

ACCORD BIDCO LIMITED
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS (REVISED)
FOR 16 MONTHS ENDED 30 SEPTEMBER 2019
REGISTERED NUMBER 09471573



ACCORD BIDCO LIMITED

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for the 16 Months Ended 30 September 2019**

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ACCORD BIDCO LIMITED

COMPANY INFORMATION
for the 16 Months Ended 30 September 2019

DIRECTORS:	M Mount P Mossig P Eapen
REGISTERED OFFICE:	Bradley Hall Bradley lane Standish Wigan Lancashire WN6 0XQ
REGISTERED NUMBER:	09471573
INDEPENDENT AUDITORS:	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors No 1 Spinningfields Hardman Square Manchester M3 3EB

ACCORD BIDCO LIMITED
STRATEGIC REPORT
for the 16 Months Ended 30 September 2019

The directors present their Strategic Report on the company for the 16 months ended 30 September 2019.

Principal activities

The principal activity of the company during the period was that of a holding company for the Ainscough Crane Hire group. The company is incorporated in the United Kingdom and registered in England & Wales, with a company registration number of 09471573.

The company provides financing and management services to the Ainscough Crane Hire Group, whose principal activities are mobile crane hire & lifting solutions.

Change in accounting reference date

Following the change in ownership in the period, the financial period end of the company was changed from 31 May to 30 September resulting in a 16-month period being reported. The comparative financial information covers the 12-month period to 31 May 2018.

Change in ownership and Group consolidation

On 13th September 2019, 95% of the equity of Accord Bidco Limited was acquired by investment funds advised and managed by GSO Capital Partners (a division of The Blackstone Group International Partners LLP). As part of the change in ownership the investors in the business embarked on a rationalisation of the debt funding structure, resulting in the cancelling of the debt due to Accord Midco Limited and the exchange of a substantial portion of debt for equity in the Company by funds controlled by GSO Capital Partners. Working capital and medium-term funding has also been arranged from PNC Financial Services UK secured on the asset base of the business.

The effect of the financial restructure has been to see the amount of debt in the business drop from c. £320m to £89m and gives the Company and the Group the financial platform to develop the business in the coming years.

At 31 May 2018, the Company was part of a Group headed by Accord Topco Limited and did not produce consolidated accounts. Following the change in ownership and financial restructure, the Company is now required to produce consolidated accounts.

Review of the business

The group's operating profit before exceptional items and amortisation for the period was £5.8m (2018: £9.1m) on turnover of £134.7m (2018: £115.4m). The impact of the refinancing of the group has led to an impairment of goodwill of £101m in the period following the impairment of the carrying value of the Company's investment in Ainscough Crane Hire Group. Following the write off of this £101m of goodwill, the group's loss for the financial period was £157.2m (2018: £33.5m). Debt write offs have not been reported in the profit and loss account. The goodwill write off was matched by a Midco debt write off resulting in an increase in net assets to £40.0m (2018: net liabilities of £87.2m). The exceptional items principally relate to the provision for the loss resulting in Senvion GmbH entering administration in June 2019, advisor and other costs in relation to changes in ownership and refinancing arrangements, development of a new ERP system and other non-recurring costs.

Overall, the group continues to face challenging market conditions in the construction industry, however the rationalisation of the debt base of the company and the commitment of GSO Capital Partners to the business puts the group in a strong position to capitalise on opportunities in the future.

ACCORD BIDCO LIMITED

STRATEGIC REPORT (continued) for the 16 Months Ended 30 September 2019

The results for the period and financial position of the company are shown in the annexed financial statements. The company's loss for the financial period was £180.4m (2018: loss of £29.1m), after the write off of goodwill of £101m in the period. Net assets at 30 September 2019 were £21.7m (2018: net liabilities of £82.4m).

Principal risks and uncertainties

The principal risks and uncertainties faced by the company are the general economic background and ability to repay the existing financing arrangements. The company, as part of a wider group, addresses this risk through management of resources to ensure a crane fleet is maintained, capable of satisfying market demands on a local, national and regional basis. The group also focuses on maintaining long term customer relationships.

The United Kingdom will exit the European Union on 31 December 2020. There is uncertainty that the UK Government will be able to negotiate a free trade deal by the time the country exits. The directors do not perceive this to be a specific risk to the Group, other than the impact on general UK market conditions, as substantially all of the Group's revenue is generated within the UK.

In the period since the year end, the business has been affected by COVID-19, a global pandemic which has had a significant impact on the United Kingdom and Global economy. This has impacted demand for the Group's services and the Group has taken advantage of various UK Government initiatives to support companies through this period, including the Coronavirus Job Retention Scheme and deferral of certain indirect tax payments. The Group's end customer markets include infrastructure and construction and as a result, the Group expects an improvement in market conditions as a result of the UK Government's "build, build, build" strategy.

Financial risk management

The company's operations expose it to a variety of financial risks that include foreign exchange risk, interest rate risk, credit risk and cash flow risk.

Foreign exchange rate risk arises from transactions when goods and services are bought or sold in currencies other than Sterling. Limited transactions of this nature arise in the company and if necessary, the risk would be managed by way of a forward or spot contract based on management's assessment of the relevant currencies. The company has seen rising costs in the period following adverse exchange rate movements.

The group's funding is provided via a combination of asset-based lending and a senior debt unitranche facility. Interest rate risk is limited as for the unitranche debt, the rate is fixed for the term of the facility. However, the asset-based funding does include exposure to changes in the LIBOR as this is variable.

The effects of credit risk are controlled as the company has implemented policies that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed by the Board. The Board receives regular reports on amounts due and amounts significantly overdue and the relevant action is taken.

The company monitors cash flow as part of its day to day procedures. The Board regularly considers cash flow projections and ensures that the appropriate facilities are available to be drawn upon as necessary.

ACCORD BIDCO LIMITED

STRATEGIC REPORT (continued)
for the 16 Months Ended 30 September 2019

Key performance indicators

The group's strategy is one of growth with improved profitability. The directors monitor progress against this strategy by reference to a number of KPIs.

