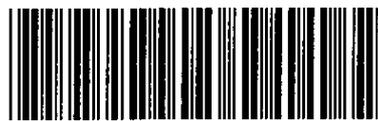


THURSDAY



\*AAZH3Z6W\*

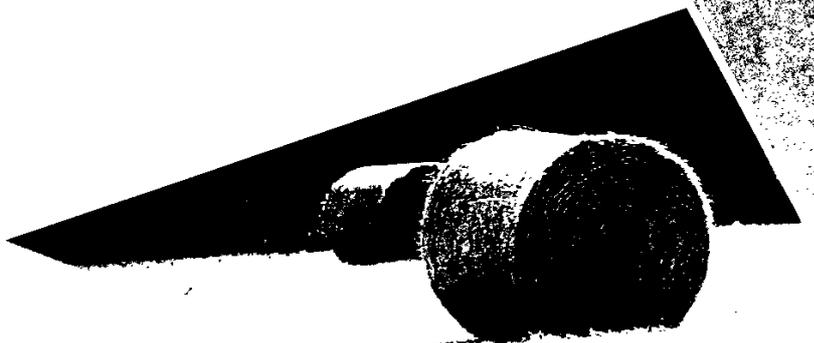
A05

10/03/2022

#262

COMPANIES HOUSE

<b>1</b>	<b>CONTENTS</b>	<b>3</b>
	Group snapshot	
<b>2</b>	<b>CHIEF EXECUTIVE'S REVIEW</b>	<b>4</b>
	Chief Executive's review	8
	Our business at a glance	12
	Our strategy in focus	15
	Directors	16
	Principal risks and uncertainties	
<b>3</b>	<b>FINANCIAL STATEMENTS</b>	<b>20</b>
	Corporate governance	23
	Group finance review	28
	Directors' report	31
	Independent auditors' report	
<b>4</b>	<b>FINANCIAL STATEMENTS</b>	<b>35</b>
	Group profit and loss account	36
	Group balance sheet	37
	Company balance sheet	38
	Group statement of changes in equity	39
	Company statement of changes in equity	40
	Group statement of cash flows	41
	Statement of accounting policies	53
	Notes to the financial statements	
		93
<b>5</b>	<b>GENERAL INFORMATION</b>	
<b>6</b>	<b>CONTACTS</b>	<b>94</b>
	Directors and advisers	



# 1 Strategic focus

## Group snapshot

### Revenue

Revenue has increased by over 8% in the last 3 years from **£393m** in 2019 to **£425m** in 2021

### Carbon offsets

Our renewable energy sites' carbon saving is **790,921** carbon tonnes this year

### Energy generation

Our renewable energy assets produce enough energy to power **779,925** UK homes

### Number of loans

We provide financing to **189** borrowers in the UK

### Number of employees

We employ a total of **1,050** people

### Number of sites

We own **217** renewable energy sites spread predominantly across the UK



## Chief Executive's review

Our business results are a testament to the resilience we have demonstrated in the face of the global challenges we have faced. In 2020, we have exceeded our financial targets and delivered a strong performance in our core businesses, while also making significant progress in our strategic initiatives. Our core business performance was strong, and we have been able to deliver a strong return on capital, reflecting our focus on operational excellence and our commitment to our customers.

The two pillars of our strategy have enabled us to target our investment and to share the benefits of the changing and changing environment. The focus on operational excellence and the focus on our core business have been a key driver of our performance. The focus on operational excellence has been a key driver of our performance, and the focus on our core business has been a key driver of our performance.

Our sales performance delivered 4.9% growth over the last two years, in line with our target of 4.0% growth per annum. This strong performance was supported by an increase in long-term energy prices, and growth in new products.

Our business has moved into a new phase and is a large and established Group, made up of almost 50 companies. We have not been able to expand our market share in our core business. We have also shared our market share with our competitors, which have implemented a range of initiatives to improve their performance. Our focus on operational excellence and our commitment to our customers have been a key driver of our performance, and the focus on our core business has been a key driver of our performance.

We will continue to support a strong performance in our core business, and we will continue to support a strong performance in our core business. We will continue to support a strong performance in our core business, and we will continue to support a strong performance in our core business. We will continue to support a strong performance in our core business, and we will continue to support a strong performance in our core business.

## A reflection on our year

Our performance has been a testament to the resilience we have demonstrated in the face of the global challenges we have faced. In 2020, we have exceeded our financial targets and delivered a strong performance in our core businesses, while also making significant progress in our strategic initiatives. Our core business performance was strong, and we have been able to deliver a strong return on capital, reflecting our focus on operational excellence and our commitment to our customers.

Our business has moved into a new phase and is a large and established Group, made up of almost 50 companies. We have not been able to expand our market share in our core business. We have also shared our market share with our competitors, which have implemented a range of initiatives to improve their performance. Our focus on operational excellence and our commitment to our customers have been a key driver of our performance, and the focus on our core business has been a key driver of our performance.

We will continue to support a strong performance in our core business, and we will continue to support a strong performance in our core business. We will continue to support a strong performance in our core business, and we will continue to support a strong performance in our core business. We will continue to support a strong performance in our core business, and we will continue to support a strong performance in our core business.



## 2 | STRATEGIC REPORT

### Chief Executive's review

However, as a result of rising energy prices, we suffered a cost shock across the year. Our cash and debt covenants are robust, with an average loan-to-value of around 65% and the covenants performing well in all areas of the Group. We remain positive on our long-term outlook, with operating leverage improving and we will expect the loan-to-value to gradually return to its average level by the end of the year prior to the lockdown period.

#### Responsible business practices

Our business strategy is designed to target steady long-term growth for our shareholders both through owning and creating businesses that are underpinned by valuable assets and through operating with integrity and large-scale security being a focus. We are well positioned to look for opportunities in sectors where we have a track record of delivering high returns and providing long-term value, as well as being a higher priority for investors, boards and employees to build and maintain.

During the past ten years, we have established ourselves as one of the world's leading and most certain onshore wind asset owners and operators, and we are confident in the long-term value of the UK's targeted and funded onshore energy from commercial-scale wind, which we have built on this expertise to grow our business further. We now also have a track record of onshore wind energy in other areas, such as onshore wind energy in China and Brazil. In total, we produce more than 2.4TWh of onshore wind energy, and 2.1TWh of the UK's onshore wind energy, and we have a significant contribution to the UK's green energy targets. We have a solid financial track record, with a market cap of over £85bn, and have raised the quality of our financial and environmental performance across energy assets and non-energy infrastructure through our efforts

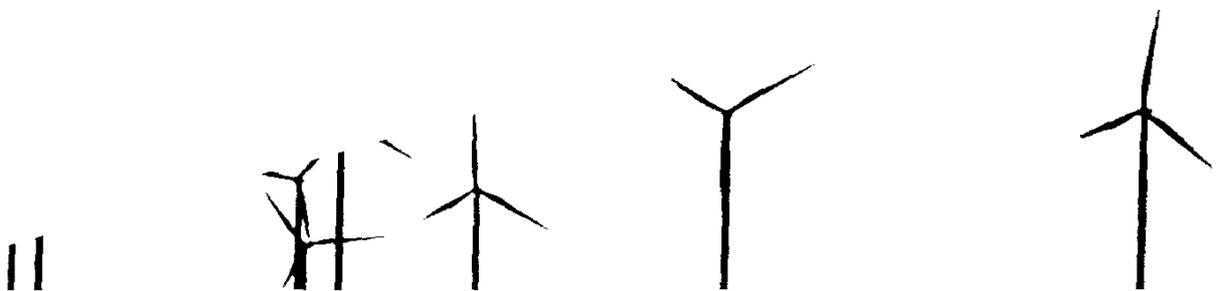
to invest in and build out our onshore wind assets, with the UK onshore wind capacity expected to increase to 16GW by 2025. This is a significant contribution to the UK's net-zero target and will be a major driver of the UK's energy transition. We are also a leading provider of onshore wind energy in Australia.

#### Current trading and outlook

Since the year end, the Group has continued to perform strongly, and we are confident in our ability to deliver the performance of the Group's onshore wind portfolio. We remain positive on our long-term outlook, with our continued operating leverage providing the key driver of our strong energy, headline and total returns.

Our priority onshore businesses continue to perform strongly, with increased capacity and high returns in the UK and a strong track record in other areas. We are well positioned to address the challenges and risks associated with the onshore wind industry, and we believe that our business will continue to grow.

Our onshore wind energy portfolio continues to exceed our performance targets, with a strong track record in the UK and a strong track record in other areas. We are well positioned to address the challenges and risks associated with the onshore wind industry, and we believe that our business will continue to grow. Our onshore wind energy portfolio continues to exceed our performance targets, with a strong track record in the UK and a strong track record in other areas. We are well positioned to address the challenges and risks associated with the onshore wind industry, and we believe that our business will continue to grow.



### Chief Executive's review

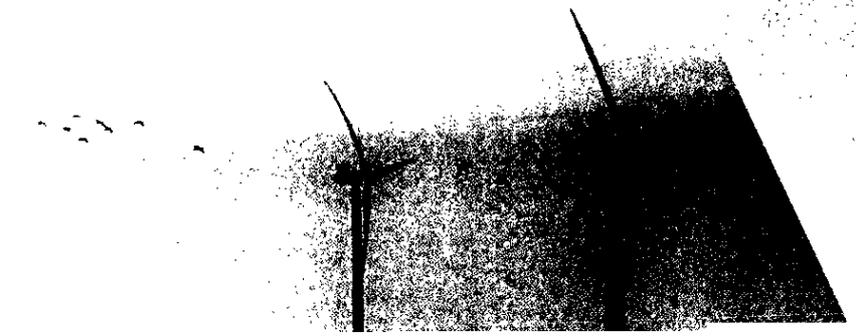
Employees are responsible for the success of our management teams and the value we create for the shareholders. The annual report is a key communication vehicle for the Group. It is our responsibility to ensure that the report is clear, concise and provides a fair and balanced view of our performance. It is our responsibility to ensure that the report is a key communication vehicle for the Group.

For the Board, I am pleased to have delivered a strong performance and a return to profitability. I am grateful to the Board for their support and for the excellent performance of the Group.

The Board of Directors led in the past year, and the period of the year and we have seen a number of

key initiatives that have improved our performance and helped us to achieve our strategic objectives. The Board has also been instrumental in ensuring that the Group has achieved a strong performance in the year. The Board has also been instrumental in ensuring that the Group has achieved a strong performance in the year. The Board has also been instrumental in ensuring that the Group has achieved a strong performance in the year.

...the Board of Directors led in the past year, and the period of the year and we have seen a number of key initiatives that have improved our performance and helped us to achieve our strategic objectives. The Board has also been instrumental in ensuring that the Group has achieved a strong performance in the year.



## 2 STRATEGIC PERSPECTIVE

### Our business at a glance

Term Trading Limited (Term), formerly Term Trading Group, Limited is the parent company of a most 200 subsidiaries, together the Group's four Group operates across four key areas: energy, infrastructure, fibre broadband and alternative. Over the past eleven years, we have built a heavily diversified group of operating businesses which continued to deliver long-term value and a predictable income for our shareholders.

#### 1. Owning and operating energy sites

We generate power from a sustainable sources and sell the energy produced either directly to industrial consumers or to large retailers. Many of our renewable energy sites are a quality for government incentives, which require an annual source of income. We have also utilised our experience in renewables to develop alternative sources for large ongoing operations. At the same time the Group has five other under construction.

#### 2. Short- and medium-term lending

We own and operate a large number of property portfolios and have been successful in providing alternative business to build assets in a number of related energy, infrastructure, financial and commercial alternatives.

#### 3. Owning and operating healthcare infrastructure

We own a number of retirement villages and private hospitals, which provide high-quality healthcare across four operational sites in the UK.

#### 4. Owning and operating fibre broadband suppliers

We are building out fibre broadband networks in certain areas of the UK to provide ultrafast fibre broadband direct to homes and businesses. Our management teams are working hard to build out the network and we are contributing revenue to the Group's overall operations for the network.

Solar, wind, biomass,  
landfill gas,  
reserve power

Property lending,  
development  
financing

Retirement villages,  
private hospitals

Delivering ultrafast  
fibre broadband  
across the UK

Energy and Infrastructure

Property and Finance | Construction | Operations | Distribution



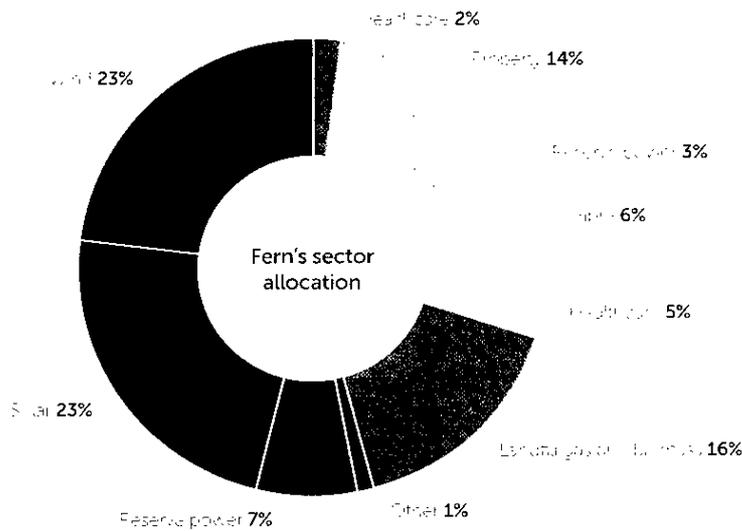
**Our business at a glance**

The identification of a clear strategy, which includes a corporate overview, is a prerequisite for the success of our business. Our strategy is based on a development and implementation of a strategic plan, which is primarily based on the identification of the company's strengths and weaknesses, and the identification of

the strengths and weaknesses of the company, leading to a strategic plan, which is primarily based on the identification of the company's strengths and weaknesses, and the identification of the strengths and weaknesses of the company, leading to a strategic plan, which is primarily based on the identification of the company's strengths and weaknesses, and the identification of

the strengths and weaknesses of the company, leading to a strategic plan, which is primarily based on the identification of the company's strengths and weaknesses, and the identification of the strengths and weaknesses of the company, leading to a strategic plan, which is primarily based on the identification of the company's strengths and weaknesses, and the identification of

**Sector split\***



- Owing and operating assets 81%
- Lending 19%

\* Fern's business is split into two main categories: owning and operating assets (81%) and lending (19%). The data is based on the company's financial statements for the year ended 31st December 2023.



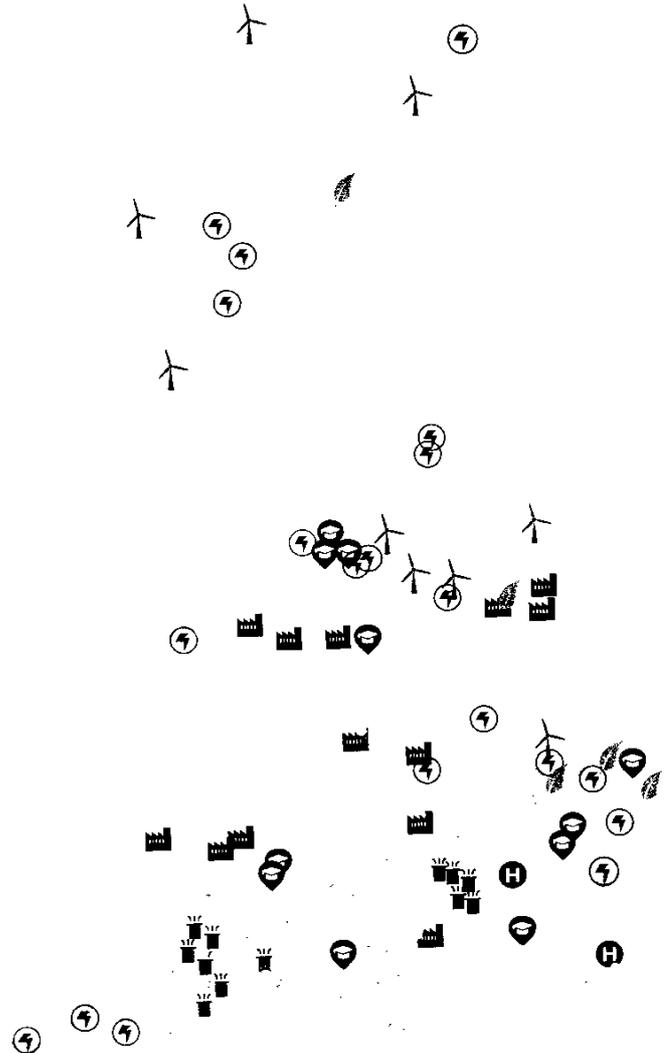
## 2 OPERATIONS REPORT

### Our business at a glance

We are proud that the power sector is a global leader in the development of sustainable energy solutions, from the generation of clean energy to the creation of efficient and innovative solutions for our customers and the world.

Our business is divided into three main segments: **Power Generation**, **Power Distribution** and **Power Services**. Each segment is supported by a strong network of assets and infrastructure, ensuring a reliable and efficient supply of energy to our customers.

- Power Generation
- Power Distribution
- Power Services
- Renewable Energy
- Energy Storage
- Energy Efficiency
- Energy Trading
- Energy Consulting
- Energy Financing
- Energy Insurance
- Energy Law
- Energy Security
- Energy Compliance
- Energy Research
- Energy Development
- Energy Operations
- Energy Maintenance
- Energy Repair
- Energy Replacement
- Energy Upgrade
- Energy Expansion
- Energy Innovation
- Energy Collaboration
- Energy Partnership
- Energy Alliance
- Energy Consortium
- Energy Network
- Energy Platform
- Energy Ecosystem
- Energy Community
- Energy Ecosystem
- Energy Community
- Energy Ecosystem
- Energy Community



At the same time, we are investing in research and development to develop new and innovative energy solutions. Our focus is on developing sustainable energy solutions that can help reduce carbon emissions and improve energy efficiency. We are also investing in energy storage and distribution technologies to ensure a reliable and efficient supply of energy to our customers.



**Our business at a glance**

We are proud to have been awarded the award for best green award in our industry for the 12th year. We have also been awarded the award for best green award in our industry for the 12th year. We have also been awarded the award for best green award in our industry for the 12th year.

**Energy**

We have achieved a 100% renewable energy supply for our operations. This is a significant achievement for a company of our size.

Our commitment to sustainability is reflected in our energy and environmental performance. We have implemented a range of measures to reduce our carbon footprint and improve our energy efficiency.

The First Community Fund is a social enterprise run by the First Group. It aims to provide renewable energy funds generated from wind and solar farms. The First Community Fund has awarded £1436,000 to local community projects, supported 66,000 university students and 19,000 student scholars at First Group and helped a winter fuel supply to 603,000 adults.

**Healthcare**

Our first health services provide high-quality, community-led care for people with long-term conditions. We have invested in a range of services to support our patients and their families.

Our first health services provide high-quality, community-led care for people with long-term conditions. We have invested in a range of services to support our patients and their families.

**Fibre**

Our fibre network is a key part of our infrastructure. We have invested in a range of fibre optic projects to improve our network and provide better service to our customers.

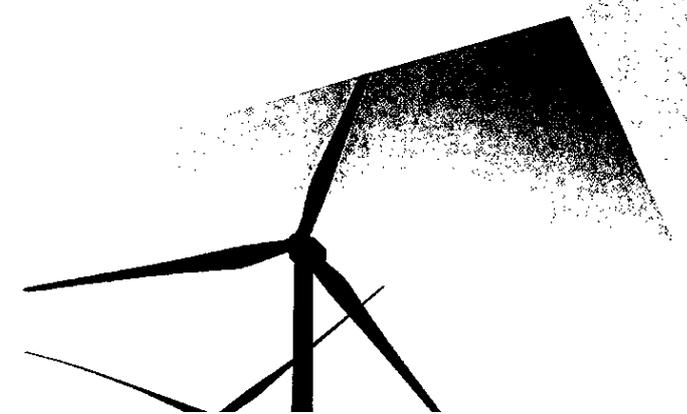
Our fibre network is a key part of our infrastructure. We have invested in a range of fibre optic projects to improve our network and provide better service to our customers.

Our fibre network is a key part of our infrastructure. We have invested in a range of fibre optic projects to improve our network and provide better service to our customers.

**Lending**

Our lending services provide a range of financial products to our customers. We have invested in a range of services to support our borrowers and their businesses.

Our lending services provide a range of financial products to our customers. We have invested in a range of services to support our borrowers and their businesses.



## Our strategy in focus

### Energy division

Through our Energy division, we build, own and operate energy sites, and we supply electricity into the network as well as contracting end-user energy, either for our own use or for other energy users. Our energy sites include renewable energy, contributing to the Group's position as one of the largest independent renewable energy from commercial supply to electricity markets. Energy sites are typically expected to generate stable profits for many years, as such, allowing and ensuring there is a consistent attractive to the Group's investors. The requirement to deliver credible profits over the long term.

Turkey and energy sites generate power from sustainable sources and use energy production efficiently. The large industrial consumers in the large networks. Many of our renewable energy sites are also qualified for government incentives. In 2019, the amount of the generated energy purchased by our customers are 10,300 GWh, a 10% increase period on the year. Our sites superior maintenance and high availability performance. This has required some of the most advanced technology in the energy industry. The long-term predictability of the income offered by government incentives continues to make renewable energy an attractive sector. An investment in this sector is an investment in the future, and government incentives will ensure the interest in the market continues to grow over time and operate.

During any operating energy sites is a core part of

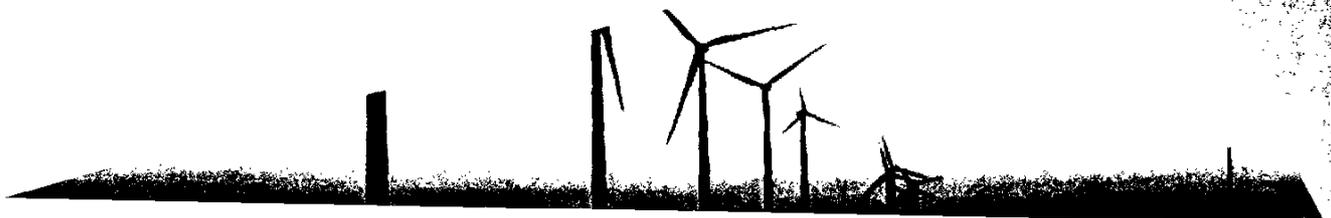
our strategy, and our entire market is built on this. The Group's strategy is to invest in our own energy sites, generate energy, and to fund that activity. Our strategy is to ensure that we have the opportunity to build profitable returns over the long term. This combination of energy sites strategy, to ensure that our return on assets the range of Group activities to generate target returns for shareholders.

### "Our renewable energy sites we own, we are able to secure long-term financing from the private bank at competitive rates to enhance our returns on the assets. We also have several regions our shareholders expect."

Due to the high quality energy sites we own, we are able to secure long-term financing from the private bank at competitive rates to enhance our returns on the assets. We also have several regions our shareholders expect.

Our renewable energy sites have started to invest in solar energy, which the Group has also invested in. Our sites use the latest technologies, including wind energy, biomass and solar power, supported by reserve power plants which allow us to supply power to the market. The Group therefore we continue to invest in our own energy sites, and to continue to invest in new technologies for energy production from the technology. Our sites are in a strong position to continue to invest in new technologies. The Group also plans to invest in the future in the energy sector, and to invest in the future in the energy sector. We will continue to invest in the energy sector, and to invest in the future in the energy sector. We will continue to invest in the energy sector, and to invest in the future in the energy sector.

As you know,  
if told our cables could stretch  
from London to Mexico City.



## Our strategy in focus

From our core portfolio, we are focused on sectors with the highest growth potential and the most attractive long-term investment opportunities. We are also focused on high-quality, high-growth companies with strong competitive advantages. We are also focused on companies with strong financial performance and a clear path to profitability. We are also focused on companies with a strong track record of innovation and a clear path to market leadership.

During the year in 2021, we successfully acquired a number of companies, including several private equity-backed companies, and we also sold a number of companies. We are also focused on improving our operational performance and reducing our costs.