Performance for the period, together with comparative data for the previous year is set out in the table below:

	2019	2018	Definition, method of calculation and analysis
(Decline)/Growth in sales (%)	(8%)	(7.7%)	Year on year sales growth expressed as a percentage, pro-rated for the number of weeks comparative with prior year. The continued decline is a result of challenging market conditions.
Return on sales (%)	(86%)	19.9%	Return on sales is the ratio of profit before interest and taxation to sales expressed as a percentage. Return on sales has declined due to the impairment of goodwill and cost growth during the year.
Debtor Days	63	66	Debtor days is a measure of the time on average it takes for our customers to pay their invoices. The movement in payment days reflects a change in the mix of customers and increased delays in payments from customers.

On behalf of the board



Director's name *MARION BUTEN*

Director

25 June 2021

ACCORD BIDCO LIMITED

DIRECTORS' REPORT for the 16 Months Ended 30 September 2019

The directors present their report with the audited consolidated financial statements for the 16-month period ended 30 September 2019. Comparatives are for the 12 months to May 2018.

Results and dividends

The results for the period and financial position of the company are shown in the annexed financial statements. The group's loss for the financial period was £157.2m (2018: £33.5m), after the write off of goodwill of £101m in the period.

The directors do not propose the payment of a dividend (2018: £nil).

Financial risk management

The financial risk management of the company is described in the Strategic Report on page 3.

Future developments

The company will continue to provide financing and management services to the Ainscough Crane Hire Group to benefit from increased opportunities in all industries showing anticipated growth in the coming financial year such that the group is well placed to respond to these opportunities as and when they present themselves.

Winding down of Ainscough Wind Energy Services Limited

The directors have reviewed the strategy of Ainscough Wind Energy Services Limited and approach to the Wind Energy Services market, assessing the significant changes in the UK Wind Energy market for onshore wind farm construction since the removal of tax subsidies in March 2017. In January 2019 a decision was taken not to continue with the non-lifting services aspects of the business and all customer requirements were completed. The provision of lifting services to the wind sector will be undertaken by Ainscough Crane Hire Limited.

Directors

The directors who held office during the period and to the date of this report are given below:

P Eapen (appointed 13 September 2019)
P Mossig (appointed 13 September 2019)
M Mount (appointed 13 September 2019)
J Fry (appointed 1 January 2020 and resigned 13 February 2020)
J V Steenkiste (resigned 13 September 2019)
J Entwistle (resigned 15 March 2019)
J Rollier (resigned 2 August 2019)
C P Bithell (resigned 30 April 2020)

The directors benefited from qualifying third-party indemnification provisions in place during the period and to the date of this report.

Political donations

There were no political donations made or political expenditure incurred by the Group during the period (2018: £nil).

ACCORD BIDCO LIMITED

**DIRECTORS' REPORT (continued)
for the 16 Months Ended 30 September 2019**

Going concern

The Directors, having considered the future prospects for the Group's and the Company's operation, along with the financial support that will be made available to the group and the company, as required from fellow Group undertakings, are satisfied that the group and the company will have adequate financial resources to continue in operation for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing these financial statements.

The directors have considered the current Covid-19 impacted economic environment and the financial support available to the group and the company. While forecasts of future performance can be funded within existing financing facility limits, assuming economic conditions continue to progressively improve from the Covid-19 impact experienced in spring of 2020, the group and the company are not currently in compliance with covenants tests included within certain borrowing facilities. For the period to 31 December 2020, the financial covenant tests have been amended, waiving the need for compliance of the Fixed Charge Cover covenant and the Net Leverage covenant but requiring a minimum headroom availability. Based on discussions with lenders, further support of this nature beyond 31 December 2020 is expected to be forthcoming but has not yet been implemented. The directors' assessment of going concern is based on an assumption of continued support from lenders, but as this has not currently been agreed there is a material uncertainty in the group's and the company's ability to continue as a going concern.

These conditions, along with the other matters explained in note 3 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the group's and the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the group and the company were unable to continue as a going concern.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

ACCORD BIDCO LIMITED

**DIRECTORS' REPORT (continued)
for the 16 Months Ended 30 September 2019**

Directors' confirmations


In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the group and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group and company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

On behalf of the board:



Director's name M BUTEN

Director

25 June 2021

Independent auditors' report to the members of Accord Bidco Limited

Report on the audit of the revised financial statements

Opinion

In our opinion, Accord Bidco Limited's revised group financial statements and company financial statements (the "financial statements"):

- give a true and fair view, seen as at the date the original financial statements were approved, of the state of the group's and of the company's affairs as at 30 September 2019 and of the group's loss and cash flows for the 16 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law) seen as at the date the original financial statements were approved; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as they have effect under the Companies (Revision of Defective Accounts and Reports) Regulations 2008.

We have audited the revised financial statements, included within the Annual Report and Consolidated Financial Statements (Revised) (the "Annual Report"), which comprise: the consolidated and company statements of financial position as at 30 September 2019; the consolidated income statement, the consolidated statement of cash flows, and the consolidated and company statements of changes in equity for the period then ended; and the notes to the revised financial statements, which include a description of the significant accounting policies, and which replace the original financial statements approved by the directors on 30 September 2020. The revised financial statements have been prepared under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and accordingly do not take account of events which have taken place after the date the original financial statements were approved.

Basis for opinion

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

Independence

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

Emphasis of matter – revision to note 13 to the revised financial statements

In forming our opinion on the revised financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 3 to the revised financial statements concerning the need for the revision to note 13 to include disclosure, that three subsidiary undertakings have taken advantage of the S479A exemption from audit. The original financial statements were approved on 30 September 2020, and our previous auditors' report was signed on that date. We have not performed a subsequent events review for the period from the date of our previous auditors' report to the date of this report.