The Board of the Group is focused on ensuring that we continue to deliver strong returns to our shareholders. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.

### Healthcare division

Through our Healthcare division, we are focused on providing high-quality healthcare services to our patients. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.

Our private medical business, One Health, provides a range of healthcare services to our patients. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.

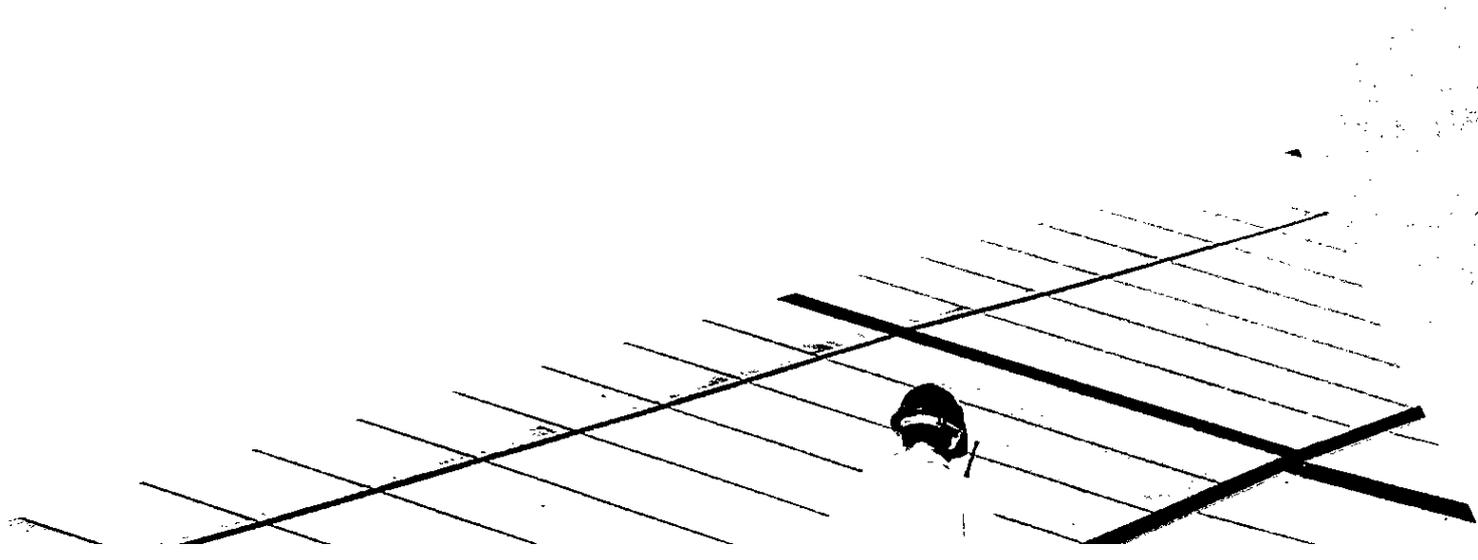
Our private medical business, One Health, provides a range of healthcare services to our patients. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.

### Fibre division

Our Fibre division is focused on providing high-quality fibre optic services to our customers. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.

Our Fibre division is focused on providing high-quality fibre optic services to our customers. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.

This division is focused on providing high-quality fibre optic services to our customers. We are also focused on improving our operational performance and reducing our costs. We are also focused on improving our financial performance and increasing our cash flow.



### Our strategy in focus

Through our cost-reduction program, which spans the entire value chain, we are focused on driving our operating performance to new levels. We believe that our cost-reduction program will drive our operating performance to new levels.

The Board also continues to support a strong capital structure. In 2019, the Board will have made a decision on whether to raise additional capital. The Board will continue to provide exceptional guidance to ensure a strong return on capital and a strong operating performance. The company will continue to invest in research and development over the next several years to further our business.

Our teams have worked to reduce our operating costs through our cost-reduction program. Our operating performance has been strong, and we expect that demand for our products will continue to grow. We will continue to invest in research and development over the next several years to further our business.

#### Lending

Our lending portfolio is primarily composed of loans to our customers. We have a strong track record of providing loans to our customers, and we expect that demand for our lending products will continue to grow. We will continue to invest in research and development over the next several years to further our business.

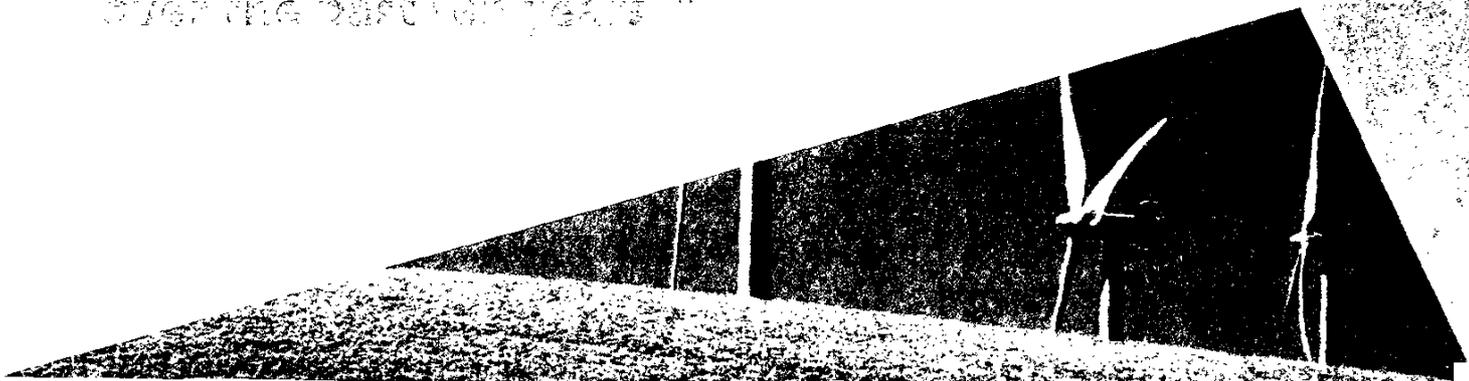
Our lending portfolio is primarily composed of loans to our customers. We have a strong track record of providing loans to our customers, and we expect that demand for our lending products will continue to grow. We will continue to invest in research and development over the next several years to further our business.

The lending business has been a strong contributor to our operating performance. Our lending portfolio is primarily composed of loans to our customers, and we expect that demand for our lending products will continue to grow. We will continue to invest in research and development over the next several years to further our business.

Our lending portfolio is primarily composed of loans to our customers. We have a strong track record of providing loans to our customers, and we expect that demand for our lending products will continue to grow. We will continue to invest in research and development over the next several years to further our business.

Our lending portfolio is primarily composed of loans to our customers. We have a strong track record of providing loans to our customers, and we expect that demand for our lending products will continue to grow. We will continue to invest in research and development over the next several years to further our business.

Our operating performance has been strong, and we expect that demand for our products will continue to grow. We will continue to invest in research and development over the next several years to further our business.



## Directors

The experienced Board of Directors for the Fern Group are responsible for determining the strategy of the business and for accounting for the Company's business activities to shareholders. They have a set of complementary commercial, energy sector-related and strategic skills.

Paul is Director of Energy Finance and Investment at the UK's largest utility and the former Chief Financial Officer of the UK's largest utility, British Gas plc. He has also a managing director of Jodanis Investments Limited (JIL) where he has managed since 2008 a £1.5 billion buy-out of Jodanis and extensive experience in high quality real estate assets that include a variety of effective and innovative investment structures for his clients.

Paul has had broad global management and internal controlling roles across a number of sectors and brings with him a wealth of industry and financial experience.



He has an appropriate mix of an education and a varied career in the London Business School, the Warwick Business School and executive director level and advisory roles that align with and complement the composition of the Board as non-executive chairman and his vast insights into the effective operation of the Board as well as in understanding

the needs of the Firm and need independence over a wide range of time periods from public and private equity, investment and both our consulting and various kinds of operational roles.

Peter has over 30 years' experience in international financing of infrastructure and energy. As a senior executive for international power, Peter was responsible for bringing over \$22bn of project and corporate funding, as well as managing relationships and free-fee activities in that period over 20 years, working internationally for HSBC, Bank of America and Nomura, financing acquisition of 10 greenfield projects in the energy and infrastructure sectors.

His combination of board-level financial and energy experience, over numerous energy sub-sectors, and multi-regional knowledge of all the sectors in which Fern invests, adds significant value to the operation of the Board as well as its strategy formation and deployment.



## 2 STRATEGIC REPORT

### Principal risks and uncertainties

Management identify assets and liabilities associated with the Group's various activities and thereby, Risk is defined in terms of values, arising from the inherent financial risks in the market and from operational risks contained within the systems and products used to support the business. Overall net exposure is managed across the Group through the diversification of our activities, both by type of activity and sector.

The principal risks that the Group are exposed to

include the market, operational and financial risks to safety and security, and the risks arising from the availability of the supply of energy and the price of energy. Our financial and operational risks are managed through our risk management policies and procedures, and the value of the activities undertaken to manage

these risks is reported as a separate section of the report. The risk register is updated to reflect specific opportunities and risks and our assessment of whether the likelihood of the risk has changed or remained the same.

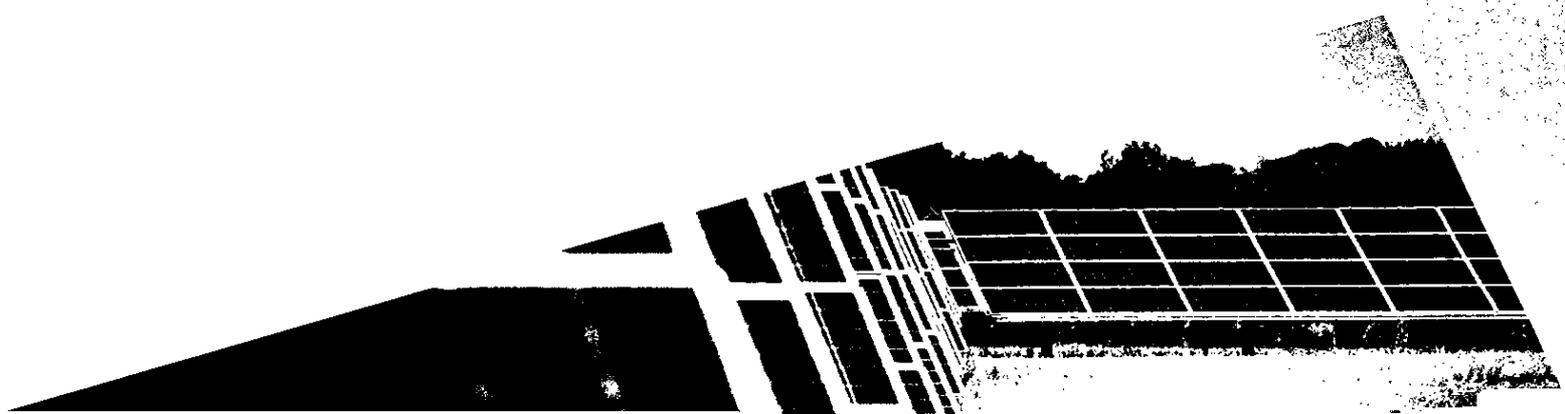
#### Principal Risks

Risk	Division	Mitigations	Change
<p><b>Market risk:</b> Energy price volatility due to events has led to an increase in the price of energy. This is a significant risk for the Group.</p>	Energy operations	<p>Fluctuations in energy prices are managed by entering into contracts on a regular basis to ensure long-term revenue and to ensure that energy prices are managed through the use of derivatives, agreements and other financial instruments. The Group is also exposed to price risk through its investments in renewable energy, such as the Renewable Energy Infrastructure Fund, which is a public-private partnership. The Group is also exposed to price risk through its investments in renewable energy, such as the Renewable Energy Infrastructure Fund, which is a public-private partnership.</p>	<p>Financial risk</p>
<p><b>Market risk (Construction):</b> Fluctuations in the price of raw materials and the cost of construction have led to an increase in the price of construction. This is a significant risk for the Group.</p>	Hardware operations	<p>Fluctuations in the price of raw materials and the cost of construction are managed through the use of derivatives, agreements and other financial instruments. The Group is also exposed to price risk through its investments in renewable energy, such as the Renewable Energy Infrastructure Fund, which is a public-private partnership.</p>	<p>Financial risk</p>
<p><b>Market risk:</b> Interest rate changes can impact the value of the Group's investments and the value of the Group's debt. This is a significant risk for the Group.</p>	Lending	<p>The Group is exposed to interest rate risk through its investments in renewable energy, such as the Renewable Energy Infrastructure Fund, which is a public-private partnership. The Group is also exposed to interest rate risk through its investments in renewable energy, such as the Renewable Energy Infrastructure Fund, which is a public-private partnership.</p>	<p>Financial risk</p>



**Principal risks and uncertainties**

<b>Principal Risks</b>			
<b>Risk</b>	<b>Division</b>	<b>Mitigations</b>	<b>Change</b>
<p><b>Market risk:</b>                      Multiple market cycles. Demand for our services may be affected by economic downturns, which may impact the financial condition of our primary and secondary service providers. This may result in lower demand for our services than is currently anticipated.</p>	<p>Field</p>	<p>The Group continues to expand production of the solar equipment and components, which may result in a more efficient and profitable production process. The Group also continues to invest in research and development to improve its products and services.</p>	<p>Stable</p>
<p><b>Market risk (Competition):</b>                      The Group's financial success primarily depends on its ability to compete with its competitors. The Group may not be able to predict or control the competitive environment. The Group may face increased competition from new entrants in the market, which may result in lower prices and reduced demand for its products and services. The Group may also face increased competition from established companies, which may result in higher prices and reduced demand for its products and services.</p>	<p>Field</p>	<p>The Group continues to invest in research and development to improve its products and services. The Group also continues to invest in marketing and sales efforts to increase its market share. The Group may also consider strategic acquisitions to expand its product and service offerings.</p>	<p>Stable</p>
<p><b>Operational risk:</b>                      The Group may face operational risks, such as equipment failure, supply chain disruptions, or changes in regulatory requirements. These risks may result in increased costs, reduced production, or other operational issues.</p>	<p>Manufacturing</p>	<p>The Group maintains strict quality control and safety procedures to ensure the reliability and safety of its products and services. The Group also maintains strong relationships with its suppliers and service providers to ensure the timely and reliable delivery of its products and services.</p>	<p>Low change</p>
<p><b>Operational risk:</b>                      Climate change and other environmental factors may impact the Group's operations and financial performance. The Group may face increased costs for energy, water, and other resources, which may result in higher prices for its products and services. The Group may also face increased regulatory requirements, which may result in higher costs and reduced production.</p>	<p>Energy operations</p>	<p>The Group is committed to reducing its carbon footprint and improving its energy efficiency. The Group may also consider investing in renewable energy sources to reduce its reliance on fossil fuels. The Group may also consider investing in water conservation technologies to reduce its water consumption.</p>	<p>Low change</p>
<p><b>Operational risk:</b>                      The Group may face operational risks, such as equipment failure, supply chain disruptions, or changes in regulatory requirements. These risks may result in increased costs, reduced production, or other operational issues.</p>	<p>Field</p>	<p>The Group continues to invest in research and development to improve its products and services. The Group also continues to invest in marketing and sales efforts to increase its market share. The Group may also consider strategic acquisitions to expand its product and service offerings.</p>	<p>Stable</p>



## 2 INTEGRATED REPORT

### Principal risks and uncertainties

Risk	Principal Risks		Change
	Division	Mitigations	
<b>Operational risk (IT Systems and Data):</b> The Group's IT systems, IT-related infrastructure and IT systems and infrastructure are critical to the Group's operations. The Group is subject to a number of regulatory requirements, including GDPR and other local laws.	Fibr	Focus on compliance, more user-focused and a dedicated line for IT and security, and a dedicated line for the Group's data protection and security. Implement more appropriate management of information and data, use of third-party services and regular data cleansing.	New
<b>Counterparty risk (Construction):</b> The Group's infrastructure partner and construction partner are key to the Group's operations. This includes the Group's infrastructure and construction partners.	Fibr	Early and regular engagement with several partners, including the Group's infrastructure and construction partners, to ensure the Group's infrastructure and construction partners are effective and reduce the impact of any disruption.	New
<b>Counterparty risk:</b> The Group's infrastructure partner and construction partner are key to the Group's operations. This includes the Group's infrastructure and construction partners.	E.ON Energy	The Group's infrastructure partner and construction partner are key to the Group's operations. This includes the Group's infrastructure and construction partners.	Decrease due to the use of market products



## Principal risks and uncertainties

In addition to the principal risks, the Group also faces several other risks related to its operations, financial risks and its ability to meet the UK and global regulatory requirements. The principal risks and uncertainties are set out below. The success of the principal risks is critical to the success and future performance of the Group and the value of the shares in the Group's ordinary shares.

Risk	Division	Other Risks	Change
<p><b>Currency Risk:</b> Acceptance of multiple currencies and foreign exchange rates may impact the expected value of returns and the volatility of the Group's cash flows.</p>	<p>Finance Operations</p>	<p>The Group has implemented a program to hedge currency risk and to ensure that all of its operations are hedged. Any currency fluctuations by external factors may impact the volatility of the returns and the volatility of the Group's cash flows. The volatility of the Group's cash flows is impacted by the program.</p>	<p>Increased No further disclosure required</p>
<p><b>Interest Rate Risk:</b> Interest rates may increase as a result of market conditions.</p>	<p>Finance Group</p>	<p>For the period following the debt, the Group enters into hedging arrangements to fix a portion of the interest rate against an increase in interest rates. The Group has the ability to hedge its interest rate risk and to mitigate this risk. The Group has hedged its interest rate risk and to mitigate this risk. The Group has hedged its interest rate risk and to mitigate this risk.</p>	<p>No change</p>
<p><b>Liquidity Risk:</b> Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.</p>	<p>Finance Group</p>	<p>The Group's liquidity risk is managed through the use of forecasting and the use of the Group's cash resources. The Group's liquidity risk is managed through the use of forecasting and the use of the Group's cash resources. The Group's liquidity risk is managed through the use of forecasting and the use of the Group's cash resources.</p>	<p>No change</p>
<p><b>Technology Risk:</b> The Group's business processes are dependent on high quality, secure and reliable technology. A major source of risk is the failure to existing computer systems and the need to invest in new systems and the need to invest in new systems and the need to invest in new systems.</p>	<p>IT</p>	<p>The Group's business processes are dependent on high quality, secure and reliable technology. A major source of risk is the failure to existing computer systems and the need to invest in new systems and the need to invest in new systems.</p>	<p>No change</p>

The strategy report was approved by the Board of Directors on 17 December 2021 and signed on its behalf by:



PS Latham

Director

17 December 2021

**Corporate governance**

The Board directors and members have approved the remuneration policy for the financial years 2017/18 and 2018/19, and have approved the remuneration policy for the Board members, including the structure of the Board and the benefits in kind, as well as the following provisions: the role of the Chair and the Chair's duties, the role of the Chair in the Board's decision-making during the financial year 2017/18 and 2018/19. The directors also directed to disclose information to the members in the Directors' Report of the financial year Made available under Regulatory Requirement 315.

In the performance of its duties, it promotes the success of the Group, the good relationships with the number of matters, including the following: the consequence of any decisions in the long term, and the impact of the decisions on the Group's stakeholders. It also ensures that the Group's policies and procedures are consistent with the code of practice, and the good practice. The Board also ensures that the Group's policies and procedures are consistent with the code of practice, and the good practice. The Board also ensures that the Group's policies and procedures are consistent with the code of practice, and the good practice.

Analysis of the performance of the Group's operations, performance of the Group's operations, and the impact of the Group's operations on the environment, and the impact of the Group's operations on the environment, and the impact of the Group's operations on the environment. The Board also ensures that the Group's policies and procedures are consistent with the code of practice, and the good practice.

**Principal decisions**

The Board has approved the remuneration policy for the financial years 2017/18 and 2018/19, and has approved the remuneration policy for the Board members, including the structure of the Board and the benefits in kind, as well as the following provisions: the role of the Chair and the Chair's duties, the role of the Chair in the Board's decision-making during the financial year 2017/18 and 2018/19. The directors also directed to disclose information to the members in the Directors' Report of the financial year Made available under Regulatory Requirement 315.

- In order to take into the future growth of the Group, the Board has approved to complete a grant

of shares in October 2017. The 1972 shares were issued at the 70p per share price of 1972, and the total value of the grant was £140. This was intended to provide the Board with the necessary funding to enable the Board to carry out its duties in the financial year. The Board also directed the directors to ensure that the Board's funding would be sufficient to enable the Board to carry out its duties in the financial year. The Board also directed the directors to ensure that the Board's funding would be sufficient to enable the Board to carry out its duties in the financial year.

- Review and approval to make a grant of shares to the Board members, including the structure of the Board and the benefits in kind, as well as the following provisions: the role of the Chair and the Chair's duties, the role of the Chair in the Board's decision-making during the financial year 2017/18 and 2018/19. The directors also directed to disclose information to the members in the Directors' Report of the financial year Made available under Regulatory Requirement 315.
- The Board has approved the remuneration policy for the financial years 2017/18 and 2018/19, and has approved the remuneration policy for the Board members, including the structure of the Board and the benefits in kind, as well as the following provisions: the role of the Chair and the Chair's duties, the role of the Chair in the Board's decision-making during the financial year 2017/18 and 2018/19. The directors also directed to disclose information to the members in the Directors' Report of the financial year Made available under Regulatory Requirement 315.



## Corporate governance

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

### Business strategy

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

### Shareholders

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

### Employees

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

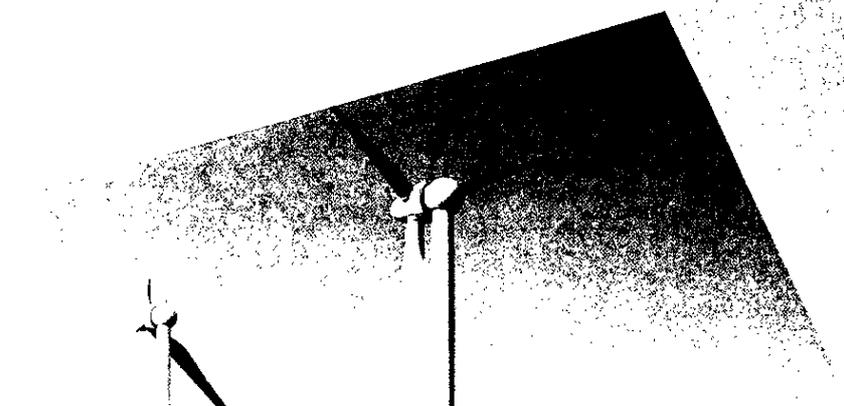
The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.

### Suppliers and customers

The Board are responsible for the overall management of the Group and for the financial performance of the Group. The Board are also responsible for the overall management of the Group and for the financial performance of the Group.



### Corporate governance

The Board has established a robust and transparent management and governance framework and policies and procedures, engaged to ensure the highest standards of performance. The Board actively monitors and reports on risks and engages with the management team to understand the status of risk performance and develop mitigation strategies where necessary.

The Board comprises individuals from a diverse background to be a key business partner and support with responsibility for the delivery of operational, financial, financial, and strategic and regulatory, and other activities.

### Community and environment

The objectives and operation of sustainable infrastructure is at the centre of the Group's strategic goals. Through its business activities, the Group seeks to have a positive contribution to the community, environment and economy. It is committed to providing a safe and secure environment for its employees, customers and the public. The Group has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these. The Group has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these. The Group has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these.

### Business conduct

All Directors, employees and business partners are expected to adhere to the highest standards of integrity and conduct. The Group has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these. The Group has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these.

### Business ethics and governance

The Board oversees the Group's ethical and governance framework, which is based on the highest standards of integrity and conduct. The Board actively monitors and reports on risks and engages with the management team to understand the status of risk performance and develop mitigation strategies where necessary. The Board has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these. The Board has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these.

### Employee, human rights, social and community issues, environment policy and anti-corruption and bribery matters

The Board oversees the Group's policies on employee, human rights, social and community issues, environment policy and anti-corruption and bribery matters. The Board actively monitors and reports on risks and engages with the management team to understand the status of risk performance and develop mitigation strategies where necessary. The Board has a strong commitment to environmental, social and governance (ESG) issues and has implemented a range of measures to address these.



## Group finance review

The turnover of this report shows a decrease in total revenue, primarily due to the impact of the global economic conditions, as well as the effect of the 2021 winter weather conditions. Total revenue for the year decreased by a number of adjacent months with the first 12 months, and a significant drop in the second half of the year, in particular.

In spite of the challenges faced with Covid-19 and Brexit, the Group has exceeded compliance expectations throughout the year and continued to grow with further expansion in our energy operations and foregone through wind sector in particular. Over the period, EBITDA decreased by 23% to £174m, which has been mainly driven by E2FM write-down in the year ending back on certain plans to reserve power contracts. These reserve contracts were purchased for their value after year end based on an independent valuation undertaken ahead of the transaction.

A key objective of the Board is to improve our operational performance. As a result, we have implemented a number of strategic initiatives.

The primary focus of our strategic initiatives is to reduce the cost of our operations. To date, we have focused on reducing our operating costs and to that end, we have implemented a number of strategic initiatives, including the implementation of a new contract model, the implementation of a new contract model, and the implementation of a new contract model. We have also implemented a number of strategic initiatives, including the implementation of a new contract model, the implementation of a new contract model, and the implementation of a new contract model.

	2021 £'000	2020 £'000	Movement	
			£'000	%
Revenue	425,302	390,457	34,845	9%
EBITDA	104,037	134,418	(30,381)	(23%)
Finance costs	(21,170)	(24,285)	3,115	(13%)
Depreciation and amortisation	385,512	658,162	(272,650)	(41%)
Gain	172,478	206,688	(34,210)	(17%)
Impairment	699,440	885,162	(185,722)	(21%)
Other	1,873,594	1,678,552	195,042	12%

In spite of the challenges faced with Covid-19 and Brexit, the Group has exceeded compliance expectations throughout the year and continued to grow with further expansion in our energy operations and foregone through wind sector in particular. Over the period, EBITDA decreased by 23% to £174m, which has been mainly driven by E2FM write-down in the year ending back on certain plans to reserve power contracts. These reserve contracts were purchased for their value after year end based on an independent valuation undertaken ahead of the transaction.

Increased operating expenditure of £20.9m in relation to foregone wind farms, infrastructure assets which are still in the development phase also contributed to the decrease in EBITDA. Adjusting for financial items, there was an EBITDA increase of 23% to £174m compared to £174m restated in 2020, and reflects the strong performance of our underlying assets.

Our debt profile, interest tax credits and dividend situation

Our debt profile, interest tax credits and dividend situation



## Group finance review

Key financial transactions were made during the year including the operational takeover of the first two European wind farms, two major infrastructure projects in the UK, the acquisition of a major US asset, the acquisition of a 10% stake in the 118 units of the first offshore wind farm in July 2012, the Group acquired a portfolio of US renewable wind farms for £15.1m, acquisition of a 10% stake in Australian wind farm for £115.7m and a 10% stake in a biomass plant currently under construction for £9m. To fund these acquisitions and support continued expansion of the group, the Group has raised external finance of £1.1bn.

### Financial performance

Revenue for the Group increased by £20m to £425m during the year. This increase was predominantly driven by energy sales which has increased by 27% to £372m (2011: £292m) related to the group's wind and solar generation. Increase in average energy prices over the year compared to the three year average further contributed by a strong period of high demand towards the end of the year. Unit for demand for energy has not yet returned to the 2008 level and is expected to increase gradually over the next 12 months. Revenue growth has been supported by new wind and solar generation by 43% where a key UK wind project contributed a net revenue of £14m to £41m (2011: £28.3m) leading the group's total drop of 7% at £11m (2011: £70.9m) which comprised a net drop of £10m due to a 10% average fall in price over the year as well as a net loss of £10.9m from other parts of the Group.

Operating expenditure for the year was £309m which is in line with the expected expenditure and no major one off expenditure is reported at the £10m provision for the year end. Refinancing and housing payments had to reduce net debt by £1.1m over the year and contributed to the £15.7m decrease in interest cost to £36.4m (2011: £52.1m) related

to the £1.1m decrease in debt of £1.1bn (2011: £1.1m) recognised in the sale of other assets and the disposal of 10% of a share in a joint venture in the energy operations business.

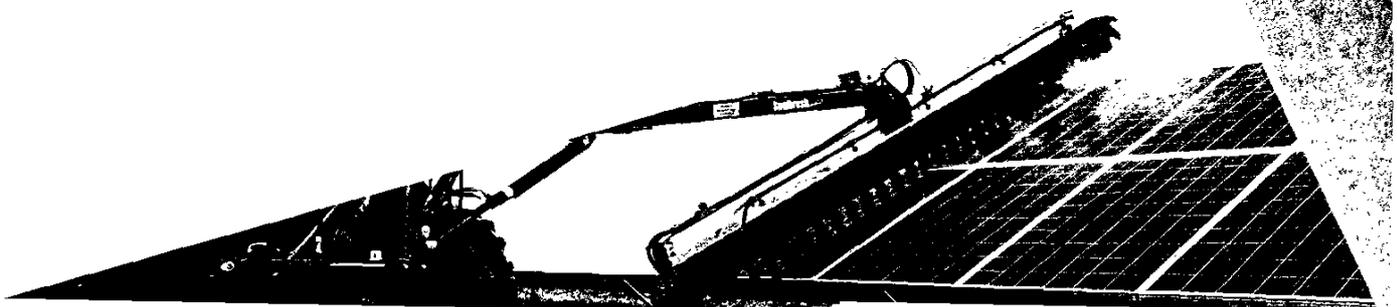
Overall the Group has reduced its expenditure by 27% in the year ended 30 June 2012, with a 17% improvement in the operating profit of £14m (2011: £14m) as a result.

### Financial position

Continued investment in infrastructure and investment in the Group has seen net assets grow to £1.67bn (2011: £1.67bn) restated in the year ended 30 June 2012, the Group issued 157.0m shares (2011: 155.0m) returned for a total cash payment of £194.8m (2011: £198.5m) including a 10% stake in 13.2m shares for a total payment of £447.0m.

Net current assets of £671m (2011: £692m) restated have decreased by £21m reflecting the reduction in size of the loan portfolio and the impact of two major long term assets such as energy generation and the portfolio of subsea. The Group's current assets with liquidity and development financing has decreased by 41% to £330m (2011: £558m) and at the 30 June 2012 represented 21% of the Group's net assets (2011: 39%) restated.

Cash and cash equivalents was at £1.0 and 712.0 m (2011: £1.2m (2011: £217m) after general unimpaired operating activities remained strong at £342m (2011: £106m) restated which has been utilised alongside external long-term financing to enable the Group to grow its business. The Group's financial sustainability into the more and challenging sector over the past 12 months of year end and a high level of sustainability with a low expenditure over the next 12 months, increasing the Group's over 10% in productivity.





## Group finance review

### Lending

Revenue from lending increased by £10.8m in 2011, primarily due to the major sale of 100% of the portfolio of 41% of BBAE's 2010-2010 residential loans which was a financial write for the Group. Ensuing loan to value ratios for about 10% of the portfolio were above the 75% requirement of the sector. This situation provided a long-term disposal option and the Group exceeded its indicated debt to equity ratio lending portfolio of 100% in 2011.

EBITDA from Lending declined by 20% to a profit of £0.9m from £1.8m in the prior year. This includes the effects of a provision of £25m in the loan book against loans to residential properties and a higher provision in the special dividend portion of the loan book. The 2011-2011m was on a loan portfolio loans versus £10.8m in the prior year.

### Energy operations

The revenue for the year ended 31 June 2011 from our energy operations is a result of the expanded operations in all energy demand and energy prices and the market this year has exceeded the amount of new capacity through out the 2011-10 period. Demand in the market is growing rapidly, mainly due to energy generating capacity and a contraction in demand for energy. The market is recovering from a period of low energy prices driven by a combination of supply and demand. The increase in revenue is due to the increase in energy prices. This is a result of the recovery in gas prices in 2011 and the resulting increase in the cost of electricity. The market factors have resulted in a year on year increase in revenue of 21% to £110m in 2011, £297m compared

EBITDA increased by an amount of £41m to £126m in 2011. £20m resulted from the investment in

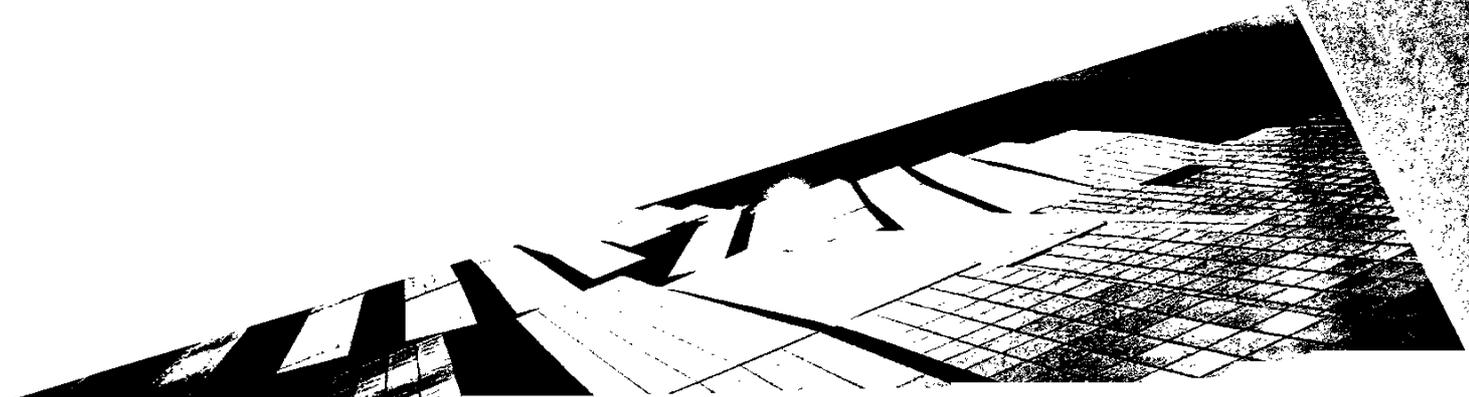
the new production line at the 100% of BBAE's 2010-2010. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m.

The revenue is also increasing due to the expansion in this sector over a number of years which has increased the number of contracts. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m.

### Healthcare operations

Our healthcare division includes the Paracetamol Production, the 100% of BBAE's 2010-2010. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m.

The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m. The revenue from the new production line is expected to be £10m in 2011-2011m.



Group finance review

Fibre optic broadband operations

The Fibre optic broadband division continues to grow rapidly. Over the year our fibre optic business has grown by 10% and our broadband business by 15%. The division has continued to invest in new capacity and is expected to continue to do so over the next few years.

The division has reported an EBITDA of £17.5m for the year. The division has also reported a net cash inflow of £1.5m and a net cash outflow of £0.5m. The division has also reported a net cash inflow of £1.5m and a net cash outflow of £0.5m.

Our strategy is to secure long-term financing at competitive levels and to maintain a strong balance sheet. We are also looking to improve our operational efficiency and to reduce our working capital requirements.

Funding and liquidity

Our strategy is to secure long-term financing at competitive levels and to maintain a strong balance sheet. We are also looking to improve our operational efficiency and to reduce our working capital requirements.

This division is expected to continue to grow rapidly. Over the year our fibre optic business has grown by 10% and our broadband business by 15%. The division has continued to invest in new capacity and is expected to continue to do so over the next few years.

The division is expected to continue to grow rapidly. Over the year our fibre optic business has grown by 10% and our broadband business by 15%. The division has continued to invest in new capacity and is expected to continue to do so over the next few years.

The division is expected to continue to grow rapidly. Over the year our fibre optic business has grown by 10% and our broadband business by 15%. The division has continued to invest in new capacity and is expected to continue to do so over the next few years.

Looking ahead

We will continue to invest in our fibre optic and broadband businesses. We will also continue to invest in our other businesses. We will continue to invest in our other businesses. We will continue to invest in our other businesses.

We will continue to invest in our fibre optic and broadband businesses. We will also continue to invest in our other businesses. We will continue to invest in our other businesses. We will continue to invest in our other businesses.

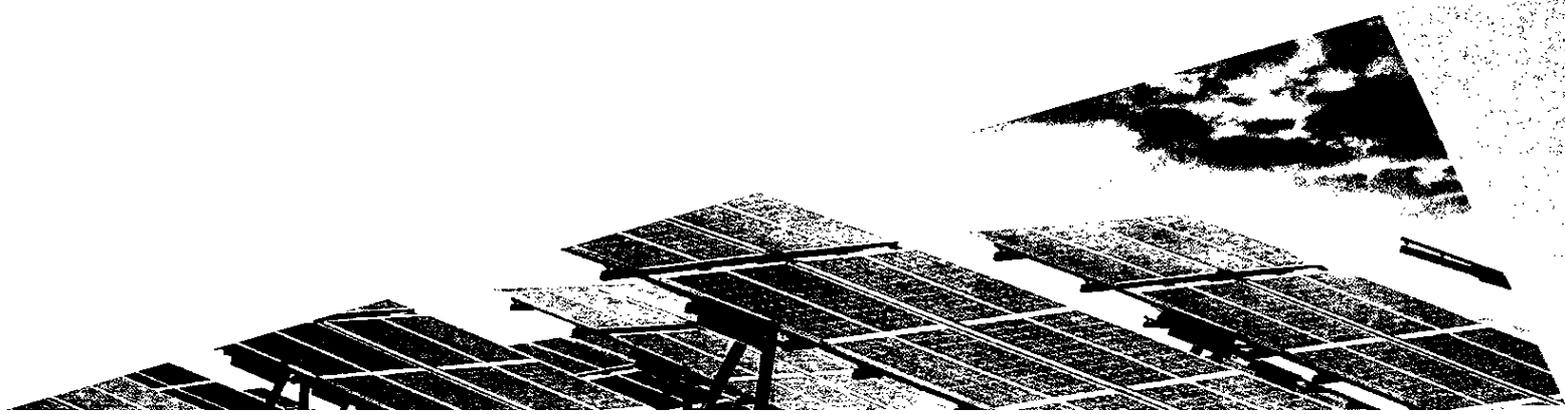
We will continue to invest in our fibre optic and broadband businesses. We will also continue to invest in our other businesses. We will continue to invest in our other businesses. We will continue to invest in our other businesses.

We will continue to invest in our fibre optic and broadband businesses. We will also continue to invest in our other businesses. We will continue to invest in our other businesses. We will continue to invest in our other businesses.

We will continue to invest in our fibre optic and broadband businesses. We will also continue to invest in our other businesses. We will continue to invest in our other businesses. We will continue to invest in our other businesses.

PS Latham

Director  
17 December 2021



### Directors' report for the year ended 30 June 2021

The directors present their report and the audited consolidated financial statements of the Group for the year ended 30 June 2021.

Further information of the Group's results refer to the Directors' report on pages 18-23.

The directors have given their approval to payment of a dividend of 200.00 ¢.

The directors of the Company, who were in office during the year and up to the date of signing the financial statements are:

AS Lam (in office since 4 May 2020)

KT Wong (appointed 4 August 2021)

TS Li (in office since 4 August 2021)

On 23 July 2020, pursuant to a public restriction, a newly incorporated company, Fom Trading Limited (formerly Fom Trading Group Limited) (collectively "the share capital of Fom Trading Group Limited") ("Fom Trading Limited") in a share exchange, the dividend and the share capital of the Fom Group, to provide a more focused corporate structure to the group's core business. On 4 August 2020, the directors of the Fom Group and Fom Trading Limited (collectively "Fom Trading Group Limited") (formerly Fom Trading Limited) were appointed as directors of Fom Trading Limited (formerly Fom Trading Group Limited).

Refer to note 22 in the financial statements for further details.

Refer to the Strategic Report on page 8.

Refer to the Strategic Report on page 14.

The Group's objective and financial management strategy, including information on the disclosure of the Group to creditors, liquidity risk and market risk are set out in notes 1 to the financial statements. The financial objectives are set out in the strategic report on page 10.

As permitted by Section 447A(1) of the Companies Act 2006, the directors have elected to provide information required to be in the directors' report by Section 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 in the strategic report.

The Board has agreed that it will receive a remuneration policy document and a diversity and inclusion policy. The Group's board will conduct its business with integrity, in a socially responsible and ethical and compliant manner, to deliver value to our shareholders and customers with integrity and respect.

Additional employment by disabled persons are given full and serious consideration for all vacancies arising regarding their care and structured employment. Our disabled employees are also given the opportunity to attend our staff development courses to enhance their skills and performance. Alternative working arrangements are provided as necessary.



## Directors' report for the year ended 30 June 2021

At the end of the reporting period, the Group's performance has been strong and has exceeded our expectations. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

The Group's performance has been strong and has exceeded our expectations. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

The Group has continued to invest in its operations and has achieved significant results. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

The Board has continued to monitor the Group's performance and has taken appropriate action where necessary. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

As a result, the Group's performance has been strong and has exceeded our expectations. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

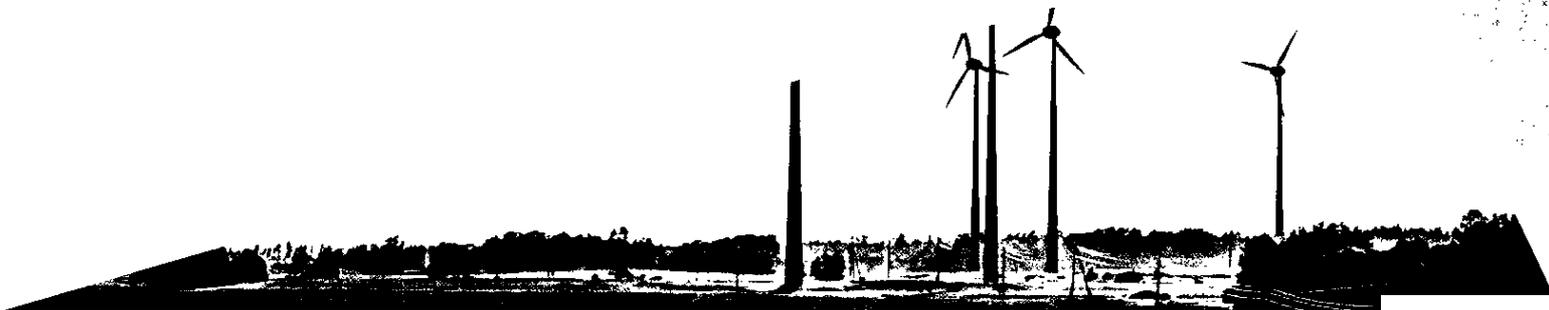
The Group's main trading operations have continued to perform well and have achieved significant results. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

The Group's other operations have also performed well and have achieved significant results. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

We are committed to reporting our performance and to ensuring that our reporting is accurate and reliable. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

The directors are pleased to report that the Group has achieved significant results and has exceeded our expectations. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.

The directors are pleased to report that the Group has achieved significant results and has exceeded our expectations. This is due to the continued success of our main trading operations, the continued success of our other operations, and the continued success of our other operations.



### Directors' report for the year ended 30 June 2021

have a different view, and the features of the Group and Company, as a whole, in the context of the Group and Company, for materiality in preparing the financial statements. The directors were required to:

- select and apply accounting policies and methods prominently;
- state whether applicable accounting standards, including IFRSs, have been applied, such as to any new or departing activities, adopted and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements in the going concern basis unless it is inappropriate to prepare the financial statements on a going concern basis.

The directors also have responsibility for supervising the assets of the Group and Company, and hence monitoring reasonably foreseeable risks that could result in a deterioration of fraud and other irregularities.

The directors are also responsible for reviewing and approving records that are sufficient to show, and explain the Group and Company's financial results, and use with regard to the audit of any financial statements, a record of the Group and Company, and ensure them to comply with the financial statements comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the Company's financial records and in the United Kingdom governing the preparation and dissemination of financial statements, including any legislation or otherwise applicable.

Having made the above declaration, the directors have the responsibility and authority to sign the financial statements on behalf of the Board of Directors of the Company for the year ended 30 June 2021. This is done in the form of a declaration by the directors, as set out in the notes to the financial statements.

In order to ensure directors are fully aware of the data in the Directors' Report, a declaration is required.

- insofar as the directors are aware of any relevant information, in order to the directors and the directors' auditors are unaware of it;
- they have taken all the steps that they ought to have taken as directors to ensure that they are aware of any information and to establish that the directors and the directors' auditors are not aware of any information.

The directors are also responsible for providing information to the directors and the directors' auditors in order to ensure that the directors and the directors' auditors are not aware of any information.

The directors must also ensure that the directors and the directors' auditors are not aware of any information, and the directors and the directors' auditors are not aware of any information.

The directors have also been audited by the Board of Directors on 17 December 2021 and approved this report.



**PS Latham**  
Director  
17 December 2021



## Independent auditors' report to the members of Fern Trading Limited

We have audited the financial statements of Fern Trading Limited, a company limited by guarantee, for the year ended 31 December 2011.

- the profit and loss account, the statement of financial position and the statement of cash flows as at 31 December 2011, and the profit and loss account, the statement of financial position and the statement of cash flows as at 31 December 2010;
- have been prepared in accordance with the United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards – including FRS 101 'The Financial Reporting Standard applicable in the United Kingdom') of revised 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 Accounts 2011 (the Annual Report) which comprise the Group and Company balance sheets as at 31 December 2011, the Group profit and loss account, the Group statement of cash flows, the income tax account and Company statements of financial position, and the Group statement of cash flows for the year, the profit and loss account, the statement of cash flows, and the notes to the financial statements.

We conducted our audit in accordance with international standards on auditing (ISA's), UK law, and applicable law. Our responsibilities under ISA's and UK law 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.

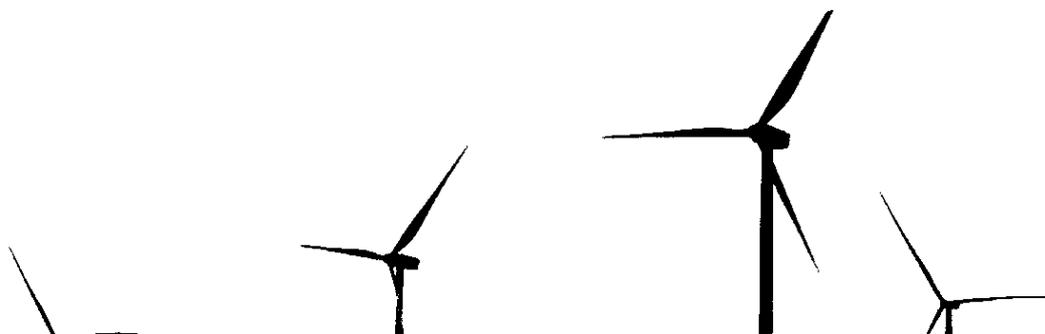
Our responsibilities under the provisions of the Companies Act 2006 are described in the relevant section of this report. We have also reviewed the financial statements for the year ended 31 December 2010. The review was conducted in accordance with the relevant provisions of the Companies Act 2006 and is not intended to provide a basis for our opinion on the 2010 financial statements.

Based on the audit of the 2011 financial statements, we have not identified any material weaknesses relating to events or conditions that may, individually or jointly, may cast doubt on the truth or fairness and the comparability of the profit and loss account, the statement of cash flows or the balance sheet for the period or the consolidated financial statements for the year.

In auditing the financial statements, we have taken account of the uncertainty of the accounting estimates or accounting in the preparation of the financial statements as appropriate.

Our views include in the future events or conditions, can not be verified and we do not give any assurance in the report as to the company's ability to continue as a going concern.

Our responsibilities for the reporting of the directors' and reserves going concern are described in the relevant section of this report.



### 3 GOVERNANCE

#### Independent auditors' report to the members of Fern Trading Limited

The other information comprises all the information in the Annual Report other than the financial statements and our auditors' report thereon. The auditors 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 direct to the extent otherwise provided in our report in any form of assurance or opinion.