Material uncertainty related to going concern – Group and Company

In forming our opinion on the revised financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 3 to the revised financial statements concerning the group's and company's ability to continue as a going concern. The group and company are not currently in compliance with covenant tests included within certain borrowing facilities. For the period to 31 December 2020, the financial covenant tests have been amended, waiving the need for compliance of the Fixed Charge Cover covenant and the Net Leverage Covenant but requiring a minimum headroom availability. Based on the directors' discussions with lenders, they believe further support of this nature beyond 31 December 2020 is expected to be forthcoming but has not yet been implemented. The directors' assessment of going concern is based on an assumption of continued support from lenders. However, this is not currently certain. These conditions, along with the other matters explained in note 3 to the revised financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the group's and company's ability to continue as a going concern. The revised financial statements do not include the adjustments that would result if the group and company were unable to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the revised financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the revised financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the revised financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the revised financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the revised financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the period ended 30 September 2019 is consistent with the revised financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the revised financial statements and the audit

Responsibilities of the directors for the revised financial statements

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

In preparing the revised 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 the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the revised financial statements

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

A further description of our responsibilities for the audit of the revised financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. In the context of an audit of revised financial statements, in respect of our conclusion relating to going concern, we are only required to consider audit evidence up to the date the original financial statements were approved. In other respects, this description forms part of our auditors' report.

We are also required to report whether in our opinion the original financial statements failed to comply with the requirements of the Companies Act 2006 in the respects identified by the directors. The audit of revised financial statements includes the performance of procedures to assess whether the revisions made by the directors are appropriate and have been properly made.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Opinion prescribed by the Companies (Revision of Defective Accounts and Reports) Regulations 2008

The original financial statements for the period ended 30 September 2019 failed to comply with the requirements of the Companies Act 2006 in the respects identified by the directors in Note 3 to these revised financial statements.

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Jonathan Studholme (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

28 June 2021

ACCORD BIDCO LIMITED

CONSOLIDATED INCOME STATEMENT
for the 16 Month Period Ended 30 September 2019

	Note	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
TURNOVER	5	134,650	115,373
Cost of sales		(98,818)	(82,455)
GROSS PROFIT		35,832	32,918
Administrative expenses		(29,874)	(23,777)
Amortisation of Goodwill		(111,080)	(7,697)
Exceptional items	8	(13,966)	(3,516)
		(154,920)	(34,990)
Profit on disposal of fixed assets		798	380
OPERATING LOSS	6	(118,290)	(1,692)
<i>Analysed as:</i>			
Adjusted EBITDA		22,125	22,917
Depreciation and impairment of tangible assets	12	(16,167)	(13,776)
Amortisation	11	(10,264)	(7,697)
Impairment of Goodwill	11	(100,817)	-
Exceptional administrative expenses	8	(13,966)	(3,516)
Profit on disposal of fixed assets		798	380
Operating loss		(118,290)	(1,692)
Interest receivable and similar income	9	-	2
Interest payable and similar expenses	9	(43,678)	(34,008)
LOSS BEFORE TAXATION		(161,968)	(35,698)
Tax on loss	10	4,745	2,192
LOSS FOR THE FINANCIAL PERIOD / YEAR		(157,223)	(33,506)

All activities relate to continuing operations.

Adjusted EBITDA, which is defined as profit before finance costs, tax, depreciation, amortisation, exceptional items and disposal of fixed assets, is a non-GAAP metric used by management and is not an FRS 102 disclosure.

The notes on pages 17 to 35 form part of these financial statements.

ACCORD BIDCO LIMITED

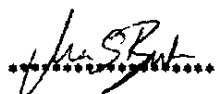
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2019

Registered Number: 09471573

	Note	30 September 2019		31 May 2018	
		£'000	£'000	£'000	£'000
FIXED ASSETS					
Intangible assets	11		18,278		129,359
Tangible assets	12		98,328		112,457
			<u>116,606</u>		<u>241,816</u>
CURRENT ASSETS					
Stocks	14		939		1,195
Debtors	15		27,466		27,726
Cash at bank and in hand			5,157		9,860
			<u>33,562</u>		<u>38,781</u>
CREDITORS: amounts falling due within one year	16		<u>(20,381)</u>		<u>(189,757)</u>
NET CURRENT ASSETS / (LIABILITIES)			<u>13,181</u>		<u>(150,976)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			129,787		90,840
CREDITORS: amounts falling due after more than one year	17		(88,586)		(173,043)
PROVISIONS FOR LIABILITIES	19		(1,109)		(5,004)
NET ASSETS/(LIABILITIES)			<u>40,092</u>		<u>(87,207)</u>
CAPITAL AND RESERVES					
Called up share capital	20		2,036		657
Capital reserve			34,161		-
Share premium account	21		113,756		-
Accumulated losses			(109,861)		(87,864)
TOTAL EQUITY			<u>40,092</u>		<u>(87,207)</u>

The financial statements on pages 11 to 16 were approved by the Board of Directors on 25 June 2021 and were signed on its behalf by:



Director's name *M BUTEN*
Director

The notes on pages 17 to 35 form part of these financial statements.

ACCORD BIDCO LIMITED

COMPANY STATEMENT OF FINANCIAL POSITION

As at 30 September 2019

Registered Number: 09471573

	Note	30 September 2019		31 May 2018	
		£'000	£'000	£'000	£'000
FIXED ASSETS					
Investments	13		83,000		218,226
			83,000		218,226
CURRENT ASSETS					
Debtors	15	2,498		22,291	
Cash at bank and in hand		4		5	
		2,502		22,296	
CREDITORS: amounts falling due within one year	16	(20,807)		(149,841)	
NET CURRENT LIABILITIES			(18,305)		(127,545)
TOTAL ASSETS LESS CURRENT LIABILITIES			64,695		90,681
CREDITORS: amounts falling due after more than one year	17		(42,965)		(173,043)
NET ASSETS/(LIABILITIES)			21,730		(82,362)
CAPITAL AND RESERVES					
Called up share capital	20		2,036		657
Capital Reserve			34,161		
Share Premium Account	21		113,756		
Retained Earnings			(128,223)		(83,019)
TOTAL EQUITY			21,730		(82,362)

The financial statements on pages 11 to 16 were approved by the Board of Directors on 25 June 2021 and were signed on its behalf by:



Director's name *M. BUTEN*
 Director

ACCORD BIDCO LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the Period Ended 30 September 2019**

	Called up share capital £'000	Share premium account £'000	Capital reserve £'000	Accumulated losses £'000	Total Equity £'000
At 1 June 2017	657	-	-	(54,358)	(53,701)
Loss for the period	-	-	-	(33,506)	(33,506)
Other comprehensive income	-	-	-	-	-
Total comprehensive loss	-	-	-	(33,506)	(33,506)
At 31 May 2018	657	-	-	(87,864)	(87,207)
Loss for the period	-	-	-	(157,223)	(157,223)
Other comprehensive income	-	-	-	-	-
Total comprehensive loss	-	-	-	(157,223)	(157,223)
Parent undertaking loan waived	-	-	169,387	-	169,387
New shares issued	1,379	113,756	-	-	115,135
Impairment of investment written off against capital reserve	-	-	(135,226)	135,226	-
At 30 September 2019	2,036	113,756	34,161	(109,861)	40,092

ACCORD BIDCO LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
for the Period Ended 30 September 2019**

	Called up share capital £'000	Share premium account £'000	Capital reserve £'000	Accumulated losses £'000	Total Equity £'000
At 1 June 2017	657	-	-	(53,948)	(53,291)
Loss for the period	-	-	-	(29,071)	(29,071)
Other comprehensive income	-	-	-	-	-
Total comprehensive loss	-	-	-	(29,071)	(29,071)
At 31 May 2018	657	-	-	(83,019)	(82,362)
Result for the period	-	-	-	(180,430)	(180,430)
Other comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	(180,430)	(180,430)
Parent undertaking loan waived	-	-	169,387	-	169,387
New shares issued	1,379	113,756	-	-	115,135
Impairment of investment written off against capital reserve	-	-	(135,226)	135,226	-
At 30 September 2019	2,036	113,756	34,161	(128,223)	21,730

The notes on pages 17 to 35 form part of these financial statements.

ACCORD BIDCO LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS
for the Period Ended 30 September 2019

	Note	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
NET CASH FROM OPERATING ACTIVITIES	23(a)	3,643	25,670
Taxation refunded		161	931
NET CASH GENERATED FROM OPERATING ACTIVITIES		<u>3,804</u>	<u>26,601</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of tangible assets		(9,377)	(7,658)
Proceeds from disposal of tangible assets		8,137	4,771
Interest received		-	2
NET CASH USED IN INVESTING ACTIVITIES		<u>(1,240)</u>	<u>(2,885)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of loans		(21,401)	(332)
Receipts from revolver loan facility		6,000	17,500
Repayment of revolver loan facility		(21,500)	(19,500)
Interest paid		(15,987)	(15,838)
Asset backed loan		45,621	-
NET CASH USED IN FINANCING ACTIVITIES		<u>(7,267)</u>	<u>(18,170)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		<u>(4,703)</u>	<u>5,546</u>
Cash and cash equivalents at the beginning of the period		9,860	4,314
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		<u><u>5,157</u></u>	<u><u>9,860</u></u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the 16 Month Period Ended 30 September 2019

1. GENERAL INFORMATION

Accord Bidco Limited ("the company") is the holding company of the Ainscough Crane Hire Group. The company is a private company limited by shares and is incorporated and domiciled in England, in the United Kingdom. The address of its registered office is Bradley Hall, Bradley Lane, Standish, Wigan, Lancashire WN6 0XQ.

2. STATEMENT OF COMPLIANCE

The individual financial statements of Accord Bidco Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through income statement.

These revised financial statements replace the original financial statements for the period ended 30 September 2019 which were approved by the Board on 30 September 2020. These revised financial statements are now the statutory financial statements for that year. They have been prepared as at the date of the original financial statements (30 September 2020) and not as at the date of revision and accordingly do not deal with events between those dates. The original financial statements omitted disclosure that certain subsidiaries companies had taken advantage of the S479A exemption from audit and Note 13 has been updated accordingly.

Following the change in ownership in the period, the financial period end of the company was changed from 31 May to 30 September resulting in a 16-month period being reported. The comparative financial information covers the 12-month period to 31 May 2018.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and the company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

The company has taken advantage of the exemption in section 408 of the Companies Act from disclosing its individual statement of income and retained earnings. The parent company's result for the period was a loss of £115,703,000 (2018: loss of £29,071,000).

Going concern

The Directors, having considered the future prospects for the Group's and the Company's operation, along with the financial support that will be made available to the group and the company, as required from fellow Group undertakings, are satisfied that the group and the company will have adequate financial resources to continue in operation for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing these financial statements.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the 16 Month Period Ended 30 September 2019 (continued)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Going concern (continued)

The directors have considered the current Covid-19 impacted economic environment and the financial support available to the group and the company. While forecasts of future performance can be funded within existing financing facility limits, assuming economic conditions continue to progressively improve from the Covid-19 impact experienced in spring of 2020, the group and the company are not currently in compliance with covenants tests included within certain borrowing facilities. For the period to 31 December 2020, the financial covenant tests have been amended, waiving the need for compliance of the Fixed Charge Cover covenant and the Net Leverage covenant but requiring a minimum headroom availability. Based on discussions with lenders, further support of this nature beyond 31 December 2020 is expected to be forthcoming but has not yet been implemented. The directors' assessment of going concern is based on an assumption of continued support from lenders, but as this has not currently been agreed there is a material uncertainty in the group's and the company's ability to continue as a going concern.

These conditions indicate the existence of a material uncertainty which may cast significant doubt about the group's and the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the group and the company were unable to continue as a going concern.

Exemptions for qualifying entities under FRS 102

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows and from disclosing key management personnel compensation, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the company's cash flows. For group purposes the consolidated cash flow has been prepared and key management personnel are considered to be the directors of the company for which the relevant disclosure has been made in note 7.

Basis of consolidation

The group's consolidated financial statements include the financial statements of the company and all of its subsidiary undertakings made up to 30 September 2019. A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All intra-group transactions, balances, income and expenses are eliminated on consolidation. The group accounting policies are applied consistently by all subsidiaries.