In connection with our audit of the financial statements, while providing a true and fair view, information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge contained in the audit, if there is an apparent material inconsistency or material misstatement, we are required to perform procedures to determine 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 do 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 procedures.

With respect to the Shareholders and Directors' report, we exist to determine whether the information required by the UK Companies Act 2006 have been disclosed.

Dated on our work in furtherance of the course of the audit, the Companies Act 2006 requires us also to report certain disclosures and matters not otherwise stated.

Our report is included in the Annual Report in the provision of the audit. The information given in the Strategic Report and Directors' Report for the year ended 30 June 2016 is consistent with the financial statements and has been prepared in accordance with the applicable legal requirements.

In light of the knowledge and understanding of the group and its financial statements, and the requirements in the future, the directors are not responsible for any material misstatements in the Strategic Report and Directors' Report.

Yours faithfully,

1

An explicit and full audit of the Shareholders and Directors' Report is not required, but the directors are responsible for the preparation of the financial statements in accordance with the applicable law and practice and in being satisfied that they give a true and fair view. The directors are also responsible for such internal controls 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 group's and 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 they are forced to conclude that it is probable that the group or the company will cease operations or have to discontinue or materially alter its operations.



**Independent auditors' report to the members of Fern Trading Limited**

Our objective is to obtain reasonable assurance about whether the financial statements are free from material misstatement. A misstatement may arise from error or fraud. We do not provide an opinion on the financial statements if we are unable to obtain sufficient appropriate audit evidence that includes all items that should be included in the financial statements. The risk of not detecting a material misstatement due to error or fraud is reduced by our procedures, but not eliminated. Our procedures are designed to detect material misstatements that exist. 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.

Regular fees, including fees for the services of non-competence will, laws and regulations. We design and execute our audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements. The effect of the law on the financial statements is a discipline of operating independently, including how is determined by

Rose and a number of subsidiaries of the group and indirectly, we confirmed that the financial statements are in accordance with laws and regulations related to the financial statements, including tax legislation and we also consider the extent to which non-compliance might have a material effect on the financial statements. We also consider the use of laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's integrity and integrity of the financial statements of the financial statements, including the reliability of the controls and determined that the financial statements would be stated in a way that is appropriate in order to be able to manipulate financial reporting and management

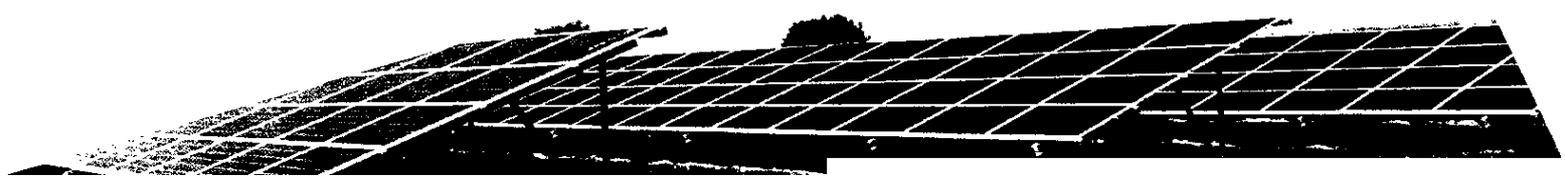
of the company and the company's financial statements and the company's financial statements and the company's financial statements.

- design and execute the audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements.
- design and execute the audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements.
- design and execute the audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements.
- design and execute the audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements.
- design and execute the audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements.
- design and execute the audit with current and laws, including advice on the financial statements and the effect of the law on the financial statements.

There are inherent limitations in the audit procedures described above. While we exercise professional judgement and apply professional skills with laws and regulations that are not directly related to clients or 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 misstatements or omissions through collusion.

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

The independent form is part of our auditors' report.



### Independent auditors' report to the members of Fern Trading Limited

This report, which is the opinion, 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 any circumstances, accept or assume responsibility for any other use or reuse of any financial information or reports and will not be held responsible in any way, save where expressly agreed by our prior consent in writing.

#### Opinion

In accordance with the Companies Act 2006 we are required to report to you the following:

- whether we have obtained all the information and explanations we require for our audit;
- whether accounting records have been kept by the company and returns adequate for our audit have been prepared from which a true and fair view can be derived.

• certain disclosures in directors' remuneration reports which are not made in law;

• the directors' financial statements are not in agreement with the accounts prepared and retained;

We have no exceptions to report other than those listed above.



**Nicholas Cook**, Chartered Accountant,  
Member of the Institute of Chartered Accountants in England and Wales,  
Chartered Accountants and Statutory Auditors,  
11, Deodar Road, Exeter,  
Devon EX2 1LQ.

	2021	(restated) 2020
	£'000	£'000
<b>Turnover</b>	<b>425,302</b>	374,111
Cost of sales	(221,277)	(167,111)
<b>Gross profit</b>	<b>204,025</b>	207,000
Operating expenses	(230,351)	(227,018)
<b>Operating loss</b>	<b>(26,326)</b>	(20,018)
Finance income	9,454	(1,718)
Finance from the disposal of investments	449	945
Finance from the disposal of land/buildings	1,755	2,309
Finance from sale of subordinated loan to parent	28,568	(1,992)
Finance from other public and private finance	997	148
Finance from staff and other benefits	(36,067)	(60,870)
<b>Loss before taxation</b>	<b>(21,170)</b>	(24,285)
Tax credit	(8,143)	(9,774)
<b>Loss for the financial year</b>	<b>(29,313)</b>	(34,059)
<b>Attributable to Fern</b>	<b>(25,306)</b>	(30,211)
<b>Minority interest</b>	<b>(4,007)</b>	(3,848)
	<b>(29,313)</b>	(34,059)

For a breakdown of the above and other details of the financial performance of the company, please refer to the notes to the financial statements.

	2021	(restated) 2020
	£'000	£'000
<b>Loss for the financial year</b>	<b>(29,313)</b>	(34,059)
<b>Other comprehensive income/(expense)</b>		
Measurement of financial assets	46,739	(70,432)
Foreign exchange and other currency translation differences	(333)	2,321
<b>Other comprehensive income/(expense) for the year</b>	<b>46,406</b>	(27,111)
<b>Total comprehensive income/(expense) for the year</b>	<b>17,093</b>	(61,170)
<b>Attributable to</b>		
• Owners of the parent	21,100	(57,979)
• Non-controlling interests	(4,007)	(3,168)
	<b>17,093</b>	(61,170)



	2021	2020
	£'000	£'000
<b>Fixed assets</b>		
Intangible assets	612,750	593,600
Tangible assets	1,551,170	1,746,055
Equity investments	11,000	22,268
	<b>2,174,920</b>	<b>1,952,183</b>
<b>Current assets</b>		
Stocks	94,711	74,806
Debtors - trade receivables	600,726	842,549
Prepayments	172,478	216,688
	<b>867,915</b>	<b>1,124,043</b>
<b>Creditors: amounts falling due within one year</b>	<b>(207,318)</b>	<b>(232,853)</b>
<b>Net current assets</b>	<b>660,597</b>	<b>891,230</b>
<b>Total assets less current liabilities</b>	<b>2,835,517</b>	<b>2,843,613</b>
<b>Creditors: amounts falling due after more than one year</b>	<b>(903,339)</b>	<b>(1,111,924)</b>
<b>Provisions for liabilities</b>	<b>(58,584)</b>	<b>(53,951)</b>
<b>Net assets</b>	<b>1,873,594</b>	<b>1,678,512</b>
<b>Capital and reserves</b>		
Called-up share capital	149,676	178,450
Share premium account	173,118	-
Reserves	1,440,257	1,455,509
Shareholders' funds	(17,098)	(63,531)
Other provisions	123,920	(41,180)
<b>Total shareholders' funds</b>	<b>1,869,873</b>	<b>1,638,939</b>
Other provisions	3,721	3,570
<b>Capital employed</b>	<b>1,873,594</b>	<b>1,642,509</b>

Note: Provisions are provided for doubtful debts.

These financial statements were approved by the Board of Directors on 27 September 2022 and were signed on their behalf by:



PS Latham

Director

Registered number 14871683

	2021
	£'000
<b>Fixed assets</b>	
Intangible assets	2,116,366
	<b>2,116,366</b>
<b>Current assets</b>	
Debtors	50,383
Trade receivables	1,523
	<b>51,906</b>
<b>Creditors: amounts falling due within one year</b>	<b>(22,924)</b>
<b>Net current assets</b>	<b>28,982</b>
<b>Total assets less current liabilities</b>	<b>2,145,348</b>
<b>Net assets</b>	<b>2,145,348</b>
<b>Capital and reserves</b>	
Shareholders' capital	149,676
Retained profits	173,118
Trade reserve	1,791,145
Profit for the year	31,409
<b>Total shareholders' funds</b>	<b>2,145,348</b>

The Company has elected to take the exemption under Section 408 of the Companies Act 2006 to present the financial statements in pounds. The loss for the financial period shown in the financial statements for the Company was £16,124,000.

The financial statements for years 2017-19 were approved by the Board of Directors on 17 December 2020 and are signed on their behalf by



PS Latham

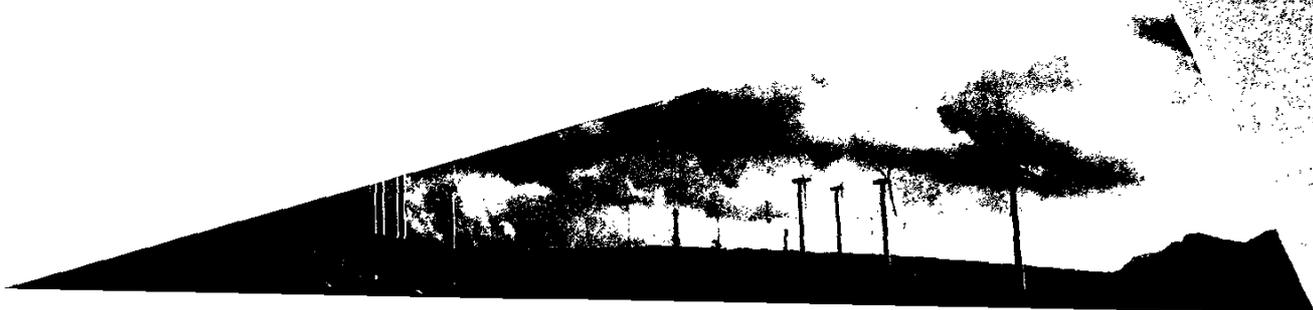
Director

Registered number 11670070



#### 4 FINANCIAL STATEMENTS

	Called up share capital	Share premium account	Merger reserve	Cash flow hedge reserve (restated)	Profit and loss account (restated)	Total share- holders' funds (restated)	Non- controlling interest	Capital employed (restated)
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance as at 1 July 2019	112,117	—	1,421,460	271,221	22,113	1,726,909	13,473	1,740,382
Share-based payments	—	—	—	17,550	10,255	27,805	—	27,805
Share repurchases	(10,317)	—	(14,100)	(71,104)	(31,571)	(127,092)	(4,076)	(131,168)
Share repurchases of subsidiaries	—	—	—	—	(4,071)	(4,071)	(3,748)	(7,819)
Share repurchases of subsidiaries	—	—	—	21,177	—	21,177	—	21,177
Profit for the financial year	—	—	—	—	1,317	1,315	—	1,315
Profit for the financial year of subsidiaries	—	—	—	10,177	7,223	17,400	—	17,400
Profit for the financial year of subsidiaries	—	—	—	(81,100)	(2,228)	(83,328)	7,403	(75,925)
Share repurchases of subsidiaries	—	—	—	—	—	—	7,111	7,111
Share repurchases of subsidiaries	—	—	—	—	5,514	5,514	—	5,514
Share repurchases of subsidiaries	6,714	—	6,714	—	—	—	—	—
Share repurchases of subsidiaries	137	—	137	—	—	—	—	—
Share repurchases of subsidiaries	127,437	—	(135,469)	(67,927)	(4,157)	(105,026)	(4,371)	(109,397)
<b>Balance as at 1 July 2020 (restated)</b>	<b>138,435</b>	<b>—</b>	<b>1,635,569</b>	<b>(63,837)</b>	<b>(41,185)</b>	<b>1,668,982</b>	<b>9,570</b>	<b>1,678,552</b>
<b>Loss for the financial year</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(25,306)</b>	<b>(25,306)</b>	<b>(4,007)</b>	<b>(29,313)</b>
<b>Changes in market value of cash flow hedges</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>46,739</b>	<b>—</b>	<b>46,739</b>	<b>—</b>	<b>46,739</b>
<b>Foreign exchange loss on retranslation of subsidiaries</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>(333)</b>	<b>(333)</b>	<b>—</b>	<b>(333)</b>



## REVENUE AND FINANCIAL STATEMENTS

	Called up share capital	Share premium account	Merger reserve	Cash flow hedge reserve	Profit and loss account	Total shareholders' funds	Non-controlling interest	Capital employed
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Other comprehensive income/(expense) for the year	-	-	-	46,739	(333)	46,406	-	46,406
Total comprehensive income/(expense) for the year	-	-	-	46,739	(25,639)	21,100	(4,007)	17,093
Non-controlling interest arising on business combination	-	-	-	-	1,831	1,831	(1,842)	(11)
Utilisation of merger reserve	-	-	(195,312)	-	195,312	-	-	-
Shares issued during the year	11,685	173,118	-	-	-	184,803	-	184,803
Shares cancelled during the year	(444)	-	-	-	(6,399)	(6,843)	-	(6,843)
Balance as at 30 June 2021	149,676	173,118	1,440,257	(17,098)	123,920	1,869,873	3,721	1,873,594

Note 26 contains the details of our adjustments

	Called up share capital	Share premium account	Merger reserves	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000	£'000
Loss for the financial year	-	-	-	(157,504)	(157,504)
Utilisation of merger reserve	-	-	(195,312)	195,312	-
Total comprehensive income	-	-	(195,312)	37,808	(157,504)
Shares issued during the year	150,120	173,118	1,986,457	-	2,309,695
Shares cancelled during the year	(444)	-	-	(6,399)	(6,843)
Balance as at 30 June 2021	149,676	173,118	1,791,145	31,409	2,145,348

#### 4. FINANCIAL STATEMENTS TO 31.12.2021

	2021	2020
	£'000	£'000
<b>Cash flows from operating activities</b>		
Profit from operations	(25,306)	20,741
<b>Adjustments for:</b>		
Depreciation	8,143	7,624
Impairment of assets and intangible assets	(997)	(148)
Interest payable and other liabilities	36,068	50,875
Profit on sale of assets and other income	(28,568)	(1,991)
Financial income	(1,755)	(2,700)
Dividends received from associates	(449)	(349)
Amortisation of intangible assets	34,991	52,989
Change in fair value of derivatives	85,917	75,610
Change in fair value of investments	8,875	(1,181)
Change in fair value of other financial assets	(19,788)	14,148
Change in fair value of other financial liabilities	(5,701)	(2,590)
Change in provisions	249,374	(5,725)
Change in provisions for liabilities	6,871	11,896
Change in provisions for assets	(4,007)	(5,718)
Change in provisions for other liabilities	(1,751)	7,131
Tax credit	341,918	1,612
<b>Net cash generated from operating activities</b>		
<b>Cash flows from investing activities</b>		
Dividends received from associates	(221,987)	(147,042)
Dividends received from other financial assets	34,503	140,791
Dividends received from other financial liabilities	(110,457)	21,075
Dividends received from other financial assets	(875)	59
Dividends received from other financial liabilities	(9,484)	(4,189)
Dividends received from other financial assets	—	64,275
Dividends received from other financial liabilities	997	(148)
Dividends received from other financial assets	1,077	2,510
Dividends received from other financial liabilities	(306,226)	(297,472)
<b>Net cash used in investing activities</b>		
<b>Cash flows from financing activities</b>		
Interest income	—	124,131
Interest payable	(35,552)	(43,170)
Finance income	(212,676)	—
Finance expense	184,359	26,271
Dividends payable	(6,399)	(5,076)
<b>Net cash generated from financing activities</b>	(70,268)	1,156
<b>Net (decrease)/increase in cash and cash equivalents</b>	(34,576)	85,726
Cash and cash equivalents at the beginning of the year	206,688	122,185
Effect of exchange rate changes on cash and cash equivalents	366	717
<b>Cash and cash equivalents at the end of the year</b>	172,478	208,628

Note 26 sets out the principal accounting adjustments

## Statement of accounting policies

**Fort Taconda Limited (hereafter "Fort Taconda" or "Group")** is a public company incorporated in the state of New York and is incorporated in the United States of America. The Group's principal office is located at 10000 Fort Taconda Road, Fort Taconda, New York 14224. The Group's principal office is located at 10000 Fort Taconda Road, Fort Taconda, New York 14224. The Group's principal office is located at 10000 Fort Taconda Road, Fort Taconda, New York 14224.

The Group's financial statements are prepared in accordance with the accounting standards in force in the United States of America. The financial statements are prepared in accordance with the accounting standards in force in the United States of America. The financial statements are prepared in accordance with the accounting standards in force in the United States of America.

The financial statements have been prepared on a going concern basis under the historical cost convention as modified by the effect of certain financial assets and liabilities measured at fair value and in accordance with the Securities Act 1933 and applicable accounting standards in the United States of America. The principal accounting policies which have been adopted are set out in the notes to the financial statements.

The consolidated financial statements include the results of all subsidiaries owned by Fort Taconda Limited. Fort Taconda Limited is a public company registered in the state of New York. The financial statements are prepared in accordance with the accounting standards in force in the United States of America. The financial statements are prepared in accordance with the accounting standards in force in the United States of America.

The Group's financial statements are prepared in accordance with the accounting standards in force in the United States of America. The financial statements are prepared in accordance with the accounting standards in force in the United States of America. The financial statements are prepared in accordance with the accounting standards in force in the United States of America.

The Directors perform an annual going concern review. The review is based on the Group's ability to meet its financial obligations as they fall due for a period of at least twelve months after the date that the financial statements have been prepared. The review is based on the Group's ability to meet its financial obligations as they fall due for a period of at least twelve months after the date that the financial statements have been prepared. The review is based on the Group's ability to meet its financial obligations as they fall due for a period of at least twelve months after the date that the financial statements have been prepared.



## 4 FINANCIAL STATEMENTS FOR THE YEAR 2021

### Statement of accounting policies

In preparing the financial statements, the Directors have exercised their judgement in respect of the uncertainty of the financial statements. A full description of the accounting policies is set out below.

- The directors of the Parent Group have determined the accounting and valuation principles to be applied in the financial statements for the reporting period. The directors of Energy Services have determined the accounting and valuation principles to be applied in the financial statements for the reporting period. The directors of the Group have determined the accounting and valuation principles to be applied in the financial statements for the reporting period. The directors of the Group have determined the accounting and valuation principles to be applied in the financial statements for the reporting period. The directors of the Group have determined the accounting and valuation principles to be applied in the financial statements for the reporting period.

At 30 June 2021, the Group had available cash of £172m and deposits in factored of £972m including a RCF of £160m. At 30 June 2021, the Group had a net debt of £27m. Bank loans of £47m are due to mature in 2022 and 2023, with the remainder of £925m available in 2022 and 2023. The terms, facilities, repayment dates, and undrawn amounts are set out in the 16 Loans and Borrowings.

A review of the assets was performed on the date stated, and no impairment indicators were identified. The Group's ability to obtain financing under the terms and conditions of the financing facilities for the reporting period was not impaired. The Group's ability to obtain financing under the terms and conditions of the financing facilities for the reporting period was not impaired. The Group's ability to obtain financing under the terms and conditions of the financing facilities for the reporting period was not impaired.

The Group has a number of financial facilities in place, which are subject to certain covenants. These financial facilities are tested semi-annually, and at the date of the report, the Group is in compliance with all financial covenants. The Group has a number of financial facilities in place, which are subject to certain covenants. These financial facilities are tested semi-annually, and at the date of the report, the Group is in compliance with all financial covenants.

- The Group has a number of financial facilities in place, which are subject to certain covenants. These financial facilities are tested semi-annually, and at the date of the report, the Group is in compliance with all financial covenants.

Based on the above and the fact that the Group is in compliance with all financial covenants, and the directors of the Group have determined that the Group is in compliance with all financial covenants, the directors of the Group have determined that the Group is in compliance with all financial covenants.



## Statement of accounting policies

Financial statements are prepared on a going concern basis, subject to the relevant provisions which may require the relevant accounting treatment to be adjusted to the actual state of affairs and the directors' best estimates.

The Company has adopted a full cost method of valuing exploration costs.

Financial reporting is the responsibility of the directors and is based on the financial statements prepared in accordance with the accounting policies adopted in those financial statements and the accounting standards.

The financial reporting objectives required under the 2006 Companies Act and IASB and paragraph 19 of the 2016 Listing Rules are provided in the consolidated financial statements disclosures.

In complying with the Company's financial reporting obligations, the directors are required by IASB to "comply with" IFRS.

On the 1st July 2020, Fern Trading Limited (formerly Fern Trading (UK) Limited) became the parent company of Fern Trading Group Limited (formerly Fern Trading Limited (forming the Group)).

The introduction of a new parent company via a share for share exchange constituted a group reorganisation and has been accounted for as a transfer during periods 1 to 6. Although the group reorganisation did not become effective until 1st July 2020, the consolidated financial statements of Fern Trading Limited (formerly Fern Trading Group Limited) are presented as if Fern Trading Limited (formerly Fern Trading Group Limited) and its subsidiaries existed from the date it always been one of the same group. Accordingly, the results of the Group for the entire year ended 30th June 2020 are set out in the Group profit and loss and statement of comprehensive income. The comparative figures for the year ended 30 June 2019 were adjusted to reflect the results of the Company, which have been derived from the date of incorporation and adjustments have been made where necessary.

The consolidated financial statements include the results of Fern Trading Limited (formerly Fern Trading (UK) Limited) and all other subsidiary undertakings made up to the same accounting date. All intergroup balances, transactions, income and expenses are eliminated in full on consolidation. The results of subsidiary undertakings acquired or disposed of during the period are included or excluded from the income statement from the effective date of acquisition or disposal.

All subsidiary undertakings over which the Group exercises control, being the power to govern the financial and operating policies of an entity in order to benefit from their activities and control costs as a subsidiary undertaking where the subsidiary has different accounting policies to the Group, adjustments are made to those subsidiary financial statements to apply the Group's accounting policies when producing the consolidated financial statements.

Entities in which the Group holds an interest on a long-term basis and are jointly controlled by the Group and one or more other parties under a contractual arrangement are treated as joint ventures in the Group financial statements. Joint ventures are accounted for using the equity method.

Any subsidiary undertakings or associates acquired during the year will not be included in the consolidated financial statements until the date of change of control or change of significant influence respectively.



## Statement of accounting policies

where the Group has either a predominant influence or a controlling interest in a Group, derecognises the non-controlling interests and increases its own proportionate share of net assets, with a corresponding increase in the consolidated income statement or a decrease of net assets. The loss of a subsidiary representing the difference between any own contribution paid and the value of non-controlling interests retained in net assets is recognised as goodwill. Movements in the consolidated equity after income recognition are recognised as goodwills.

### i. Functional and presentation currency

The Group's financial statements are presented in euro sterling and rounded to the pounds.

The Company's functional and presentation currency is pound sterling.

### ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rate at the date of the transaction. At each period end, foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are translated using the exchange rate when fair value was determined. Foreign exchange gains and losses resulting from the settlement of transactions and from the revaluation of debt and exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

All foreign exchange gains and losses are determined with reference to the actual value of the purchase expense.

### iii. Translation

The trading results of Group undertakings which are used in sterling or the average exchange rates for the year. The assets and liabilities of overseas undertakings, including goodwill and intangible assets, are translated at the exchange rate ruling at the year-end. Exchange adjustments arising from the revaluation of opening net investments and from the revaluation of the goodwill are also at average rates. All foreign exchange gains and losses are recognised in the profit and loss account.