Foreign currency

Functional and presentation currency

The group financial statements are presented in pound sterling and rounded to thousands. The company's functional and presentation currency is the pound sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

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 measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses that resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the 16 Month Period Ended 30 September 2019 (continued)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

The group generates revenue from mobile crane hire & lifting solutions and the installation & maintenance of wind turbines. Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the group and value added taxes. Revenue is recognised in the accounting period in which the crane hire occurs, or the services are rendered. On-going contracts in the wind turbine servicing division are measured on a percentage complete basis, and where the stage of completion cannot be reliably measured, £nil profit is recognised.

Exceptional items

The group classifies certain one-off charges or credits that have a material impact on the group's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the group.

Employee benefits

Defined contribution pension plans

The group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. Once the contributions have been paid the group has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the statement of financial position. The assets of the plan are held separately from the group in independently administered funds.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets and liabilities are not discounted.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the 16 Month Period Ended 30 September 2019 (continued)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values of the group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

Goodwill is amortised over its expected useful life which is considered to be a period of 20 years, being the period expected to benefit. The company evaluates the carrying value of goodwill in each financial period to determine if there has been any impairment in value, which would result in the inability to recover the carrying amount. When it is determined that the carrying value exceeds the recoverable amount, the excess is written off to the income statement.

Other intangible assets are recognised in business combinations where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost or value of the asset can be measured reliably. Other intangible assets are amortised over their useful life

Tangible assets

Tangible assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use which, in respect of refurbishment of mobile cranes, includes parts and an allocation of internal labour.

Depreciation is provided at the following rates in order to write off each asset over its estimated useful economic life:

Mobile cranes	- 10% per annum reducing balance
Motor vehicles	- 25% per annum reducing balance
Plant and equipment	- 10% per annum straight line
Chains and shackles	- 50% per annum reducing balance
Fixtures and fittings	- 15% per annum straight line
Computers and equipment	- 25% per annum straight line
Short leasehold land and buildings	- Period of lease

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Management review tangible fixed assets where there is an indication that impairment has occurred. For significant impairments, appropriate professional advice is undertaken. Impairment of value is determined where the post-tax realisable value and continuing working use value are less than the net book value of the asset.

Leased assets

Operating leased assets

Rentals applicable to operating leases where substantially all the benefits and risks of ownership remain with the lessor are charged to the income statement on a straight-line basis over the life of the lease.

Dilapidation of leasehold properties

Provision is made against most leased properties for an element of dilapidations at the end of a lease to cover for minor repair or yard fixes. In addition to these basic works, an annual assessment is made of whether any major works are likely to be required, and if so appropriate a provision is made for the cost (where appropriate supported by a surveyor estimate for large values).

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

Inventories

Inventories are valued at the lower of cost and net realisable value, after making do allowance for obsolete and slow-moving items.

Loans

Loans are stated at historical cost. Costs directly relating to the securing of the loans are deferred on the statement of financial position and released to the income statement over the term of the loan.

Related party transactions

The group discloses transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with members of the same group that are wholly owned.

4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance.

Critical accounting estimates and assumptions

The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year are addressed below.

i) Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual value of the assets. The useful economic lives and residual values are re-assessed annually. See note 12 for the carrying amount of the property, plant and equipment, and note 3 for the useful economic lives for each class of asset.

ii) Impairment of debtors

The group makes an estimate of the recoverable value of trade and other debtors. When assessing the impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 15 for the net carrying value of the debtors.

iii) Carrying value of goodwill

The annual amortisation charge for intangible assets is sensitive to changes in the estimated useful economic life of the goodwill. The useful economic life is re-assessed annually and the carrying value is tested by a review of the present value of future cashflows. See note 11 for the net carrying value of the intangible assets and note 3 for the useful economic life of the goodwill.

iv) Carrying value of investments

The carrying value of investments and intercompany loans is supported by the present value of future cash flows. Management carry out a robust forecasting process in making this assessment.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

5. TURNOVER

Revenue, stated net of VAT, represents amounts derived from the provision of services which fall within the group's ordinary activities.

Business Analysis

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
<i>Revenue by geographical region (by location of client):</i>		
United Kingdom	134,479	110,750
Europe	171	4,623
	<u>134,650</u>	<u>115,373</u>

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
<i>Revenue by services provided:</i>		
Mobile crane hire and lifting solutions	120,069	104,580
Installation and maintenance of wind turbines	14,581	10,793
	<u>134,650</u>	<u>115,373</u>

6. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Re-hire of plant and machinery	4,829	5,089
Operating leases charges	7,119	4,913
Inventory recognised as an expense	4,434	2,586
Depreciation	15,966	13,776
Impairment of tangible fixed assets	201	389
Amortisation of goodwill	10,255	7,697
Impairment of goodwill	100,817	-
Foreign exchange gains	55	(7)
Profit on disposal of fixed assets	798	380
Auditors' remuneration – fees payable for audit services	106	66
– fees payable for other services	10	-
	<u>10</u>	<u>-</u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

7. DIRECTORS' AND EMPLOYEES' COSTS
Group

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Wages and salaries	58,910	49,502
Social security costs	6,269	5,549
Other pension costs	1,231	825
	<u>66,410</u>	<u>55,876</u>

The average monthly number of employees during the period was as follows:

	01 June 2018 to 30 September 2019 No.	01 June 2017 to 31 May 2018 No.
Operations	710	759
Administration	241	257
	<u>951</u>	<u>1,016</u>

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Directors emoluments comprised:		
Directors' remuneration	758	690
Compensation for loss of office	283	-
Directors' pension contributions to money purchase schemes	9	4
	<u>1,050</u>	<u>694</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>2</u>	<u>1</u>
------------------------	----------	----------

Information regarding the highest paid director is as follows:

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Emoluments	258	326
Compensation for loss of office	283	-
	<u>541</u>	<u>326</u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

8. EXCEPTIONAL ITEMS

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Restructuring	3,967	3,516
Refinancing	937	-
Transformation project, including development of new system	3,711	-
Impairment of the installation cost of new system	893	-
Provision for doubtful debt	3,667	-
Provision for property dilapidations	791	-
	<u>13,966</u>	<u>3,516</u>

During the period, the company incurred professional advisor fees in relation to the restructuring and refinancing of the group. In addition, costs were also incurred in relation to the development of a new ERP system. The provision for the doubtful debt relates Senvion GmbH, a major customer which entered administration in June 2019. In addition, the company has initiated a policy of providing for dilapidations on property leases during the year and has charged £325,000 relating to the prior years and £465,000 for specific provisions. In the prior year, the company incurred exceptional costs in relation to the restructuring and reorganisation.