## Statement of accounting policies

The Group's financial statements are prepared in accordance with the following accounting policies:

- **Group structure**  
 Turnover comprises revenue, royalty and franchise fees, and is generated by the relevant business divisions and is recorded in the financial statements of the relevant division. Revenue is recognised in the period in which the goods are sold to the customer, or the services are provided, or the right to use the goods or services is transferred to the customer. Revenue is recognised in the period in which the goods are sold to the customer, or the services are provided, or the right to use the goods or services is transferred to the customer, or the right to use the goods or services is transferred to the customer.
- **Health care operations**  
 Turnover is recognised when the significant risks and rewards of ownership in the relevant product have passed to the customer. It is also recorded when the amount of revenue is reliably measurable and the cost of the related health care products can be reliably measured. Turnover is recognised at the fair value of the consideration received for the health care services provided in the normal course of business, and is measured net of VAT. Turnover is recognised based on the date the service is provided.
- **Lending**  
 Turnover represents the general fees and product fees provided to customers, net of any loan origination fees. Loan interest is recorded when it is probable that the loan will be repaid in full. Loan origination fees are recognised at the fair value of the loan, net of the related costs.
- **Other**  
 Turnover is recognised at the fair value of the consideration received for internet advertising and related services provided in the normal course of business, and is measured net of VAT. Turnover is recognised based on the date the service is provided.

The Group provides a range of benefits to employees, including annuities, medical arrangements, paid time off and government-qualified contribution pension plans.

**i. Short-term benefits**, including short-term pay and other similar short-term benefits, are recognised as an expense in the period in which the service is provided.

### ii. Defined contribution pension plan

A defined contribution plan is a pension plan in which the employer provides contributions to a separate entity. Once the contributions have been paid to the plan, the employer has no further payment obligations. The contribution is recognised as an expense when they are due. Any amounts not paid are included in accrued liabilities. The assets of the plan are held separately from the Group in independently managed funds.

### iii. Share-based payments

Share-based payments are measured at fair value at the balance sheet date. The Group recognises a liability at the date of grant based on these fair values, the number of awards and estimated number of awards that will actually vest and the current period and future vesting periods.

Changes in the value of this liability are recognised in the income statement.

The Group has no equity-settled arrangements.



## 4 FINANCIAL STATEMENTS AND ACCOUNTING POLICIES

### Statement of accounting policies

Finance costs are charged to the profit and loss account in the form of the deduction of the effective interest expense from the nominal amount of a general liability instrument. Cash interest expense is recognised as a debit in the profit and loss account and the effective interest expense is a debit in the profit and loss account.

Taxes recognised in the statement of income and retained earnings do, except for a charge to distribution in the form of a dividend and expense recognised as other comprehensive income and written off (paid directly) in equity, is also recognised in other comprehensive income or profit in equity, respectively.

The content of the tax charges paid takes into account tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax assets are recognised in respect of all timing differences that have originated from the effective date of the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered (additionally reversal of deferred tax assets on other future taxable events); and
- Any deferred tax assets are reversed if and when all conditions for retaining associated tax advantages have been met.

Deferred tax liabilities are not recognised in respect of deferred tax differences created in respect of goodwill, intangible assets with indefinite tax recognition or the difference between the fair value of assets acquired in the future tax deductible (available for profit) and the differences between the fair value of cash that is received and the amount that will be advanced to the Company (deferred tax is determined using the rates and laws that have been enacted or substantively enacted by the balance sheet date).

Business combinations are accounted for in accordance with the purchase method.

The cost of a business combination is the fair value of the consideration given, reduced by amounts of assumed and the equity instruments issued to the acquirer, and paid to the business combination. Goodwill is recognised in stages the cost of the combination at the date of each transaction.

In acquisition of a subsidiary, identifiable intangible assets and contingent liabilities and financial liabilities are measured at fair value at the acquisition date, and are amortised as intangible assets. The fair value of contingent liabilities determined at the acquisition date is the same date as other contingent liabilities.

Goodwill is recognised represents the excess of the fair value and directly attributable costs of the identifiable intangible assets over the fair value of the identifiable intangible assets, and is amortised over the period.

In acquisition of goodwill is allocated to cash-generating units. Goodwill and expenses to determine the impairment.

Goodwill is amortised over its expected useful life, which is determined based on the estimated lifespan of the assets acquired, where the Group is unable to make a reliable estimate of useful life, goodwill is amortised over a period not exceeding ten years. Goodwill is reviewed and tested for impairment in accordance with IAS 36 and any impairment is charged to the profit and loss.

## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Statement of accounting policies

Tangible fixed assets are intangible and cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets (less their estimated residual value) over their expected useful lives. Depreciation commences from the date an asset is brought into service. For a fixed asset in the course of construction, there is no depreciation. The estimated useful lives are as follows:

Land and buildings	33 and 46% straight line
Power stations	5% and 5% straight line
Fleet and machinery	4% to 33% straight line

Assets in the course of construction are stated at cost. These assets are not depreciated until they are available for use.

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or depreciation rate are amended prospectively to reflect the new circumstances. The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within profit or loss.

#### Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

Development rights	25 years
Software	10 years

Amortisation expenses are included in administrative expenses.

Development rights relate to planning consent to build a solar farm acquired on acquisition.

Where factors, such as changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

#### Leases

At inception the Group assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement and whether the lease should be classified as either a finance lease or an operating lease.

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases. Finance leases are capitalised at the commencement of the lease at the fair value of the leased asset and depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

## 4 FINANCIAL STATEMENTS FOR THE YEAR

### Statement of accounting policies

The Company's credit investments are susceptible to credit loss, which are recognised as an impairment loss as soon as there is objective evidence that the carrying amount of the investment is in excess of the recoverable amount. The recoverable amount is the maximum of the fair value less costs to sell and the value in use. The carrying amount that would have been determined if no impairment had been recognised in prior periods. Any reversal of an impairment loss is recognised in the profit or loss in the current period.

Goodwill includes intangible assets not identifiable as an Intangible Asset. Restricted share arrangements, such as those relating to the share options, are classified as restricted assets, which regulatory or legal requirements restrict the use of the assets.

Raw materials, spare parts and consumables are valued at the lower of cost and net realisable value. Where necessary, a provision is made for obsolete, slow moving and defective stock. That is determined in the month in which the FIFO inventory is used.

Fuel, tanks, MRF and other are valued on an average cost basis. Fuel are sold to the monthly and divisional & divisional fuel is received monthly and applied to other assets.

Fuel tanks, oil and other have been valued at the nominal value for the month of March. A provision for fuel and other is identified on an individual asset basis and is reviewed monthly. Stock are valued on a first in first out (FIFO) basis by site of stock.

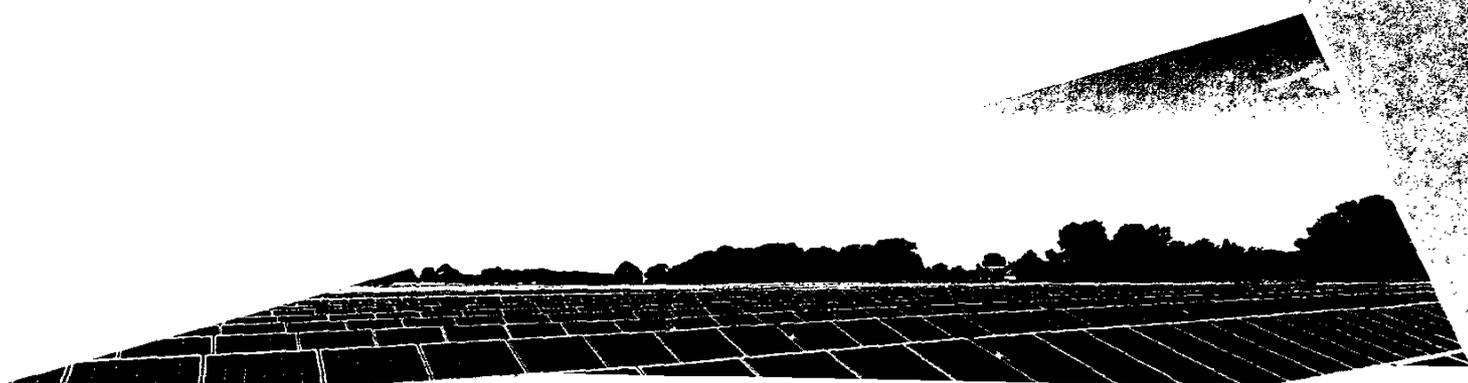
Stocks of spare parts are valued at the lower of cost and net realisable value for the Group.

Stocks of spare parts are valued at the lower of cost and net realisable value. Cost is determined on a first in first out basis. Stock are valued on a first in first out (FIFO) basis by site of stock. That is determined in the month in which the FIFO inventory is used.

Provision for impairment have an assessment made for impairment, which exceeds of the carrying amount of stocks over the estimated selling price less cost to sell. The provision is recognised as an impairment loss through the profit and loss account. Reversal of an impairment losses are also recognised in the profit and loss account.

Deferred income from contracts is recognised at the rate of interest set out in the contract. Energy income is recognised over the period of the contract and other generated.

Deferred income is recognised in accordance with the terms set out in the contract. Deferred income is recognised in the profit and loss account in the period to which it relates.



## Statement of accounting policies

The following accounting policies have been adopted in the preparation of these financial statements:

Financial instruments include trade receivables, trade payables and other financial assets and liabilities. Financial instruments are initially recognised at fair value plus or minus transaction costs, and are subsequently measured at amortised cost, unless the instrument is classified as held for sale. The classification of the instrument is determined at the time of initial recognition and is not subject to re-evaluation.

At the end of each reporting period financial assets are measured at amortised cost. If there is evidence that the carrying amount of an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the applicable effective interest rate. The impairment loss is recognised in profit or loss.

Other financial assets, including investments in equity instruments which are not classified as derivatives or contingencies, are initially measured at fair value, which is initially the transaction price. If an asset is subsequently carried at fair value, any changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair value cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when all the contractual rights to the cash flows from the asset expire or the company has substantially sold them or an essential part of the ownership of the asset is transferred to another party or a contract is sold and all the cash flows have been transferred to another party with the practical ability to do so, or the company has sold or transferred them and it is not obliged to provide any assistance.

Bank overdrafts, including those which are payable to banks, are included in liabilities. Deposits and dividends preferred shares, are initially recognised at transaction price, unless the arrangement contains financing elements, in which case the debt instrument is measured at the present value of the future receipts of dividends at a market rate of interest.

Debt instruments are measured initially at amortised cost using the effective interest rate method.

Fees and charges on the acquisition of loan facilities are recognised as transaction costs to the extent that it is probable that some or all of the fee income will be drawn down. In this case, the fees are deferred until the loan is drawn down. To the extent there is no evidence that it is probable that some or all of the fee income will be drawn down, the fee is recognised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are recognised and payable for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts 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 payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.



## 4 FINANCIAL STATEMENTS AND ACCOUNTING POLICIES

### Statement of accounting policies

Provisions are made in respect of contingencies based on management's and the Board's legal and constructive obligations, and their best estimates of the amounts that will be required to settle the obligations.

Provisions are charged as an expense to the profit and loss account in the year in which the obligation arises. Provisions are reviewed at the reporting date and adjusted to the best estimate of the amount of the obligation required to settle the obligation in taking into account relevant risks and uncertainties.

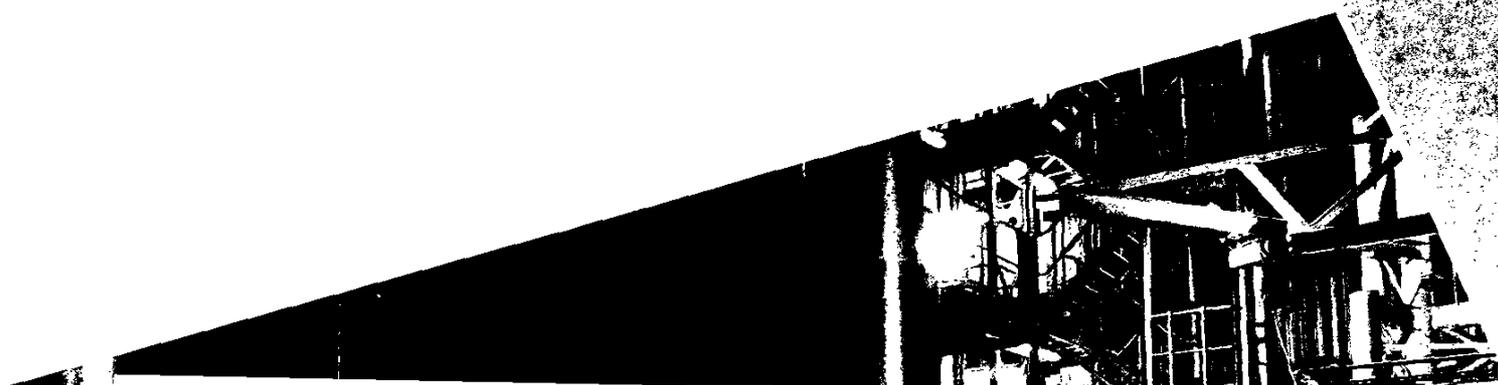
The Group uses derivative financial instruments to manage its exposure to foreign exchange and interest rate risks. The Group also uses derivative financial instruments to manage its interest rate exposure with the objective of securing favourable floating rate conditions. Changes in the fair values of derivatives designated as hedging instruments and which are effective are recognised directly in equity. Any ineffectiveness in the hedging relationship during the course of the cumulative period in full is recognised in the profit and loss account over the life of the hedge. The fair value of the hedged item is recognised in the profit and loss account.

The profit or loss recognised in the profit and loss account is reclassified to the profit and loss account only when the fair value of the hedged item is recognised in the profit and loss account. Hedge accounting is discontinued when the hedging instrument expires or is sold, or when the hedge no longer meets the criteria for hedge accounting. The hedged item is then recognised in the profit and loss account.

The profit and loss account is under the control of the Board. The fair value of the hedging instrument is determined using the Black-Scholes option pricing model. The profit and loss account is also reclassified to the profit and loss account if the accounting policy is applied consistently for the year ended 30 June 2020.

Contingent liabilities are recognised as equity if the liability is a liability of the company, and the liability is a liability of the company, and the liability is a liability of the company.

Contingent liabilities are recognised as equity if the liability is a liability of the company, and the liability is a liability of the company, and the liability is a liability of the company.



**Statement of accounting policies**

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also involves management's exercise of judgement in applying the Company's accounting policies. Estimates or judgements are critical where the Group and/or the use of the policies experienced any other than usual conditions or expectations, or where the information provided is relevant to the underlying circumstances. The following policies and judgements in preparing the financial statements are critical:

**i. Recoverability of loans and advances to customers (estimate)**

Loans and advances to customers, including accrued interest, are measured at amortised cost less impairment. A prudent financial institution must always consider the probability that its management determine their best estimate of the expected future cash flows in a good by case basis. At the estimation date, the number of number of assumptions about future events which may occur from a particular date, and the probability of the ability to repay interest and capital due in future periods, which gives rise to impairment, and whether there is a significant difference between the carrying value and the fair value of the debtor balance.

Management holds that provision against loans and advances is a part of the estimate and have therefore performed sensitivity analysis on the provision. The results of the sensitivity analysis do not indicate that a change of +/- one percent in the amount provided against the estimate should be considered to have resulted in a 2% increase or decrease in the amount of the income statement during the period. See note 19 for the carrying amount of the debtors and provisions at 30 June 2021.

**ii. Value of property development work in progress ('WIP') (estimate)**

Property development WIP is reviewed for impairment on a periodic basis to consider whether a provision for impairment should be determined. Management determine the recoverable value. Management evaluate an independent external valuation to provide an independent about future events which may occur from a particular date, including price of a valuation, pure disposal and development costs.

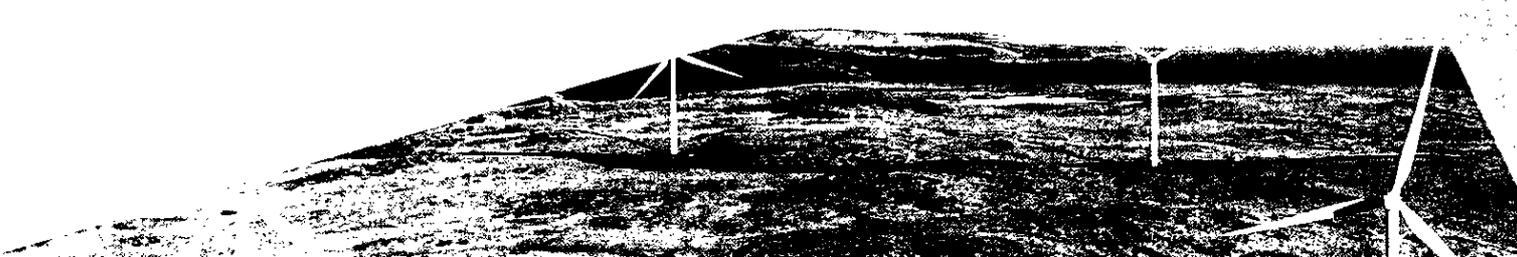
These estimates give rise to judgement as to whether there is a significant difference between the carrying value and the fair value of the balance as at the 30 June 2021. Past year external valuations have reviewed the assumptions used to determine the value of property development WIP and there has been no changes in performance that would impact the valuation as at the 30 June 2021. See note 17 for the carrying amount of the property development WIP.

**iii. Purchase price agreement (Australian solar) (judgement)**

Darlington Point Solar Farm Pty Limited ('Darlington Point') which is the trustee of the Trust, purchased solar modules. Entered into a purchase price agreement ('PPA') in 2019. The PPA includes a provision for differences ('CFD') whereby Darlington Point pay relative on points from the customer based on the difference between a fixed selling price and the actual price for the commodity in the Australian energy market. The directors believe the contract is outside the scope of IFRS 109 as it is for the sale of a non-financial asset and the CFD is paid for such arrangements. Therefore the being accounted for under IFRS 112 section 22 as a derivative contract with variable consideration rather than revaluing the entire contract to fair value.

**iv. Business combinations (estimate)**

The cost of a business combination is the fair value of the consideration given, liabilities included plus the costs directly attributable to the business combination. Fair value of these combinations is a key estimate and more details are provided on page 46.



## 4 Financial performance review 2021

### Statement of accounting policies

#### v. Decommissioning provision (estimate)

The provision for the decommissioning costs is measured at management's best estimate of the present value of the future cash outflows required to settle the liability. The provision is based on the operations which are expected to be performed over the life of the units or assets under the contract, taking into account the estimated inflation, discounting and other factors, such as the probability of occurrence.

##### Wind Farms:

Management has made assumptions regarding the cost of decommissioning and have therefore performed sensitivity analysis. The result of the sensitivity analysis would be that a change of +/- one per cent in the discount rate would have a small effect in 2021 in created decrease in the provision. (See note 17 for the provision recognised at 30 June 2021). Management will use external estimates to update the estimated cost to dismantle and decommission wind farms at a rate of 2% to reflect the time value of money and the risks specific to the provision.

##### Australian solar farms:

A number of solar farms located in Australia are currently being connected to the grid and a number of assets were included in 2021, as calculated by an external expert. A discount rate of 7.23% has been used to reflect the time value of money and the risk specific to the provision. Management will continue to monitor and update the value of the provision as the farms are performed and the data analysis. The results of the sensitivity analysis would be that a change of +/- one per cent in the discount rate would have a small effect in 2021 in created decrease in the provision. (See note 17 for the provision recognised at 30 June 2021).

##### UK and French Solar (judgment):

Management believe that a given the nature of these solar farms, the level of risk will be to higher risk due to the assets for either not being used or to be decommissioned. Management will continue to monitor the situation in each jurisdiction.

#### vi. Impairment of goodwill and investments (estimate)

The value of goodwill, intangible assets and investments in subsidiaries is determined by the difference between the carrying amount and the fair value of the assets. The recoverability of these assets is determined by reference to the present value of the estimated cash flows. These calculations use management's projections which depend on many forecast business parameters together with assumptions regarding the expected life of the assets, externally produced forecasts and valuations and any adjustments required. The discount rate to take account of business risk. The estimated present value of these future cash flows is sensitive to the discount rate and growth rate used. The calculation of fair value requires management's judgement. Testing of the carrying value has been performed during the year which has involved several special audits and has been based on the working paper and resulting in a carrying amount of investments. Management believe there is sufficient evidence to support the value of goodwill and investments in subsidiaries.

Management have also performed an impairment of goodwill and investments in subsidiaries and have therefore performed sensitivity analysis on the provision. The results of the sensitivity analysis would be that a change of +/- one per cent in the discount rate would have a small effect against the estimated carrying amount of goodwill and investments. Management will continue to monitor the situation in each jurisdiction and the internal data during the period. (See note 3 for the carrying amount of the goodwill and investments at 30 June 2021).

## Notes to the financial statements for the year ended 30 June 2021

## Analysis of turnover by category

	2021	2020
	£'000	£'000
Group turnover	56,552	61,867
Share of profit of associates and joint ventures	179,820	150,804
Financial income and expenses	141,826	108,007
Other income	42,266	18,342
Other expenses	4,838	-
	<b>425,302</b>	<b>390,457</b>

Group turnover includes the share of profit of associates and joint ventures of £179,820,000 (2020: £150,804,000) and other income of £42,266,000 (2020: £18,342,000).

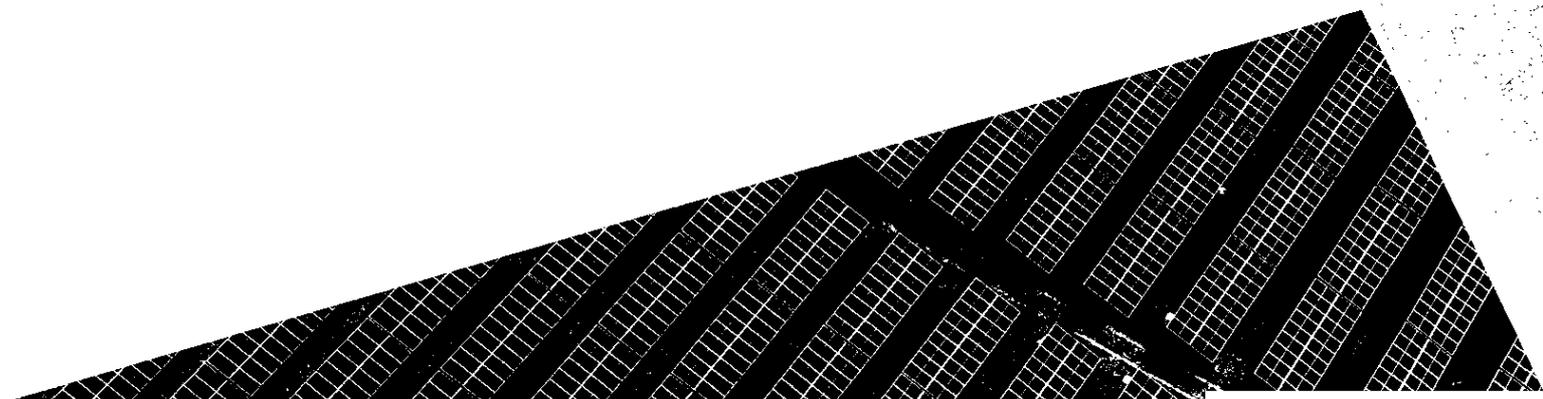
## Analysis of turnover by geography

	2021	2020
	£'000	£'000
Group turnover	384,799	361,864
France	31,893	28,423
Other geographies	8,610	-
	<b>425,302</b>	<b>390,457</b>

## Other income

	2021	2020
	£'000	£'000
Dividend income and insurance received	9,454	4,115

Income from metals and mining operations



## 4 FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Income statement after original credits:

	2021	2020
	£'000	£'000
Revenue from contracts with customers	34,991	7,944
Expenses from contracts with customers	85,917	6,607
Finance income from contracts with customers	146	127
Finance expense from contracts with customers	1,134	140
Administrative expenses from contracts with customers	513	467
Gain on disposal of non-current assets	672	254
Other income from contracts with customers	4,402	392
Profit for the year	7,502	8,067

Net of tax benefits from original adjustments:

	2021	2020
	£'000	£'000
Contract losses	41,383	21,544
Contract profits	3,809	2,625
Contract benefits	1,676	1,241
	46,868	25,410

The Group provides a detailed breakdown of schemes for its employees in the UK. The primary pension scheme is an expense for the period covered by the scheme's duration in the table above.