9. NET INTEREST PAYABLE

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Interest payable to related parties	24,234	16,047
Bank interest payable	1,410	961
Bank interest receivable	-	(2)
Monitoring fee	(3,000)	1,000
Interest payable on senior facilities agreement	19,786	14,753
Amortisation of debt issue costs	1,248	1,247
	<u>43,678</u>	<u>34,006</u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

10. TAX ON LOSS

Analysis of the tax charge

The taxation charge based on the loss for the period is made up as follows:

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Corporation tax on losses for the period	11	210
Deferred tax	(4,756)	(2,402)
Tax credit on loss	(4,745)	(2,192)
	<hr/>	<hr/>

Factors affecting the tax charge

The tax charge assessed for the period is higher than (2018: higher than) the standard rate of corporation tax in the UK. The difference is explained below:

	01 June 2018 to 30 September 2019 £'000	01 June 2017 to 31 May 2018 £'000
Loss before taxation	(161,968)	(35,698)
Tax charge based on UK tax rate of 19% (2018: 19%)	(30,774)	(6,783)
Effects of:		
Expenses not deductible for tax purposes	559	55
Goodwill amortisation not deductible for tax purposes	21,105	1,462
Non taxable income	(101)	-
Deferred tax rate change	524	200
Deferred tax not recognised	0	(5)
Prior year corporation tax	11	210
Prior year deferred tax	(236)	(426)
Group relief to companies that have left the group	4,167	3,095
Total tax charge	<hr/> (4,745) <hr/>	<hr/> (2,192) <hr/>

In the Spring Budget 2020, the Government announced that the previously enacted decrease in the corporate tax rate from 19% to 17% from 1 April 2020 would no longer happen and that rates would remain at 19% for the foreseeable future. The new law was substantively enacted by a resolution under the Provisional Collection of Taxes Act 1968 on 17 March 2020.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

11. INTANGIBLE ASSETS	
Group	Goodwill £'000
COST	
At 1 June 2018	153,736
Investment impairment	<u>(100,817)</u>
At 30 September 2019	52,919
ACCUMULATED AMORTISATION	
At 1 June 2018	24,377
Charge for the Period	<u>10,264</u>
At 30 September 2019	34,641
NET BOOK VALUE	
At 30 September 2019	<u>18,278</u>
At 31 May 2018	<u>129,359</u>

As a result of the reduction in the value of the investment in subsidiaries (note13), the carrying value of the intangible asset has been impaired and has been written off to the profit and loss account.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

12. TANGIBLE ASSETS
Group

	Short leasehold £'000	Plant, equipment and vehicles £'000	Fixtures and fittings £'000	Total £'000
COST				
At 1 June 2018	580	142,082	7,087	149,749
Additions	35	8,291	1,051	9,377
Disposals	-	(20,701)	(7)	(20,708)
At 30 September 2019	615	129,672	8,131	138,418
ACCUMULATED DEPRECIATION				
At 1 June 2018	310	33,251	3,731	37,292
Charge for Period	185	14,101	1,680	15,966
Impairment	38	120	43	201
Disposals	-	(13,363)	(6)	(13,369)
At 30 September 2019	533	34,109	5,448	40,090
NET BOOK VALUE				
At 30 September 2019	82	95,563	2,683	98,328
At 31 May 2018	270	108,831	3,356	112,457

During the period the Board have decided to discontinue certain aspects of the Ainscough Wind Energy Services Limited business. As a result, the carrying value of plant and machinery and economic life of short leasehold buildings have been assessed resulting in a total impairment loss of £201,000 (2018: nil).

13. INVESTMENTS
Company

	Unlisted investments £'000
COST AND NET BOOK VALUE	
At 1 June 2018	218,226
Impairment	(135,226)
At 30 September 2019	83,000

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the 16 Month Period Ended 30 September 2019 (continued)

13. INVESTMENTS (continued)

The related undertakings are as follows:

Subsidiary undertaking	Country of incorporation	Share capital held	Nature of business
Ainscough Crane Hire Limited	England ⁴	100%	Mobile crane hire
Nationwide Crane Hire Limited ¹	England ⁴	100%	Dormant ²
James Jack Lifting Services Limited ¹	Scotland ⁵	100%	Dormant ²
West Country Crane Hire Holdings Ltd ¹	England ⁴	100%	Intermediate Holding Company ³
West Country Crane Hire Limited ¹	England ⁴	100%	Dormant ²
Douglas House Investments Limited ¹	England ⁴	100%	Intermediate Holding Company ³
JFHA Limited ¹	England ⁴	100%	Intermediate Holding Company ³
Ainscough Wind Energy Services Limited ¹	England ⁴	100%	Ceased trading in the period
Windcon Energy Services Limited ¹	England ⁴	100%	Dormant ²
Specialist Crane Hire Limited ¹	England ⁴	100%	Dormant ²
Jardine Crane Hire Limited ¹	England ⁴	100%	Dormant ²
Marsden Crane Hire Limited ¹	England ⁴	100%	Dormant ²

¹ Indirect share holding

² Companies are exempt from statutory audit under the S480 exemption for dormant companies.

³ These Companies have taken advantage of the S479A exemption from audit.

⁴ The registered address is Bradley Hall, Bradley Lane, Standish, Wigan, Lancashire, WN6 0XQ

⁵ The registered address is Units 12 & 14 Altens Lorry Park Hareness Road, Altens Industrial Estate, Aberdeen, Scotland, AB12 3LE

On 13th September 2019, 95% of Accord Bidco Limited was acquired by GSO Capital Partners. As a result of the change in ownership the directors have reviewed the value of its investment in the Ainscough Crane Hire group in accordance with FRS102. As a result of that review the value of that investment has been deemed to be impaired and written down to the carrying value to an amount supported by their underlying net assets and/or present value of future cash flows.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

14 STOCKS
Group

	30	31
	September	May
	2019	2018
	£'000	£'000
Raw materials and consumables	<u>939</u>	<u>1,195</u>

A provision of £62,000 (2018: £57,000) was recognised in cost of sales against stock during the period due to slow moving and obsolete stock.

There is no significant difference between the replacement cost of inventory and its' carrying amount.

15. DEBTORS

	Group	Group	Company	Company
	30	31 May	30	31 May
	September	2018	September	2018
	2019		2019	
	£'000	£'000	£'000	£'000
Amounts falling due within one year:				
Trade debtors	17,530	20,720	-	-
Amounts owed by group undertakings	-	-	538	22,279
Other debtors	3,656	660	1,960	-
Corporation tax	-	172	-	-
Prepayments and accrued income	6,280	6,174	-	12
	<u>27,466</u>	<u>27,726</u>	<u>2,498</u>	<u>22,291</u>

An impairment loss of £4,427,000 (2018: £94,000) and a provision of £212,000 (2018: £131,000) was recognised against trade debtors.

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	Group	Company	Company
	30	31 May	30	31 May
	September	2018	September	2018
	2019		2019	
	£'000	£'000	£'000	£'000
Bank loans	-	15,500	-	-
Trade creditors	3,671	6,224	-	-
Amounts owed to group undertakings	-	147,440	19,282	147,440
Taxation and social security	3,749	4,788	-	-
Other creditors	622	786	-	-
Accruals and deferred income	12,339	15,019	1,525	2,401
	<u>20,381</u>	<u>189,757</u>	<u>20,807</u>	<u>149,841</u>

The unsecured loan with Accord Midco Limited £147,440,000 in the prior year has been released as part of the change in ownership and restructuring in the current period.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	Group	Company	Company
	30	31 May	30	31 May
	September	2018	September	2018
	2019		2019	
	£'000	£'000	£'000	£'000
Bank loans and overdrafts	42,965	176,576	42,965	176,576
Debt issue costs	-	(3,533)	-	(3,533)
Asset backed loan	45,621	-	-	-
	<u>88,586</u>	<u>173,043</u>	<u>42,965</u>	<u>173,043</u>

Maturity analysis

	Group	Group	Company	Company
	30	31 May	30	31 May
	September	2018	September	2018
	2019		2019	
	£'000	£'000	£'000	£'000
<i>Repayable between 1- 5 years:</i>				
Bank loans and overdrafts	-	176,576	-	176,576
Debt issue costs	-	(3,533)	-	(3,533)
Asset backed loans	45,621	-	-	-
<i>Repayable in greater than 5 years:</i>				
Long term loan from shareholder	42,965	-	42,965	-
	<u>88,586</u>	<u>173,043</u>	<u>42,965</u>	<u>173,043</u>

Amounts falling due after more than one year include the asset-based lending facility provided by PNC Financial Services UK Limited. The facility is secured by a fixed and floating charge over the assets of the Company. Interest is charged at 2.25% over Libor. The long-term loan from shareholders is a unitranche facility and relates to a senior debt facility with GSO Capital Partners LP at an interest rate of 12% being either paid or rolled into the capital amount.

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

18. FINANCIAL INSTRUMENTS

	Group 30 September 2019 £'000	Group 31 May 2018 £'000	Company 30 September 2019 £'000	Company 31 May 2018 £'000
<i>Financial instruments measured at amortised costs:</i>				
Financial assets	21,186	21,380	1,960	-
Financial liabilities	(16,632)	(169,469)	(20,807)	(149,841)
Loan commitments	(88,586)	(188,543)	(42,965)	(173,043)
	<u>(84,032)</u>	<u>(336,632)</u>	<u>(61,812)</u>	<u>(322,884)</u>
	Group 30 September 2019 £'000	Group 31 May 2018 £'000	Company 30 September 2019 £'000	Company 31 May 2018 £'000
<i>Financial assets measured at amortised costs:</i>				
Trade debtors	17,530	20,720	-	-
Other debtors	3,656	660	1,960	-
	<u>21,186</u>	<u>21,380</u>	<u>1,960</u>	
	Group 30 September 2019 £'000	Group 31 May 2018 £'000	Company 30 September 2019 £'000	Company 31 May 2018 £'000
<i>Financial liabilities measured at amortised costs:</i>				
Trade creditors	3,671	6,224	-	-
Amounts owed to group undertakings		147,440	19,282	147,440
Corporation tax		-	-	-
Other creditors	622	786	-	-
Accruals	12,339	15,019	1,525	2,401
	<u>16,632</u>	<u>169,469</u>	<u>20,807</u>	<u>149,841</u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

18. FINANCIAL INSTRUMENTS (continued)

	Group 30 September 2019 £'000	Group 31 May 2018 £'000	Company 30 September 2019 £'000	Company 31 May 2018 £'000
<i>Loan commitments measured at amortised costs:</i>				
Short term revolving credit facility	-	15,500	-	-
Bank loan (after debt issue costs)	-	173,043	-	173,043
Asset backed loan	45,621	-	-	-
Bank loan	42,965	-	42,965	-
	<u>88,586</u>	<u>188,543</u>	<u>42,965</u>	<u>173,043</u>

19. PROVISIONS FOR LIABILITIES

Group

Deferred tax liability

	30 September 2019 £'000	31 May 2018 £'000
Balance at 1 June	5,004	7,406
Credit in the period (note 10)	(4,756)	(2,402)
Balance at 30 September/(31 May)	<u>248</u>	<u>5,004</u>

	30 September 2019 £'000	31 May 2018 £'000
Deferred tax recognised		
Accelerated capital allowances	4,133	5,348
Short term timing differences	(284)	(344)
Tax losses and other differences	(3,601)	-
	<u>248</u>	<u>5,004</u>