**The monthly average number of persons employed by the Group during the year was:**

	2021	2020
	Number	FTEs
Executive	699	3.32
Non-executive	348	1.47
Other	3	0
	1,050	4.82

The Company had no employees other than Directors during the period ended 30 June 2021/2020.



## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

	<b>2021</b>	2020
	<b>£'000</b>	£'000
Employee benefits	<b>163</b>	185

During the year only pension contributions were made in respect of the Directors (2020: none).

The Group has no other key management personnel.

A number of subsidiaries of the Group operate a cash-settled LTIP for qualifying employees, whereby employees render services in exchange for cash, the amount of which is determined by reference to the valuation of the underlying subsidiary. The fair value of the liability for the awards made is measured at each reporting date and at the settlement date. The fair value is recognised over the vesting period. The amount of expense recognised takes into account the best available estimate of the number of units expected to vest under the service and performance conditions underlying each award granted.

#### Cash-settled share-based payment transactions with employees

	<b>2021</b>	<b>2020</b>
	<b>Number of awards</b>	<b>Number of awards</b>
Opening outstanding balance	<b>1,640,000</b>	<b>1,030,000</b>
Granted during the period	<b>274,751</b>	<b>610,000</b>
<b>Closing outstanding balance</b>	<b>1,914,751</b>	<b>1,640,000</b>

The total charge for the year was £1,334,000 (2020: £835,000), and at the 30 June 2021 there was a liability of £1,334,000 included within creditors greater than one year (2020: £578,000).

	<b>2021</b>	(restated) 2020
	<b>£'000</b>	£'000
Interest receivable and similar income	<b>997</b>	148

	<b>2021</b>	(restated) 2020
	<b>£'000</b>	£'000
Interest payable and similar expenses	<b>34,378</b>	46,403
Interest on bank borrowings	<b>1,103</b>	2,546
Amortisation of discounts on bank borrowings	<b>586</b>	1,924
Interest on derivative financial instruments	<b>36,067</b>	50,873

Note 26 details the prior period adjustments.

## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

#### a) Analysis of charge in year

	2021	(restated) 2020
	£'000	£'000
<b>Current tax:</b>		
UK corporation tax on taxable profits for the year	1,648	257
Foreign corporation tax credit	–	792
Adjustments in respect of prior periods	(2,866)	(423)
Total current tax	(1,218)	626
<b>Deferred tax:</b>		
UK corporation tax reversal of timing differences	2,074	1,375
Adjustments in respect of prior periods	(4,204)	3,818
Effect of change in tax rates	11,491	3,505
Total deferred tax	9,361	8,698
<b>Tax charge on loss on ordinary activities</b>	<b>8,143</b>	<b>9,324</b>

#### b) Factors affecting tax charge for the year

The tax assessed for the year is higher (2020: higher) than the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below.

	2021	(restated) 2020
	£'000	£'000
<b>Loss before tax</b>	<b>(21,170)</b>	<b>(24,285)</b>
Loss before tax multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(4,022)	(4,614)
Effects of:		
Expenses not deductible for tax purposes	16,076	21,592
Effects of foreign tax	1,022	–
Deferred tax not recognised	–	(267)
Income not taxable for tax purposes	(9,351)	(4,353)
Adjustments in respect of prior periods	(7,071)	£ 395
Effects of change in tax rates	11,489	3,541
<b>Total tax charge for the year</b>	<b>8,143</b>	<b>9,324</b>

#### c) Factors that may affect future tax charge

The tax rate applicable for this accounting year is 19%, the main rate of corporation tax (since 1 April 2017). In March 2021, the UK Government announced that from 1 April 2022, the main rate of Corporation Tax will be increased to 25%. Consequently, deferred tax has been calculated at the year end using a tax rate of 25%. Note 20 details the prior period adjustments.

**Notes to the financial statements for the year ended 30 June 2021**

	Software	Goodwill (restated)	Development rights	Total
Group	£'000	£'000	£'000	£'000
<b>Cost</b>				
Balance brought forward		12,174	11,171	23,345
Intangible assets acquired during the year	12	-	-	12
Impairment	(597)	(1,515)	-	(2,112)
Disposal	-	(1,819)	-	(1,819)
Balance carried forward		779	1,171	1,950
<b>At 30 June 2021</b>	<b>897</b>	<b>757,107</b>	<b>10,216</b>	<b>768,220</b>
<b>Accumulated amortisation</b>				
Balance brought forward		(20,090)	(625)	(20,715)
Impairment	-	(421)	-	(421)
Amortisation expense	-	(14)	-	(14)
Disposal	(10)	(4,812)	(18)	(4,840)
<b>At 30 June 2021</b>	<b>40</b>	<b>154,396</b>	<b>1,034</b>	<b>155,470</b>
<b>Net book value</b>				
<b>At 30 June 2021</b>	<b>857</b>	<b>602,711</b>	<b>9,182</b>	<b>612,750</b>
Balance brought forward	-	(583,968)	(2,672)	(586,640)

The gain on translation of goodwill in foreign subsidiaries is recognised in other comprehensive income. Amortisation of goodwill is charged to administrative costs.

Derivative financial instruments acquired during the year ended 30 June 2021 are set out in note 17.

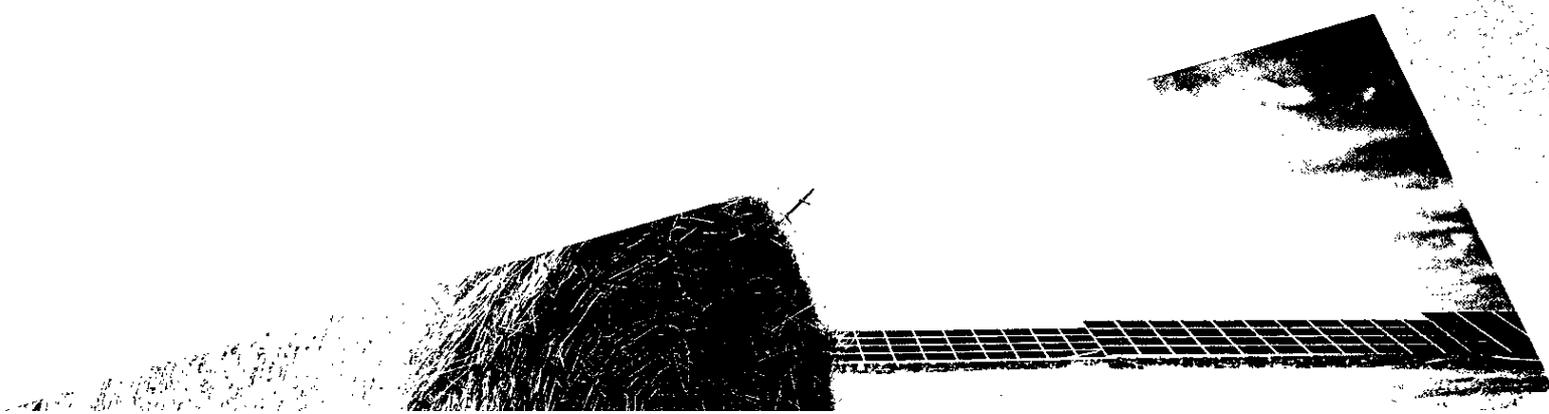
During the year the amount of goodwill amortised was £411,757. Accumulated goodwill amortisation was written back in the current year from the total of £2,849,361 of goodwill, which caused an increase in Development rights in the profit and loss account of £10,480,000.

No impairment has been recognised on goodwill in 2021 (note 17).

No assets have been pledged as security for liabilities at year end 2021 (note 17).

The Company is not a party to any derivatives at 30 June 2021.

Further details are provided in the statements.



## 4 FINANCIAL STATEMENTS 31 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

	Land and buildings	Power stations	Plant and machinery (restated)	Network assets	Assets under construction	Total (restated)
Group	£'000	£'000	£'000		£'000	£'000
<b>Cost</b>						
At 1 July 2020	899	138,073	1,870,170	–	145,817	2,053,959
Disposal	(1,134)	(5,371)	(637,337)	–	(44,304)	(1,228,146)
Acquisition through purchase of subsidiaries	846	140,064	39,678	9,325	750	198,463
Exchange differences	4	–	(21,446)	–	–	(21,442)
Depreciation	(13)	316	(2,455)	(21,852)	(22,775)	–
Impairment	(1,024)	–	(9,348)	–	–	(10,372)
<b>At 30 June 2021</b>	<b>8,531</b>	<b>317,467</b>	<b>1,664,925</b>	<b>27,288</b>	<b>43,277</b>	<b>2,061,488</b>
<b>Accumulated depreciation</b>						
At 1 July 2020	300	75,089	353,432	–	–	432,821
Impairment losses	(1,116)	(1,381)	(71,071)	(1,237)	–	(85,805)
Disposal	(134)	–	(8,370)	–	–	(8,504)
Transfer to equity	(29)	–	(2,114)	–	–	(2,143)
<b>At 30 June 2021</b>	<b>4,410</b>	<b>90,059</b>	<b>414,559</b>	<b>1,290</b>	<b>–</b>	<b>510,318</b>
<b>Net book value</b>						
<b>At 30 June 2021</b>	<b>4,121</b>	<b>227,408</b>	<b>1,250,366</b>	<b>25,998</b>	<b>43,277</b>	<b>1,551,170</b>
At 30 June 2020	1,075	80,083	1,026,438	–	135,617	1,343,213

Included within tangible assets are obligations for lease contracts directly attributable to bringing the assets into use. The net carrying amount of assets held under finance leases included in plant, machinery, fixtures and fittings is £11,854,000 (2020: £8,763,000).

The Company has no tangible assets as of June 2021.

Note 16 sets out other non-current adjustments.



## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Group	Joint venture £'000	Unlisted investments £'000	Total £'000
<b>Cost and net book value</b>			
At 1 July 2020	11,261	1,067	12,268
Additions		30,066	30,066
Disposals	(10,778)	(20,113)	(30,911)
Goodwill derecognised	(1,500)	–	(1,500)
Share of profit after tax	1,077	–	1,077
<b>At 30 June 2021</b>	<b>–</b>	<b>11,000</b>	<b>11,000</b>
At 30 June 2020	11,261	1,067	12,268

On the 1st of March 2021 one of the Group's subsidiaries disposed of its holding in its joint venture for a sale price of £28,850,000. The Group's share of operating profit is included in the consolidated results, together with a profit on disposal of £18,102,000.

Company	Subsidiary undertakings £'000	Total £'000
<b>Cost</b>		
At incorporation	–	–
Additions	2,311,678	2,311,678
Disposals	–	–
<b>At 30 June 2021</b>	<b>2,311,678</b>	<b>2,311,678</b>
<b>Accumulated impairments</b>		
At incorporation	–	–
Reversal of impairments	–	–
Impairments	195,312	195,312
<b>At 30 June 2021</b>	<b>195,312</b>	<b>195,312</b>
<b>Net book value</b>		
<b>At 30 June 2021</b>	<b>2,116,366</b>	<b>2,116,366</b>
At incorporation	–	–

Details of related undertakings are shown in note 19. The additions of subsidiary undertakings in Fern Trading Limited (formerly Fern Trading Group Limited) relate to a group reorganisation that occurred on 30 July 2020. Fern Trading Limited (formerly Fern Trading Group Limited), a newly incorporated company, acquired 100% of the share capital of Fern Trading Group Limited (formerly Fern Trading Limited) in a share for share exchange. (On the 3rd of November 2020, as part of the same group reorganisation Fern Trading Limited (formerly Fern Trading Group Limited) acquired 100% of the share capital of the Hirc group of companies from Fern Trading Group Limited (formerly Fern Trading Limited).

## 4 FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

On 28 June 2021, the Board of Directors of the members' society of Ternor Ltd. (the Group) approved the financial statements for the year ended 30 June 2021. The financial statements were prepared in accordance with the provisions of the Companies Act 2006 and the provisions of the Companies (Accounts) Regulations 2008, and the provisions of the Companies Act 2006 and the provisions of the Companies (Accounts) Regulations 2008, and the provisions of the Companies Act 2006 and the provisions of the Companies (Accounts) Regulations 2008.

Cash includes cash in hand and deposits held with banks.

Relevant financial instruments held for sale by the Group do not have a fixed price and a fixed date of sale, and are classified as financial assets held for sale.

	Group	
	2021	2020
	£'000	£'000
Cash at bank and in hand	117,141	50,452
Relevant financial instruments held for sale	55,337	50,236
<b>Cash at bank and in hand</b>	<b>172,478</b>	<b>206,688</b>

The Company has a bank balance of £117,141 at 30 June 2021, of which was restricted.

	Group	
	2021	2020
	£'000	£'000
Fixed	2,195	2,504
Relevant financial instruments held for sale	18,593	17,142
<b>Relevant financial instruments held for sale</b>	<b>73,923</b>	<b>55,940</b>
<b>Relevant financial instruments held for sale</b>	<b>94,711</b>	<b>74,806</b>

The amount of financial instruments held for sale during the year was £117,141 (2020: £50,452). The amount of financial instruments held for sale during the year was £117,141 (2020: £50,452).

There has been no impairment recognized during the year in respect of the relevant financial instruments held for sale during the year.

The Company has a bank balance of £117,141 at 30 June 2021.



**Notes to the financial statements for the year ended 30 June 2021**

	Group		Company
	2021	2020	2021
	£'000	£'000	£'000
<b>Amounts falling due after one year</b>			
Trade payables	16,128	9,253	–
<b>Amounts falling due within one year</b>			
Trade and other receivables	369,384	478,979	–
Trade debtors	16,121	15,977	8
Amounts due from related parties	3,950	–	12,751
Other receivables	27,696	1,002	5,008
Prepayments	6,603	4,052	–
Impairment provisions	6,469	11,901	–
Amounts due from related parties	154,375	144,244	32,616
	600,726	642,149	50,383

Trade and other receivables are stated net of provisions of £19,000 (2020: £7,525,000). Provisions are provided in the pre-stated net value column of £17,420,000 (2020: £7,516,000).

No interest is charged on receivables except on group undertakings which do not pay interest and all are unsecured and repayable on demand (2020: none).

Note 22.14(a) – Financial instruments



## 4 FINANCIAL STATEMENTS WITH ACCOUNTS

### Notes to the financial statements for the year ended 30 June 2021

	Group	2020	Company	2021
	2021	£'000	£'000	£'000
Trade receivables	47,386	49,759	—	—
Other receivables	23,390	19,472	16	16
Prepayments	—	3,799	—	—
Due from related parties	—	19	—	—
Other receivables	61,165	19,601	—	—
Receivables payable to related parties	—	—	20,203	20,203
Due to related parties	3,147	2,812	—	—
Due from other related parties	143	20,371	—	—
Due to other related parties	72,087	67,642	2,705	2,705
	<b>207,318</b>	<b>272,515</b>	<b>22,924</b>	<b>22,924</b>

	Group	2020	2021
	2021	£'000	£'000
<b>Amounts falling due between one and five years</b>			
Trade receivables	247,297	249,723	249,723
Other receivables	6,125	2,078	2,078
Due from related parties	—	2,615	2,615
Other receivables	5,415	3,138	3,138
	<b>258,837</b>	<b>257,554</b>	<b>257,554</b>

	Group	2020	2021
	2021	£'000	£'000
<b>Amounts falling due after more than five years</b>			
Trade receivables	577,235	714,480	714,480
Other receivables	24,495	28,328	28,328
Due from related parties	42,772	54,810	54,810
	<b>644,502</b>	<b>807,618</b>	<b>807,618</b>

Total receivables payable to related parties

The company has no receivables due in greater than one year

Amounts due to related parties are unsecured, non-interest bearing and payable on demand

Trade receivables are on credit or demand adjustments

## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

	<b>2021</b>	2020
<b>Group</b>	<b>£'000</b>	£'000
Less than 1 year	<b>47,386</b>	90,196
One to five years (inclusive)	<b>247,297</b>	269,227
More than five years	<b>577,235</b>	114,480
	<b>871,918</b>	1,083,491

The Company had no bank loans at 30 June 2021.

The bank loans are secured against assets of the Group with each loan held by the subsidiary shown below.

	<b>Interest rate</b>	<b>2021</b>	2020
		<b>£'000</b>	£'000
Amec Energy Limited	6 month LIBOR plus 1.60%	<b>438,140</b>	488,179
Peak Energy and Infrastructure Limited	LIBOR/EURIBOR plus 2.00%	–	32,008
Eden Energy 2 Limited	3 month EURIBOR plus 1.20%	<b>8,613</b>	10,083
First Energy Limited	Fixed rate 1.70%	<b>26,382</b>	30,250
Madison Energy Limited	6 month LIBOR plus 1.50%	<b>295,344</b>	316,627
Distribution Point Infrastructure Limited	1 month BBSY plus 1.85%	–	84,682
Martin Renewable Energy Limited	6 month LIBOR plus 2.35%	<b>103,439</b>	121,662
		<b>871,918</b>	1,083,491

SONIA will be replacing LIBOR as the effective interbank lending rate system from 1 January 2022, the Group is working with its lenders to ensure a smooth transition to the new system. The rate change will require no commercial impact to the business.

#### Finance leases

The future minimum finance lease payments are as follows:

	<b>2021</b>	2020
	<b>£'000</b>	£'000
Payments due:		
Not later than one year	<b>3,166</b>	4,034
Later than one year and not later than five years	<b>6,196</b>	7,604
Later than five years	<b>72,013</b>	69,282
Total lease payments	<b>81,375</b>	80,920
Less: finance charges	<b>(47,609)</b>	(47,402)
<b>Carrying amount of the liability</b>	<b>33,766</b>	33,518

The finance leases primarily relate to a leased building and healthcare equipment. There are no contingent rental, renewal, or purchase option clauses. Rents payable increase by local inflation. Finance leases are secured against the leased assets.

The Company had no finance leases at 30 June 2021.

## 4 FINANCIAL STATEMENTS FOR THE YEAR

### Notes to the financial statements for the year ended 30 June 2021

Group	(restated) Decommissioning provision £'000	(restated) Deferred tax £'000	(restated) Total £'000
Group	17,455	36,484	53,939
Oil & gas	2,391	8,046	10,437
Manufacturing & services	5,373	-	5,373
Other	262	-	262
Financial instruments	101	34,205	34,306
Goodwill	(611)	(2,182)	(2,793)
<b>At 30 June 2021</b>	<b>20,439</b>	<b>38,145</b>	<b>58,584</b>

The decommissioning provision is held to cover for the obligation to return the land to the original owner. The provision is not expected to be utilised for a period of 25 years from 30 June 2021 in the period of assessment.

The Company has no provision at 30 June 2021.

The Group's Company has the following share capital:

Group	2021	2020
<b>Allotted, called-up and fully paid</b>	<b>£'000</b>	<b>£'000</b>
100,000,000 ordinary shares of £1 each	149,676	138,437
<b>Company</b>	<b>2021</b>	<b>2020</b>
<b>Allotted, called-up and fully paid</b>	<b>£'000</b>	<b>£'000</b>
100,000,000 ordinary shares of £1 each	149,676	138,437

During the year the Group issued 18,118,917 new £1 shares of £1 each for a aggregate net cash value of £18,118,917. On the total share capital of 118,437,114 shares issued as at 30 June 2020, a share for share exchange agreement resulted in Ferret Trading Group Limited (formerly Ferret Trading Group Limited) becoming the parent company of the Group. The shares issued gave rise to a premium of £1,027,417. This amount met the conditions required and payable for merger relief. At the time the premium is transferred to the parent, the share exchange share issue is presented in the merger ledger as a non-exchange which is used to the share premium account. This is also a dividend payment as it is to be paid to the shareholders of Ferret Trading Group Limited (formerly Ferret Trading Limited) credited at group share



### Notes to the financial statements for the year ended 30 June 2021

Issued in connection with the ordinary dividend were new ordinary shares of £0.10 each amounting to £19,000,000 (2020: £19,000,000) issued at a premium of £0.05 per share. The aggregate nominal value of the shares issued was £19,000,000. The aggregate nominal value of the shares issued was £19,000,000. The aggregate nominal value of the shares issued was £19,000,000. The aggregate nominal value of the shares issued was £19,000,000.

The Group had applied the reduced rate of corporation tax of 19% for the year ended 30 June 2021. The rate of corporation tax for the year ended 30 June 2020 was 20%. The aggregate nominal value of the shares issued was £19,000,000. The aggregate nominal value of the shares issued was £19,000,000.

During the year the Company issued 1,900,000 (2020: 1,900,000) ordinary shares of £0.10 each with an aggregate nominal value of £19,000,000 (2020: £19,000,000). The aggregate nominal value of the shares issued was £19,000,000. The aggregate nominal value of the shares issued was £19,000,000. The aggregate nominal value of the shares issued was £19,000,000.

There is a legal restriction on the payment of dividends to shareholders of the Company in respect of the year ended 30 June 2021.

#### Cash flow hedge reserve

The cash flow hedge reserve is used to record fair value adjustments from the financial instruments designated as hedges.

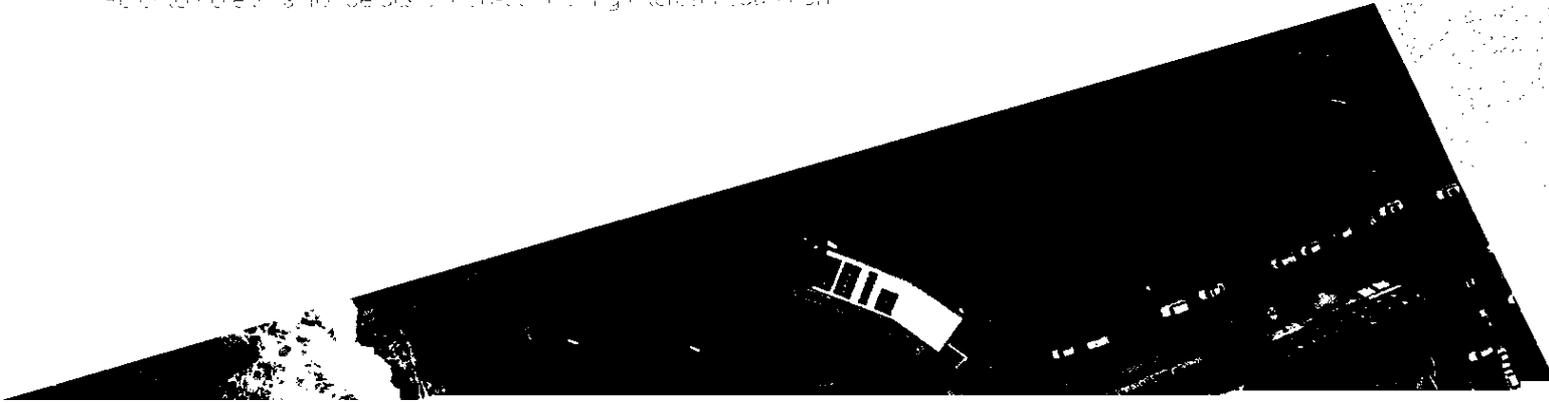
#### Merger reserve

The merger reserve arises from the difference between the fair value of the shares issued and the book value of the shares transferred.

The movements in non-controlling interests was as follows:

Group	Note	Group	
		2021 £'000	2020 £'000
At 1 July		9,570	15,438
Share issues, including share options (including dividends)	27	(1,842)	(2,500)
Financial instruments at fair value (including dividends)		(4,007)	(8,668)
At 30 June		3,721	9,570

Refer to note 27a for details of non-controlling interest account on



## 4 FINANCIAL STATEMENTS TO JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

As part of the work done in the Group has been required to make ongoing contributions to some of the relevant funds which are used to fund the day to day operations of the relevant funds and to cover all the other matters raised between £100 to £250 per MW of installed capacity for example the inflation index-linked payments on a 30 year fixed price contract over the operational life of the contract with an annual uplift of an annual inflation rate of 2% (2019: 2%, 2020: 2.5%, 2021: 3%) and £250 to £400 per MW of the capacity in the form of a so-called 'topping up' contribution to the relevant funds and to cover the day to day operations of the relevant funds. The terms of these payments are set out in the relevant contracts and are generally in the range of £0.50 to £0.55 per MW of installed capacity or higher for the period 2014 to 2016 after the start of commercial operations.

Carrying amount of financial assets and liabilities

Group	Group		Company
	2021 £'000	2020 £'000	2021 £'000
<b>Carrying amount of financial assets</b>			
Derivative contracts measured at amortised cost	433,280	679,111	17,767
Financial assets measured at fair value	6,469	10,911	–
<b>Carrying amount of financial liabilities</b>			
Derivative contracts measured at fair value	956,384	1,168,520	16
Financial liabilities measured at fair value through profit or loss	42,772	10,348	–

Note 28 details the derivative contracts entered into



**Notes to the financial statements for the year ended 30 June 2021**

**Derivative financial instruments**

The Group does not use derivative financial instruments to manage the exposure to movements in the value of its underlying assets and liabilities, with the exception of the following:

**a) Market risk**

**Currency risk**

The Group is exposed to currency risk arising from its operations in several foreign currencies. The Group's principal currencies are the Euro and the Turkish Lira, with the US dollar and the Hong Kong dollar also being used. The Group has entered into forward foreign exchange contracts to hedge its foreign exchange rate risk, and also entered into forward foreign exchange contracts to hedge its foreign exchange rate risk for certain foreign currencies, including the Hong Kong dollar. The forward foreign exchange contracts and swaps are measured at fair value, which is determined using market forward rates, with the use of appropriate inputs. The key inputs used in valuing the derivatives are the forward exchange rate for GBP/USD and USD/USD, and for June 2021 the fair value of the foreign currency contracts was an asset of £6,449,000 (2020: £14,950,000) and a liability of £146,000 (2020: £2,109,000).

**Transactional exposures**

Transactional exposures arise from items in respect of which the Group is exposed to currency risk, other than the Group's presentational currency sterling. The Group enters into forward foreign exchange contracts and foreign exchange swaps to mitigate its foreign exchange rate risk for certain foreign currencies, including the Hong Kong dollar. The forward foreign exchange contracts and swaps are measured at fair value, which is determined using market forward rates, with the use of appropriate inputs. The key inputs used in valuing the derivatives are the forward exchange rate for GBP/USD and USD/USD, and for June 2021 the fair value of the foreign currency contracts was an asset of £6,449,000 (2020: £14,950,000) and a liability of £146,000 (2020: £2,109,000).

**Translational exposures**

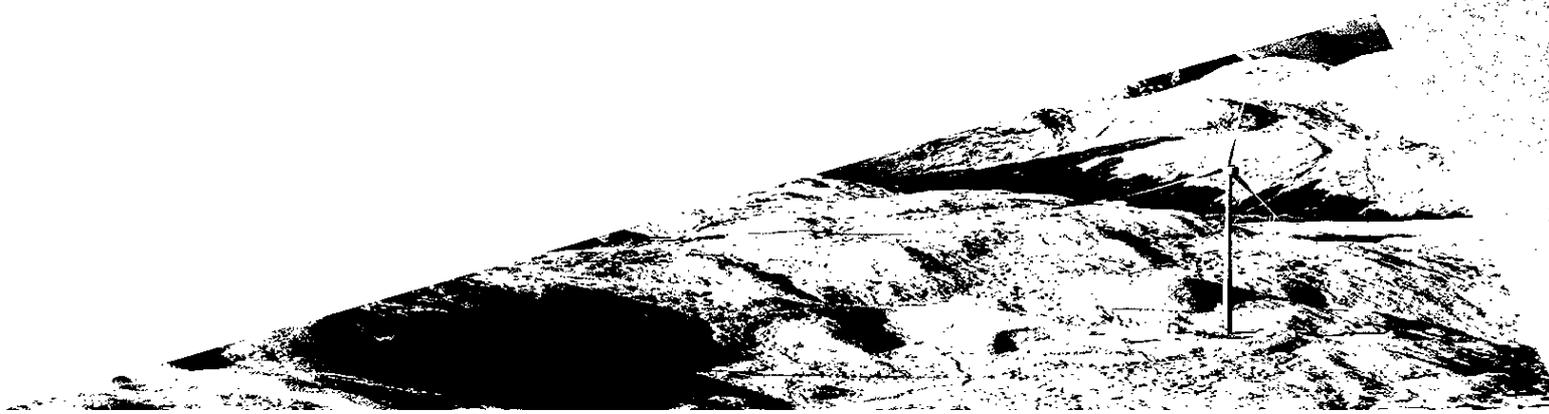
Risks arise from translational exposures arising from the translation of the financial statements of the Group's subsidiaries into sterling and the Group's presentational currency. The Group's financial statements are prepared in sterling and the presentation of the financial statements is within an acceptable level of risk and therefore, typically, the Group does not use derivative financial instruments to hedge these exposures.

**Interest rate risk**

The Group has exposure to fluctuations in interest rates on its borrowings. Where the Group enters into a floating rate agreement, fluctuations in the interest rate swap rate benefit is offset by a corresponding increase in the order of the floating rate agreement. The position of interest rate risk is disclosed on a page by page basis. Management has adopted a number of measures to hedge its account for the exchange rate risk on the floating rate agreement and has entered into a swap to apply income accounting for interest rate swaps. The swaps are a swap of a swap, with the first of the swap rate and interest rate swap rate. On 30 June 2021 the outstanding interest rate swap have a maturity in excess of five years, and the fair value is a liability of £42,079,000 (2020: £24,819,000) as stated.

**Price risk**

The Group is a short-term capital provider in the real estate property market. To the extent that there is a deterioration in the value of the assets then held in the properties that the Group's loans are secured against, there is a risk that the Group may not be able to recover its loans. This is mitigated by the short-term nature of the loans and the close value to value of the loans, but the Group is exposed to the risk of a fall in the value of the loans.



**Notes to the financial statements for the year ended 30 June 2021**

**b) Credit risk**

Credit risk arises from the Group's credit contracts. The Group's credit contracts are all on a non-recourse basis and are subject to a maximum 10% credit limit. The Group's credit contracts are all on a non-recourse basis.

**c) Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group's assets are primarily cash and cash equivalents, trade receivables, and property, plant and equipment. The Group's liabilities are primarily trade payables, long-term debt, and short-term debt. The Group's liquidity risk is managed through a combination of cash and cash equivalents, trade receivables, and property, plant and equipment.

At the year end the Group had capital commitments as follows:

Group	2021 £'000	2020 £'000
Capital commitments for the purchase of property, plant and equipment	90,156	12,879
Capital commitments for the purchase of intangible assets	92,683	100,000

At 30 June the Group has total future minimum lease payments under non-cancellable operating leases:

	2021		2020	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
Operating lease liabilities				
Contractual amount of lease	8,031	749	8,045	718
Adjustment for lease liabilities not recognised	30,369	1,686	28,027	852
Lease liabilities	118,932	9	114,699	9
	157,332	2,444	148,865	87

The Group had no other off-balance sheet arrangements at 30 June.





## 4 FINANCIAL STATEMENTS

### Notes to the financial statements for the year ended 30 June 2021

Under FRS 107 (1), disclosures are needed if the group of financial instruments entered into between two or more members of a Group or a subsidiary or a jointly controlled entity is a party to the transaction, and only one of the entities is a member.

During the year fees of £4,000,000 (2020: £6,000,000) were received by the Group for the appointment of a subsidiary, which is a related party, to act as the financial sponsor of the Group. The subsidiary is the subsidiary of the Group, which is the subsidiary of the Group, and therefore a related party. The Group is a related party.

During the year fees of £61,054,000 (2020: £14,272,000) were charged to the Group by a subsidiary, which is a related party, for the provision of legal services. The Group is a related party. The Group is a related party. The Group is a related party. The Group is a related party.

The Group entered into a contract with a subsidiary, which is a related party, for the provision of management services. In 2021 a share of profit of £4,190,000 (2020: £948,000) has been recognised by the Group. At the year end the Group has an interest in the shares of £1,000,000 (2020: £1,000,000) and a share of profit of £4,190,000 (2020: £948,000).

The Group entered into a contract with a subsidiary, which is a related party, for the provision of management services. In 2021 a share of profit of £4,190,000 (2020: £948,000) has been recognised by the Group. At the year end the Group has an interest in the shares of £1,000,000 (2020: £1,000,000) and a share of profit of £4,190,000 (2020: £948,000).

During the year the Group acquired assets which are controlled by the subsidiary, which is a related party, for the provision of management services. The Group is a related party.

At 30 June 2021 £1,000,000 (2020: £1,000,000) was held by the Group in a subsidiary, which is a related party, for the provision of management services. The Group is a related party.

Under FRS 107 (3) disclosures are needed if the group of financial instruments entered into between two or more members of a Group or a subsidiary or a jointly controlled entity is a party to the transaction, and only one of the entities is a member.

The financial statements disclosed above are the Company's financial statements, which are the financial statements of the Group.

In the opinion of the directors there is no material non-compliance with the requirements of the Companies Act 2006.



**Notes to the financial statements for the year ended 30 June 2021**

**a) Accounting policy fair value adjustment – hedge accounting**

The Group's accounting policy for financial instruments includes adjustments to the carrying amount of derivatives which are classified as cash flow hedges. The carrying amount of derivatives is adjusted to fair value. The Group has applied the hedge accounting policy to the cash flow hedges of the debt instruments. The Group has applied the hedge accounting policy to the cash flow hedges of the debt instruments. The Group has applied the hedge accounting policy to the cash flow hedges of the debt instruments. The Group has applied the hedge accounting policy to the cash flow hedges of the debt instruments.

A summary of the effects of the hedge accounting policy is provided in the table below.

Group	Year ended 30 June 2019 (as stated)	Adjustments	Year ended 30 June 2019 (restated)
	£'000	£'000	£'000
Debt instruments	11,924	(15,883)	(3,959)
Financial assets and liabilities	(1,650)	2,241	591
Net movement	10,274	(13,642)	(3,368)

Group	Year ended 30 June 2020 (as stated)	Accumulated adjustments	Year ended 30 June 2020 (restated)
	£'000	£'000	£'000
Debt instruments	148,151	(15,654)	132,497
Financial assets and liabilities	9,328	(1,131)	8,197
Derivative assets	3,611	(5,167)	(1,556)
Derivative liabilities	34,637	1,611	36,248
Net movement on cash flow hedges of debt instruments	185,727	(19,131)	166,596

**b) Reclassification of other income**

During the audit for the year ended 30 June 2021, it was brought to management attention that other income relating to £4,718,000 had been incorrectly classified as revenue. Management have reviewed all sources of income and closed their financials. Other income separately on the consolidated statement of comprehensive income, as well as in the relevant notes. The comparative figures for the year ended 30 June 2020 have been restated. Other income will be included in the consolidated financials. Refer to Note 1 for the split of other income.



## 4 FINANCIAL STATEMENTS TO 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

#### c) Goodwill

When preparing the current year financial statements, management have discovered a material misstatement in the goodwill for the year ended 30 June 2020. Management have subsequently done an extensive review of the goodwill, goodwill balances and implemented controls to prevent similar misstatements in the future. The impact of the misstatement and its adjustment for the year ended 30 June 2021 is as follows:

Group	Year ended 30 June 2020 (as stated) £'000	Adjustment £'000	Year ended 30 June 2020 (restated) £'000
Goodwill	715,119	(10,639)	704,479
Goodwill impairment	(135,870)	15,680	(120,190)
Goodwill expenses	31,218	2,771	28,447

included in the correction statement adjustment of £8,872,000 to reserves.

#### d) Decommissioning provision

For the year ended 30 June 2020 a provision was implemented by the group for its 11 wind farms to reflect the cost that would be incurred if the sites were to be decommissioned. It was noted during the audit for the year ended 30 June 2021 that under IFRIC19 the provision was incorrectly treated as part of property, plant and equipment and should have adjusted the group down £8,074,000 with the same debit and credit increasing the fixed asset value. The audit provision for the year ended 30 June 2021 was £101,400. This adjustment is reflected in the Group balance sheet and the related note to the accounts.



## Notes to the financial statements for the year ended 30 June 2021

### a) Saunamaa Wind Farm Oy and Voyrinkangas Wind Farm Oy

On 1 July 2020, the Group acquired 100% ownership and control of two wind farms (Saunamaa Wind Farm Oy and Voyrinkangas Wind Farm Oy) through its wholly owned subsidiary, CEPE Berceronne SARL. The acquisition of the wind farms is accounted for as an acquisition of subsidiaries under IFRS 10. The wind farms do not have any identifiable intangible assets or liabilities.

### b) CEPE Berceronne SARL

On 1 July 2020, CEPE Berceronne SARL acquired 100% ownership and control of 100% of the share capital of CEPE Oy in 2020.

The following table summarizes the consideration paid by the Group, the fair value of the identifiable intangible assets and the liabilities acquired at the acquisition date.

Consideration	€'000	Exchange rate	£'000
Cash	308	1.1058	280
<b>Total consideration</b>	<b>308</b>	<b>1.1058</b>	<b>280</b>

Details of the calculation of the net assets acquired and goodwill are provided in the table below.

	Book values	Adjustments	Fair value	Book value	Adjustments	Fair value
	€000	€000	€000	£000	£000	£000
Fixed assets	204	-	204	187	-	187
Intangible assets	1	-	1	1	-	1
Liabilities	1	-	1	1	-	1
<b>Net liabilities acquired</b>	<b>227</b>	<b>-</b>	<b>227</b>	<b>206</b>	<b>-</b>	<b>206</b>
Goodwill	-	-	81	-	-	74
<b>Total consideration</b>			<b>308</b>			<b>280</b>

Goodwill resulting from the business combination is used (74% to CEPE) and has an estimated useful life of 10 years, reflecting the useful life of the assets acquired.

The consolidated statement of comprehensive income for the year includes PNI reverse income tax payable of €107,822 in respect of the amount paid.



## 4 FINANCIAL STATEMENTS FOR THE YEAR 2021

### Notes to the financial statements for the year ended 30 June 2021

#### c) Guardbridge Sp. z o.o

On 24 June 2021 the Group acquired Guardbridge Sp. z o.o through the purchase of 100% of the share capital for cash consideration of £1,073,000 (€10,658,000).

The following table summarizes the net assets acquired and the identifiable intangible assets acquired, acquired at the acquisition date.

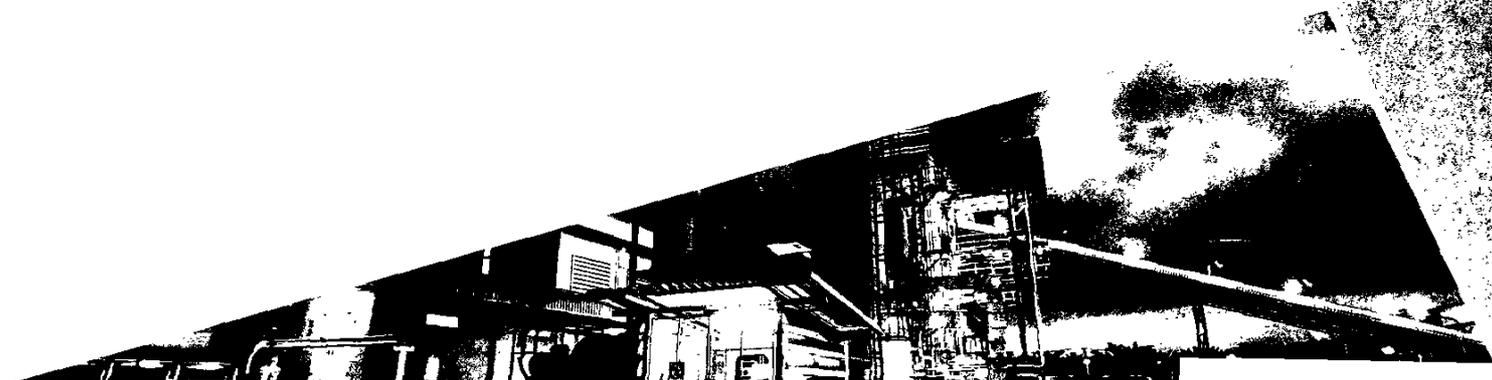
Consideration	€'000	Exchange Rate		€'000
Cash	9,990	1.1637		8,585
Directly attributable costs	568	1.1637		488
<b>Total consideration</b>	<b>10,558</b>			<b>9,073</b>

Details of the fair value of the net assets acquired at acquisition date are as follows:

	Book values	Adjustments	Fair value	Book values	Adjustments	Fair value
	€'000	€'000	€'000	€'000	€'000	€'000
Intangible assets	9,257	-	9,257	7,955	-	7,955
Trade receivables	3	-	3	3	-	3
Plant and machinery	80	-	80	68	-	68
Investment in subsidiary	119	-	119	164	-	164
Other assets	11	-	11	10	-	10
<b>Net liabilities acquired</b>	<b>9,518</b>	<b>-</b>	<b>9,518</b>	<b>8,179</b>	<b>-</b>	<b>8,179</b>
Cash			1040			894
<b>Total consideration</b>			<b>10,558</b>			<b>9,073</b>

Intangible assets arising from the purchase consist of an intangible asset of £795,500 and have an estimated useful life of 20 years reflecting the lifespan of the assets acquired.

The only significant element of comprehensive income for the year includes £7,868 of revenue and a net contribution of £7,637 to the parent's add-on profit.



**Notes to the financial statements for the year ended 30 June 2021**

**d) Vorboss Limited acquisition**

On 21 September 2021, a Group acquired 100% shareholding in Vorboss Limited, a private limited liability company, through the purchase of 100% of the ordinary shares for £17,756. The acquisition is considered to be a £4,127,000 investment in a separate financial reporting unit. Vorboss Limited is a building services contractor in the construction industry.

The financial statements for the year ended 30 June 2021 are the first period for which the financial statements and the related balance sheet and statement of financial position are available for the period ending 30 June 2021.

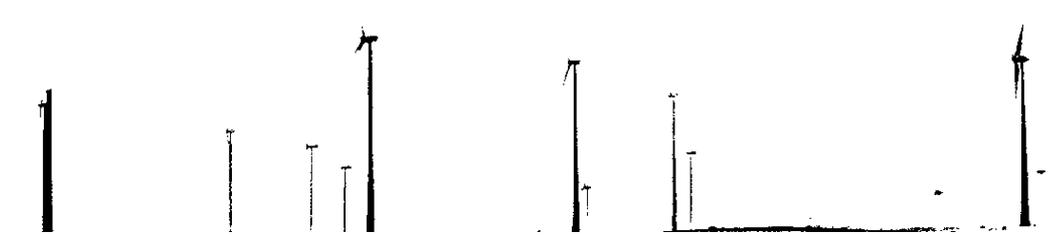
<b>Consideration</b>	<b>£'000</b>
Cash	14,782
Trade and other receivables	2,256
Trade and other payables	(4,718)
<b>Total consideration</b>	<b>21,756</b>

Details of the fair value of the net assets acquired and goodwill arising to the acquisition are:

	<b>Book values</b>	<b>Adjustments</b>	<b>Fair value</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Goodwill	1,662	–	1,662
Intangible assets	22	–	22
Property, plant and equipment	146	–	146
Cash and other receivables	31	–	31
Trade and other payables	(6)	–	(6)
Net assets	1,004	–	1,004
<b>Net assets acquired</b>	<b>2,004</b>	<b>–</b>	<b>2,004</b>
Goodwill			19,752
<b>Total consideration</b>			<b>21,756</b>

Goodwill resulting from the business combination was £19,752,000 and has an estimated useful life of 7.0 years, reflecting the lifespan of the assets acquired.

The consolidated statement of comprehensive income for the year includes £3,194,897 of revenue and a loss before tax of £76,021,870 in respect of this acquisition.



## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

#### e) Gigaset Limited acquisition

On 15 April 2021, the Group acquired Gigaset Limited (formerly M13 Solutions Limited) a supplier of fibre networks, through the purchase of 100% of the share capital for a consideration of £2,715,785 and contingent deferred consideration of £1,956,197.

The following tables summarise the consideration paid by the Group, the fair value of assets acquired and liabilities assumed at the acquisition date. A list of the entities acquired are set out in note 29.

Consideration	£'000
Cash	2,690
Deferred consideration	1,556
Contingent deferred consideration	26
<b>Total consideration</b>	<b>4,272</b>

Details of the fair value of the net assets acquired and goodwill arising are as follows:

	Book values	Adjustments	Fair value
	£'000	£'000	£'000
Fixed assets	176	-	176
Trade and other creditors	(330)	-	(310)
Trade and other receivables	124	-	124
Cash and bank balances	104	-	104
Prepayment and accruals income	1	-	1
Other loans	(11)	-	(11)
<b>Net assets acquired</b>	<b>84</b>	<b>-</b>	<b>84</b>
Goodwill			4,188
<b>Total consideration</b>			<b>4,272</b>

Goodwill resulting from the business combination was £4,187,524 and has an estimated useful life of 25 years, reflecting the lifespan of the assets acquired.

The consolidated statement of comprehensive income for the year includes £8,654,211 of revenue and a loss before tax of £874,673 in respect of this acquisition.

**Notes to the financial statements for the year ended 30 June 2021**

**f) Reserve power acquisition**

In July 2021, the Group acquired 100% of the equity interest in Reserve Power Limited (RPL) for a consideration of £1,270,000.

The fair value of the consideration paid for the acquisition of the Group's share in RPL is £1,270,000, which is equal to the consideration paid. A summary of the assets acquired is set out in the table below.

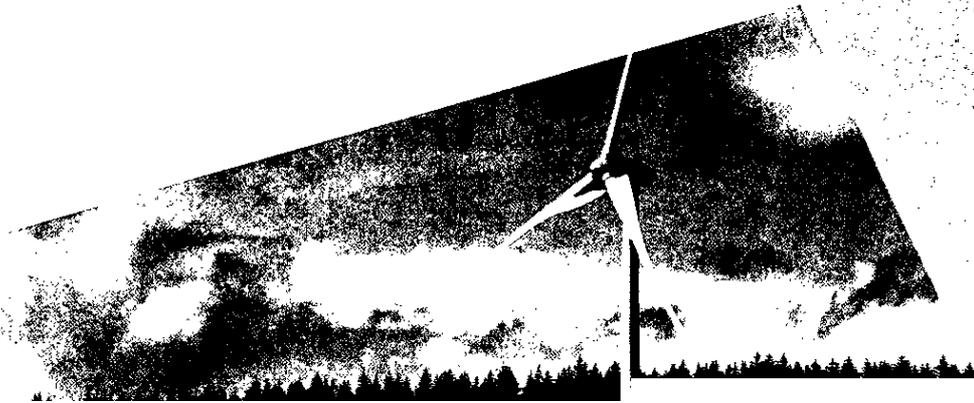
<b>Consideration</b>	<b>£'000</b>
100% share	1,270
<b>Total consideration</b>	<b>1,270</b>

Details of the fair value of the net assets acquired in the acquisition are set out in the table below.

	<b>Book values</b>	<b>Adjustments</b>	<b>Fair value</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Goodwill	58,190	(49,942)	8,248
Intangible assets	–	–	–
Trade and other receivables	1,712	–	1,712
Prepaid expenses	1,830	–	1,830
Property, plant and equipment	1,013	–	1,013
Cash and bank	(421,663)	–	(421,663)
Liabilities	(13,000)	–	(13,000)
<b>Net assets acquired</b>	<b>21,212</b>	<b>(19,942)</b>	<b>1,270</b>
Goodwill	–	–	–
<b>Total consideration</b>	<b>–</b>	<b>–</b>	<b>1,270</b>

There was no goodwill resulting from the business combination.

The income tax credit of £1,293,074 for the year includes a reversal of £1,270,000 in respect of the tax credit for the acquisition of RPL.