Dilapidations Provision

	30 September 2019 £'000	31 May 2018 £'000
Balance at 1 June	-	-
Charged in the period	70	-
Charged in respect of specific provisions and prior period under provision (note 8)	791	-
Balance at 30 September 2019/31 May 2018	<u>861</u>	<u>-</u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

20. CALLED UP SHARE CAPITAL

Allotted, called up, issued and fully paid:
Group and company

Number	Class	Nominal value	30 September 2019 £'000	31 May 2018 £'000
2,757,196 (2018: Nil)	A Ordinary	£0.50	1,379	-
145,116 (2018: 657,287)	B Ordinary	£1.00	145	657
512,172 (2018: Nil)	C Ordinary	£1.00	512	-
			<u>2,036</u>	<u>657</u>

On the 13th September 657,287 Ordinary shares were re-designated as 145,116 B Ordinary shares of £1 each and 512,172 C Ordinary shares of £1 each. On the 13th September 2019 2,757,196 A Ordinary shares were issued for £0.50 each in consideration for the cancellation of £135,736,000 of the senior debt by and are fully paid. The B and C Ordinary shares rights have been varied such that the B Ordinary shares carry rights to dividends and capital distributions and rank pari passu with the A Ordinary shares and the C Ordinary shares carry no rights to dividends or capital distributions until such time as a hurdle rate of return has been achieved on the A and B Ordinary shares.

21. SHARE PREMIUM ACCOUNT

Group and company

	Share premium account £'000
At 1 June 2018	-
On the issue of A Ordinary shares	113,756
At 30 September 2019	<u>113,756</u>

22. TOTAL LEASE COMMITMENTS

The company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

Group

	Land and buildings		Other	
	30 September 2019 £'000	31 May 2018 £'000	30 September 2019 £'000	31 May 2018 £'000
Payments due:				
Not later than one year	1,952	1,773	3,947	2,059
Later than one year and not later than five years	4,708	5,266	5,899	3,288
Later than five years	2,780	310	7	31
	<u>9,440</u>	<u>7,349</u>	<u>9,853</u>	<u>5,378</u>

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

23. NOTES TO THE CASH FLOW STATEMENT

a) Reconciliation of operating loss to net cash inflow from operating activities

	30	31 May
	September	2018
	2019	2018
	£'000	£'000
Operating loss	(118,290)	(1,692)
Depreciation	15,966	13,776
Impairment of tangible fixed assets	201	1,649
Amortisation and impairment of intangible assets	111,080	7,697
Profit on disposal of fixed assets	(798)	(380)
Debt service costs written off	(2,286)	-
Decrease/(Increase) in stocks	256	(285)
Decrease in debtors	89	3,788
(Decrease)/Increase in creditors	(3,551)	1,149
Increase in provisions	860	-
Intercompany movement	116	(32)
Net cash inflow from operating activities	3,643	25,670

b) Reconciliation to net debt

	30	31 May
	September	2018
	2019	2018
	£'000	£'000
(Decrease)/increase in cash in the period	(4,703)	5,546
Cash inflow from increase in debt and finance agreements	(24,220)	332
Change in debt from cash flows	(28,923)	5,878
Non-cash changes	256,117	(17,295)
Movement in net debt in the period	227,194	(11,417)
Net debt at 1 June	(310,623)	(299,206)
Net debt at 30 September/31 May	(83,429)	(310,623)

ACCORD BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the 16 Month Period Ended 30 September 2019 (continued)

23. NOTES TO THE CASH FLOW STATEMENT (continued)

c) Analysis of net debt

	At 1 June 2018 £'000	Cash flow £'000	Non-cash changes £'000	At 30 September 2019 £'000
Cash at bank and in hand	9,860	(4,703)	-	5,157
	9,860	(4,703)	-	5,157
Debts:				
Loans	(176,576)	21,401	155,175	-
New bank loan		-	(42,965)	(42,965)
Unamortised debt issue costs	3,533	-	(3,533)	-
Parent company loan notes	(147,440)	-	147,440	-
Asset backed loan		(45,621)	-	(45,621)
Total debt	(320,483)	(24,220)	256,117	(88,586)
Net debt	(310,623)	(28,923)	256,117	(83,429)

Non-cash changes consist of the write off of parent company loan notes, new loans and amortisation of debt issue costs.

24. RELATED PARTY TRANSACTIONS

The company has taken exemption under FRS 102 paragraph 1.12(b) from disclosing transactions with entities that are wholly owned as part of the group.

The company was in receipt of a loan from Accord Midco Ltd for £104,600,000 in March 2015. During the period interest of £24,234,000 (2018: £16,047,000) accrued on this loan. As part of the restructuring on 13 September 2019, the balance of £169,387,000 was waived and has been treated as a capital contribution. The balance as at 30 September 2019 is £Nil (2018: £147,439,000).

25. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

From 13 September 2019, following the refinancing of the group, the ultimate parent undertaking and controlling parties are (1) GSO Aiguille des Grands Montets ESDF I (Luxembourg) S.a.r.l., (2) GSO COF II ESDF Facility (Luxembourg) S.a.r.l., and (3) GSO European Senior Debt Fund (Luxembourg) S.a.r.l., each based in Luxembourg. The ultimate parent companies are investment vehicles of funds advised and managed by GSO Capital Partners LP. Prior to this date, the ultimate parent undertaking and controlling party was Oaktree European principal fund III, LP, which was controlled by its manager - Oaktree Capital Management, LP (SEC registered investment adviser under the U.S. Investment Advisers Act of 1940) and sub-manager Oaktree Capital Management (UK) LLP (FCA regulated investment adviser).

Accord Bidco Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 30 September 2019. The consolidated financial statements of Accord Bidco Limited are available from Bradley Hall, Bradley Lane, Standish, Wigan, WN6 0XQ.

26. POST BALANCE SHEET EVENTS

On 12 February 2020, the company issued 1,000 D ordinary shares of £0.01 each at par as part of the establishment of a management incentive programme.