## Notes to the financial statements for the year ended 30 June 2021

### g) Snetterton acquisition

On 21 April 2021, the Group acquired the operations from Renewable Power Holdings Limited with a 78% holding, which has a net carrying value of £10.0 million and a net debt of £17.4 million.

The net carrying value is comprised of the following assets and liabilities: the fair value of net assets acquired and goodwill. The fair value of the acquisition is the acquisition price less the net debt acquired, as set out in the table below.

Consideration	£'000
Cash	170,860
Debt with carrying value	(413)
<b>Total consideration</b>	<b>176,438</b>

Details of the fair value of the net assets acquired and goodwill arising are set out below.

	Book values	Adjustments	Fair value
	£'000	£'000	£'000
Fixed assets	149,240		149,240
Trade and other receivables	6,205		8,601
Cash and cash equivalents	6,019		6,019
Debt	(117)	8	7,004
Trade and other payables	(8,175)	—	8,175
Fixed intangible intangible	1,107	—	1,107
<b>Net assets acquired</b>	<b>158,771</b>	<b>87</b>	<b>158,858</b>
Goodwill			17,580
<b>Total consideration</b>			<b>176,438</b>

Goodwill resulting from the business combination was £17,580,000 and has been deemed to be of finite life, reflecting the lifespan of the assets acquired.

The consolidated financial statements for the year ended 30 June 2021 include an accrual for the tax in 2021/2021 in respect of this acquisition.



## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

#### h) Rangeford Holdings Limited acquisition

On 23 June 2021, the Group acquired Rangeford Developments Limited, formerly known as 10 Squared Property Developments (Ireland) Limited, a development and construction enterprise, through the purchase of 100% of the share capital for £881,275 in a restricted manner (i.e. £500,000 in deferred consideration and 381,275 in secured debt) (see note 13 for details).

The following tables summarise the consideration paid by the Group, the fair value of assets acquired, and goodwill assumed at the acquisition date.

Consideration	£'000
Cash	8,666
Deferred consideration	2,500
Deferred consideration	2,049
Transaction-related costs	215
<b>Total consideration</b>	<b>13,430</b>

Details of the fair value of the net assets acquired and goodwill arising are as follows:

	Book values	Adjustments	Fair value
	£'000	£'000	£'000
Net assets acquired	10,364	836	11,200
Goodwill			2,230
<b>Total consideration</b>	<b>10,364</b>	<b>836</b>	<b>13,430</b>

Goodwill resulting from the business combination was £2,230,275 and has an estimated useful life of 8 years, reflecting the life span of the development project.

The consolidated statement of comprehensive income for the year includes £Nil revenue and a loss before tax of £Nil in respect of this acquisition.

## 4 FINANCIAL STATEMENTS TO 30 JUNE 2021

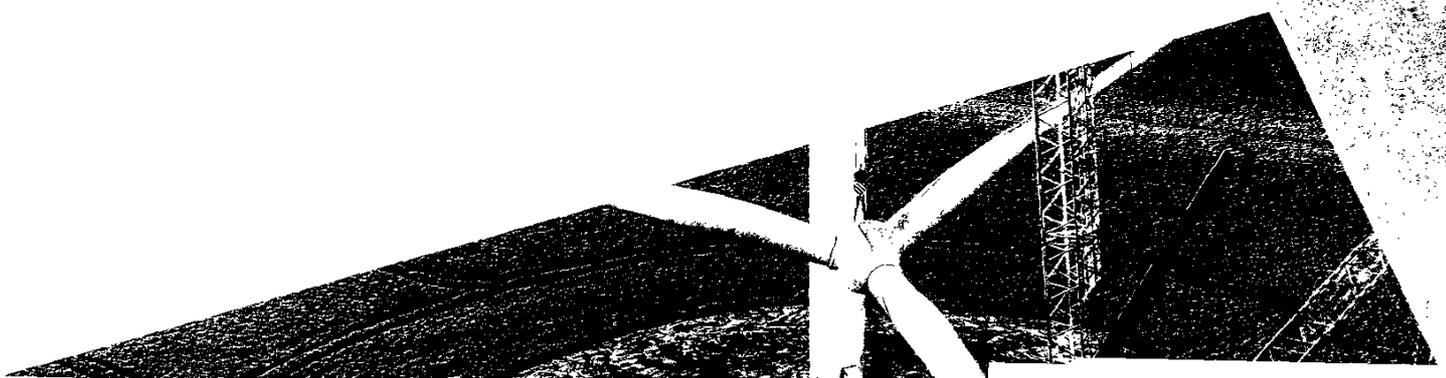
### Notes to the financial statements for the year ended 30 June 2021

Our reporting with us is prepared in accordance with the International Accounting Standards, including Financial Reporting Manual (FRM) set out in the Financial Statements (FRM) on page 17 of the Annual Report. In measuring our performance, the financial measures that we use include those that do or bear directly or indirectly related to our core business, rather than other metrics such as the carbon footprint. The measures used for ESG are financial measures.

#### Net debt

We do not define debt in addition to cash and gross debt as a way of assessing the overall contribution and it is defined as follows:

		2021	2020
	£'000	£'000	£'000
Financial liabilities	100%	871,918	1,086,441
Financial assets	100%	–	8,629
<b>Gross debt</b>		<b>871,918</b>	<b>1,091,850</b>
Current cash and cash equivalents	100%	(172,476)	(200,682)
<b>Net debt</b>		<b>699,440</b>	<b>891,168</b>



**Notes to the financial statements for the year ended 30 June 2021**

**EBITDA**

Earnings before interest tax expense and depreciation (EBITDA) is calculated by adding depreciation to the interest tax expense and amortisation expense and adding the net profit or loss after tax to the profit or loss before depreciation and amortisation. EBITDA is added to profit or loss after tax to arrive at the profit or loss before depreciation and amortisation.

The following table details the adjustments made to the reported profits:

	<b>Note</b>	<b>2021</b> <b>£'000</b>	revised 2020
<b>Loss for the financial year</b>		(29,313)	(35,619)
And:			
Amortisation of intangible assets		34,091	35,980
Impairment of intangible assets		85,917	6,610
Depreciation of plant and machinery		36,067	17,873
Goodwill impairment			21,816
Net		8,143	9,324
Net			
Finance expenses (excluding interest)		(643)	(1,411)
Income tax credit (including interest)		(1,755)	(2,505)
Profit/(loss) after depreciation		(28,568)	(1,199)
Income tax credit (including interest)		(997)	(148)
<b>EBITDA</b>		<b>104,036</b>	<b>15,416</b>

100% of net available cash and cash equivalents





## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
David Gray Limited	UK	Ordinary	100%	Energy generation
Eden Energy and Infrastructure Limited	UK	Ordinary	100%	Holding company
CEPE Berckville SAFL	France	Ordinary	100%	Energy generation
CEPE du Douvillon SARL	France	Ordinary	100%	Energy generation
CEPE de la Saussie SARL	France	Ordinary	100%	Energy generation
CEPE de l'Isomonde SARL	France	Ordinary	100%	Energy generation
CEPE de Marsanne SAFL	France	Ordinary	100%	Energy generation
CEPE Haut du Saule	France	Ordinary	100%	Energy generation
CEPE de La Roche Quatre Rivières SARL	France	Ordinary	100%	Energy generation
CEPE du Pays de St Simeon SARL	France	Ordinary	100%	Energy generation
Chelson Meadow Energy Limited	UK	Ordinary	100%	Energy generation
Crisbon Solar Farm Holdings Limited	UK	Ordinary	100%	Holding company
Crittering Solar Two Limited	UK	Ordinary	100%	Energy generation
Cigwyn Energy Limited	UK	Ordinary	100%	Dormant company
Clarin Farm Limited	UK	Ordinary	100%	Energy generation
Claramond Solar SPV 1 Limited	UK	Ordinary	100%	Energy generation
CLF Developments Limited	UK	Ordinary	100%	Dormant company
CLF Envoigas Limited	UK	Ordinary	100%	Holding company
CLF Services Limited	UK	Ordinary	80%	Dormant company
CLPE 1901 Limited	UK	Ordinary	100%	Dormant company
CLPE 1999 Limited	UK	Ordinary	100%	Holding company
CLPE Holdings Limited	UK	Ordinary	100%	Holding company
CLPE Projects 1 Limited	UK	Ordinary	100%	Holding company
CLPE Projects 2 Limited	UK	Ordinary	100%	Holding company
CLPE Projects 3 Limited	UK	Ordinary	100%	Holding company
CLPE ROC – 1 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 2 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 3 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 3A Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 4 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 4A Limited	UK	Ordinary	100%	Energy generation
Clyne Power Limited	UK	Ordinary	100%	Energy generation
Coaster North Energy Limited	UK	Ordinary	100%	Energy generation

## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Comnet Ltd <sup>1</sup>	UK	Ordinary	100%	Fibre network production
Connon Bridge Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Cotswold Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Cour World Farm (Scotland) Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Crannell Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Croft Marsh Limited	UK	Ordinary	100%	Energy generation
Crossing Moor Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Cynon Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Daren Reserve Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Dairy House Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Darlington Point Hubco Pty Limited <sup>19</sup>	Australia	Ordinary	100%	Holding company
Darlington Farm Solar Farm Pty Limited	Australia	Ordinary	91%	Holding company
Darlington Farm Hubco Pty Limited <sup>19</sup>	Australia	Ordinary	100%	Holding company
Deebole Farm Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Drapers Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Duffry Brody Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Ealing Limited	UK	Ordinary	100%	Holding company
Elecso Camargue SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 7 SARL <sup>4</sup>	France	Ordinary	90%	Energy generation
Elecso France 11 SARL <sup>4</sup>	France	Ordinary	90%	Energy generation
Elecso France 15 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 19 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 23 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 24 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 26 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 28 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso France 40 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elecso Haut Val SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Elio Energy 2 France SAS <sup>4</sup>	France	Ordinary	100%	Holding company
Elio Energy 2 Limited	UK	Ordinary	100%	Holding company
Elio Energy 3 France SAS <sup>4</sup>	France	Ordinary	100%	Energy generation
Elio Energy US2 Holdings 1 Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Elio Energy US3 Holdings 2 Limited <sup>1</sup>	UK	Ordinary	100%	Holding company



## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Fern Trading Development Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Fern Energy Wind Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Fern Fibre Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Fern UK Power Development Limited <sup>1</sup>	UK	Ordinary	100%	Dormant company
Ferrophos Limited <sup>1</sup>	UK	Ordinary	100%	Supply of fertiliser
Four Burrows Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Froothorpe Holding Limited <sup>1</sup>	UK	Ordinary	100%	Dormant company
Froothorpe Wind Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Ganaff Energy Limited <sup>1</sup>	UK	Ordinary	100%	Dormant company
Organix Fibre Ltd <sup>1</sup>	UK	Ordinary	100%	Fibre network production
Organix Limited <sup>1</sup>	UK	Ordinary	100%	Fibre network production
Greenchamber Wind Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Orange Wind Farm Limited	UK	Ordinary	100%	Energy generation
Guardians SP z.o.o. <sup>1</sup>	Poland	Ordinary	100%	Energy generation
Harbourne Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Haymaker (Aurum) M.L. Limited	UK	Ordinary	100%	Energy generation
Haymaker (Glaxwood) Holdings Limited	UK	Ordinary	100%	Holding company
Haymaker (Glaxwood) Ltd <sup>1</sup>	UK	Ordinary	100%	Energy generation
Haymaker (Oakwood) Holdings Limited	UK	Ordinary	100%	Holding company
Haymaker (Oakwood) Ltd <sup>1</sup>	UK	Ordinary	100%	Energy generation
Helm Power 2 Limited	UK	Ordinary	100%	Holding company
Helm Power Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Higher Knapp Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Hill End Farm Limited	UK	Ordinary	100%	Energy generation
Hollands Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Hurst CF 70 Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Irwell Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Jarnston Road Energy Limited	UK	Ordinary	100%	Energy generation
Jurassic Fibre Holdings Limited	UK	Ordinary	90%	Holding company
Jurassic Fibre Limited	UK	Ordinary	90%	Fibre network production
Larger Power Limited	UK	Ordinary	100%	Energy generation
Leham Moor Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation

## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Little T. Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Luton Solar Farm Limited	UK	Ordinary	100%	Energy generation
Luton Communications Ltd <sup>1</sup>	UK	Ordinary	100%	Fibre network operation
Lutonwood Limited	UK	Ordinary	100%	Energy generation
Lutonwode Solar Limited	UK	Ordinary	100%	Energy generation
M21 Solar Ltd <sup>1</sup> Limited	UK	Ordinary	100%	Holding company
Maulston Thermal Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
March Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Market Thatch Solar Ltd <sup>1</sup>	UK	Ordinary	100%	Energy generation
Meadow Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Melburn Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Melton LG Energy Limited	UK	Ordinary	100%	Holding company
Melton LG Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Melton LG PSC Limited	UK	Ordinary	100%	Asset leasing company
Melton Renewable Energy Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Melton Renewable Energy Holdings Limited	UK	Ordinary	100%	Holding company
Melton Renewable Energy UK Limited	UK	Ordinary	100%	Holding company
MGH Farm Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Mingal Farm Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
MSP Deccat Ltd	UK	Ordinary	100%	Energy generation
MSP Siate Ltd	UK	Ordinary	100%	Energy generation
MSP Tugarsow Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
MPS - Horthlands Solar Ltd <sup>1</sup>	UK	Ordinary	100%	Energy generation
Nevers Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
New Bow Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Newlands Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Norris Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Nordic Power Development Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
North Perrott Fruit Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Notos Energy Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Opinore Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Ormal Energy Recovery Holdings Limited	UK	Ordinary	100%	Holding company

## 4 | FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
One Ashford Healthcare Limited	UK	Ordinary	89%	Provision of healthcare services
One Hatfield Hospital Limited	UK	Ordinary	90%	Provision of healthcare services
One Healthcare Partners Limited	UK	Ordinary	85%	Holding company
Orta Wedgemill Solar Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Orta Wedgemill Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Ralfreys Barton Limited	UK	Ordinary	100%	Energy generation
Rarcrau Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Rarcrau Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Rark Broadband Limited <sup>1</sup>	UK	Ordinary	100%	Fibre network production
Rearmat Solar 2 Ltd <sup>1</sup>	UK	Ordinary	100%	Energy generation
Ritchford (Conover Airfield & Stock-Baton) Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Roth Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Roths Solar Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Rynis Lane Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Queen's Park Road Energy Limited	UK	Ordinary	100%	Energy generation
Rangeford Care Limited	UK	Ordinary	100%	Care services for a retirement village
Rangeford Chersey Limited <sup>1</sup>	UK	Ordinary	100%	Retirement village development
Rangeford Chigwell Limited <sup>1</sup>	UK	Ordinary	100%	Care services for a retirement village
Rangeford (Lancaster) Limited <sup>1</sup>	UK	Ordinary	100%	Retirement village development
Rangeford Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Rangeford Pocking Limited <sup>1</sup>	UK	Ordinary	100%	Retirement village development
Rangeford RFA Limited <sup>1</sup>	UK	Ordinary	100%	Retirement village development
Rangeford Retirement Living Holdings Ltd <sup>1</sup>	UK	Ordinary	100%	Holding company
Reseda Farm Limited	UK	Ordinary	100%	Energy generation
Revere Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Ridge Wind Acquisition Limited	UK	Ordinary	100%	Holding company
Ruston Estate Limited	UK	Ordinary	100%	Energy generation
Samarit SAFLA	France	Ordinary	100%	Energy generation



## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Tins Fern Power Company Limited	UK	Ordinary	100%	Holding company
The Hubbies Solar Farm Limited	UK	Ordinary	100%	Energy generation
Thoresby Estate Biogas Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Tilghnam Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Tordis Energy Limited	UK	Ordinary	100%	Energy generation
Tredwin Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Turkes Solar Limited	UK	Ordinary	100%	Energy generation
UKSE 15 Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
United Mines Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Victoria Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Waters Energy Limited	UK	Ordinary	100%	Holding company
Witn Limited <sup>1</sup>	UK	Ordinary	100%	Software development
Voltafrance 01 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Voltafrance 05 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Voltafrance 10 SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Voltafrance SARL <sup>4</sup>	France	Ordinary	100%	Energy generation
Voiboss Limited <sup>1</sup>	UK	Ordinary	100%	Fibre network operations
Voicross LLC Inc	USA	Ordinary	100%	Fibre network operations
Vojnikangas Wind Farm Oy <sup>1</sup>	Finland	Ordinary	100%	Energy generation
Wadsworth Green Limited <sup>1</sup>	UK	Ordinary	100%	Retirement village operator
Wadsworth Green Property Services Limited	UK	Ordinary	100%	Service charge administrator
Warrington Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Waterloo Solar Farm Holdings Limited	UK	Ordinary	100%	Holding company
Watchdog Solar Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Week Farm 2 Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Westwood Power Limited	UK	Ordinary	100%	Energy generation
Westwood Solar Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Wetherden Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Wharf Power Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Whisson Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
Whitney Hill Energy Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation

## 4 FINANCIAL STATEMENTS 30 JUNE 2021

### Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Worcester Solar Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
Worcester Wind Farm Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
WSE Bladford Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
WSE Hulaington Holdings Limited <sup>1</sup>	UK	Ordinary	100%	Holding company
WSE Hulaington Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
WSE Park West Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation
WSE Ryde Drive Limited <sup>1</sup>	UK	Ordinary	100%	Energy generation

<sup>1</sup>Subsidiaries exempt from audit by virtue of s481A of the Companies Act 2006  
<sup>2</sup>Subsidiaries exempt from audit by virtue of s479A of the Companies Act 2006  
<sup>3</sup>Subsidiaries dissolved during the year ended 30 June 2021

#### Dissolved after year end

Berrheim Holdings Limited	20/07/2021
Fern Energy Partnership Holdings Limited	21/09/2021
Fern Energy Ridge Wind Acquisitions Limited	21/09/2021
Fern Energy Ridge Wind Holdings Limited	21/09/2021
Ridge Wind Acquisition Limited	20/07/2021

#### Acquired after year end

Duacca WF Holdco Pty Ltd	27/08/2021
Duacca Energy Project Hold Co Pty Ltd	27/08/2021
Duacca Energy Project Co Pty Ltd	27/08/2021
Duacca Energy Project FinCo Pty Ltd	27/08/2021
Druryard Limited	22/10/2021
Dr Global Energy Recovery Limited	22/10/2021
Culverly Power Limited	02/07/2021
Hull Power Power Limited	02/07/2021
Inverclyde Power Limited	02/07/2021
Kin Power Limited	02/07/2021
Loddon Power Limited	02/07/2021
Marden Power Limited	02/07/2021
Northwich Power Limited	02/07/2021
St Asaph Power Limited	02/07/2021
Wolverhampton Power Limited	02/07/2021

## 4 FINANCIAL STATEMENTS FOR THE YEAR ENDED 2020

### Notes to the financial statements for the year ended 30 June 2020

On 30 June 2020, Fern Financial Limited (formerly Fern Trading Group Limited) acquired 100% of the share capital of Fern Financial Group Limited (formerly Fern Trading Limited) subject to a good leavestake. From 1 July 2019, Fern Financial Limited (formerly Fern Trading Limited) retains the same directors and members of Fern Trading Group Limited (formerly Fern Trading Limited) and its subsidiaries. Fern Trading Group Limited (formerly Fern Trading Limited) (Fern Infrastructure Limited, Fern Energy Limited and Fern Maritime Limited) Limited is a subsidiary of the Company. All other subsidiaries are listed in the notes.

The directors of the financial statements of the Company for 2020 are: Mr. John P. O'Connell (Chairman) and Mr. John P. O'Connell (Director).

1. 100, Upper Abbey Road, 10-11, Wexham, Ireland
2. Enterprise Centre Ltd, Phoenix Exchange, 1 East Wall, Great Brunswick Street, E4H 3AG
3. 1 West Regent Street, Glasgow, G2 1AF
4. 20, rue Agricole de Kérouac, F-100, Paris 17ème arrondissement, France
5. 4th Floor, 27, rue de la Courbe, 76, Castle Terrace, Leinster, Scotland, EH6 1AF, United Kingdom
6. 4th Floor, 27, Grand Canal Square, Dublin 2, E01 434, Ireland
7. 84, South Quay, Park Lane, Kings Langold, Herfordshire, AL1 8, United Kingdom
8. 1 rue de la Courbe, 76, Courbe, 76, Avenue, France, 94111, Auignon, France
9. 100, rue de la Courbe, 76, Courbe, 76, Avenue, France
10. 100, rue de la Courbe, 76, Courbe, 76, Avenue, France
11. 100, rue de la Courbe, 76, Courbe, 76, Avenue, France

The directors are: Mr. John P. O'Connell (Chairman) and Mr. John P. O'Connell (Director).



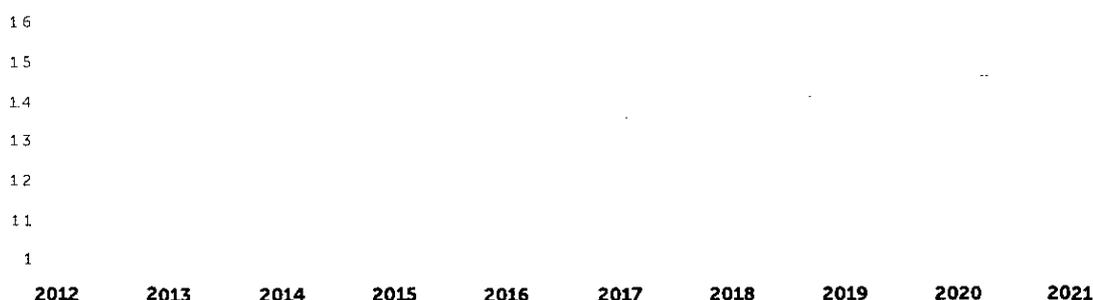
## 5 APPENDIX – SHARE PRICE PERFORMANCE (UNAUDITED)

### Fern's share price has performed in line with targets

Fern Trading Limited (formerly Fern Trading Group Limited) is an unlisted company. Every month, our Board of Directors agree a price at which it will be willing to issue new shares. Our share price is audited.

The figures below include the share price of the predecessor entity now Fern Trading Group Limited, as well as this entity.

#### Share price growth since inception: Fern Trading Limited (formerly Fern Trading Group Limited)



Performance is calculated based on the sale price for Fern's shares at 2 June each year. The share price is not subject to audit by PwC.

#### Financial Year Discrete share price performance

June 2020-21	<b>4.87%</b>
June 2019-20	<b>0.33%</b>
June 2018-19	<b>6.23%</b>
June 2017-18	<b>1.75%</b>
June 2016-17	<b>5.55%</b>
June 2015-16	<b>3.83%</b>
June 2014-15	<b>4.00%</b>
June 2013-14	<b>3.73%</b>
June 2012-13	<b>3.98%</b>
June 2011-12	<b>4.10%</b>

Source: Cormac Investments Limited, 2 June 2021

## 6 COMPANY INFORMATION

### Directors and advisers

720 Limited (appointed 14 May 2021)  
KJ Walker (appointed 4 August 2021)  
720 Bank (appointed 4 August 2021)

On 4 August 2021, Mr Wiley and Mr Partridge were appointed as Directors of Fern Trading Group Limited (formerly Fern Trading Limited) and were appointed as Directors of Fern Trading Limited (formerly Fern Trading Group Limited). Mr Telford and Mr Reiner were appointed as Directors of Fern Trading Group Limited (formerly Fern Trading Limited) on the same day.

Contact us: [Company.Secretary@services.fern.co](mailto:Company.Secretary@services.fern.co)

2200588 (incorporated in May 2021)

300 Bank of England Building, EC4A 3DF

Ernst & Young LLP (appointed)

Chartered Accountants and Statutory Auditors  
Central Square, South Colindale Street  
Hendon, London, UK, UB8 3PH

### Forward-looking statements

This Annual Report contains certain forward-looking statements related to the company's future business and financial performance and future development. Those statements are based on the current knowledge and expectations of management and could be affected by various risks and uncertainties, some of which are detailed in factors that are beyond the control of the Company. Accordingly, no assurance can be given that any particular expectation, representation or forward-looking statement regarding distribution or other matters will not be taken as a representation that such business or activities will contribute to the future financial performance. Such statements should not be taken as a guide to future performance. Nothing in this Annual Report should be construed as a profit forecast.

