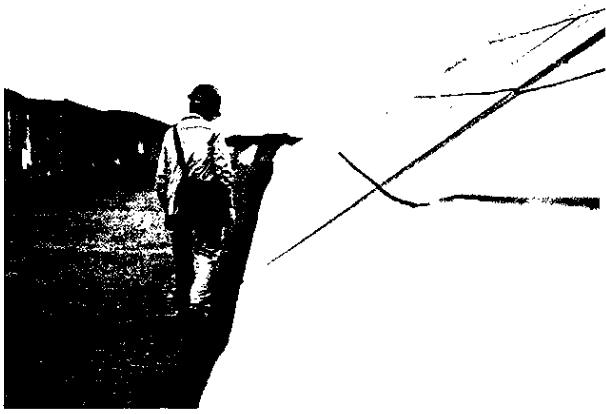




FERN
TRADING

Registered No: 12601037

## 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

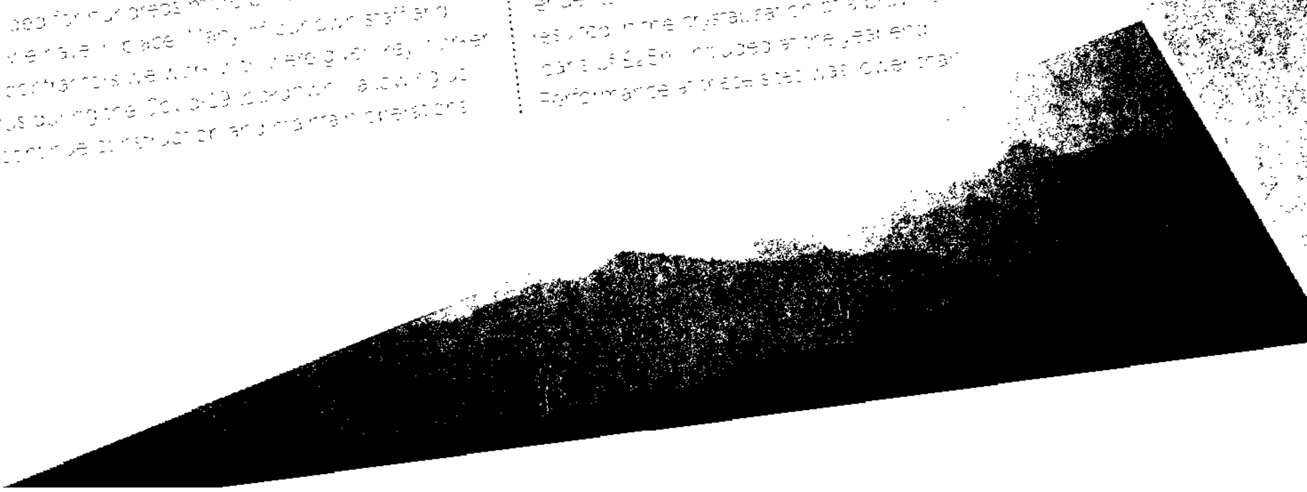
### Number of loans
We provide financing to **189** borrowers in the UK

### 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

## A reflection on our year



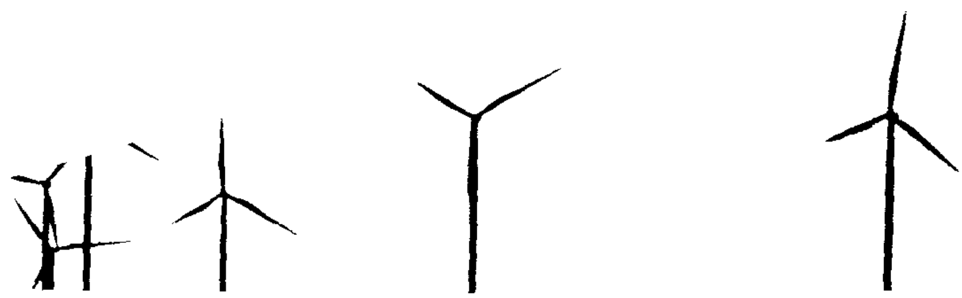
## Chief Executive's review

### Response to Covid-19

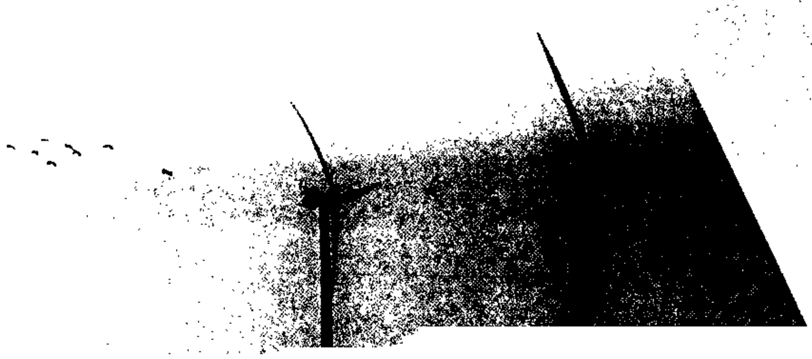
## Chief Executive's review

### Responsible business practices

### Current trading and outlook



## Chief Executive's review



# Our business at a glance

## 1. Owning and operating energy sites

## 2. Short- and medium-term lending

## 3. Owning and operating healthcare infrastructure

## 4. Owning and operating fibre broadband suppliers

Solar, wind, biomass, landfill gas, reserve power

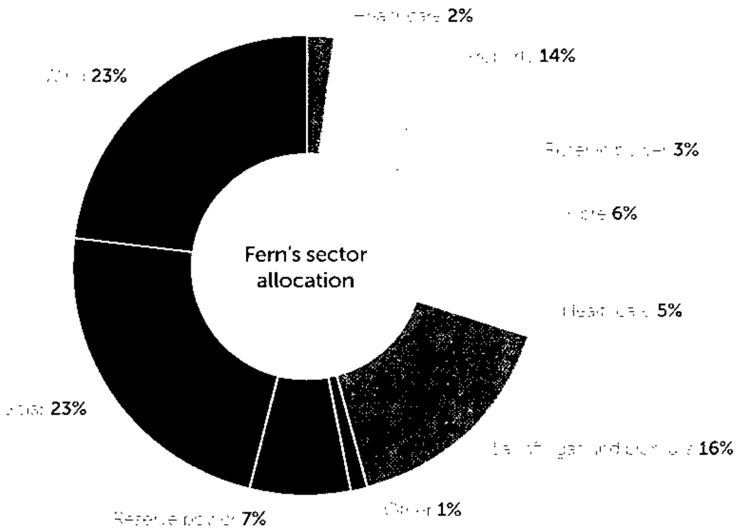
Property lending, development financing

Retirement villages, private hospitals

Delivering ultrafast fibre broadband across the UK

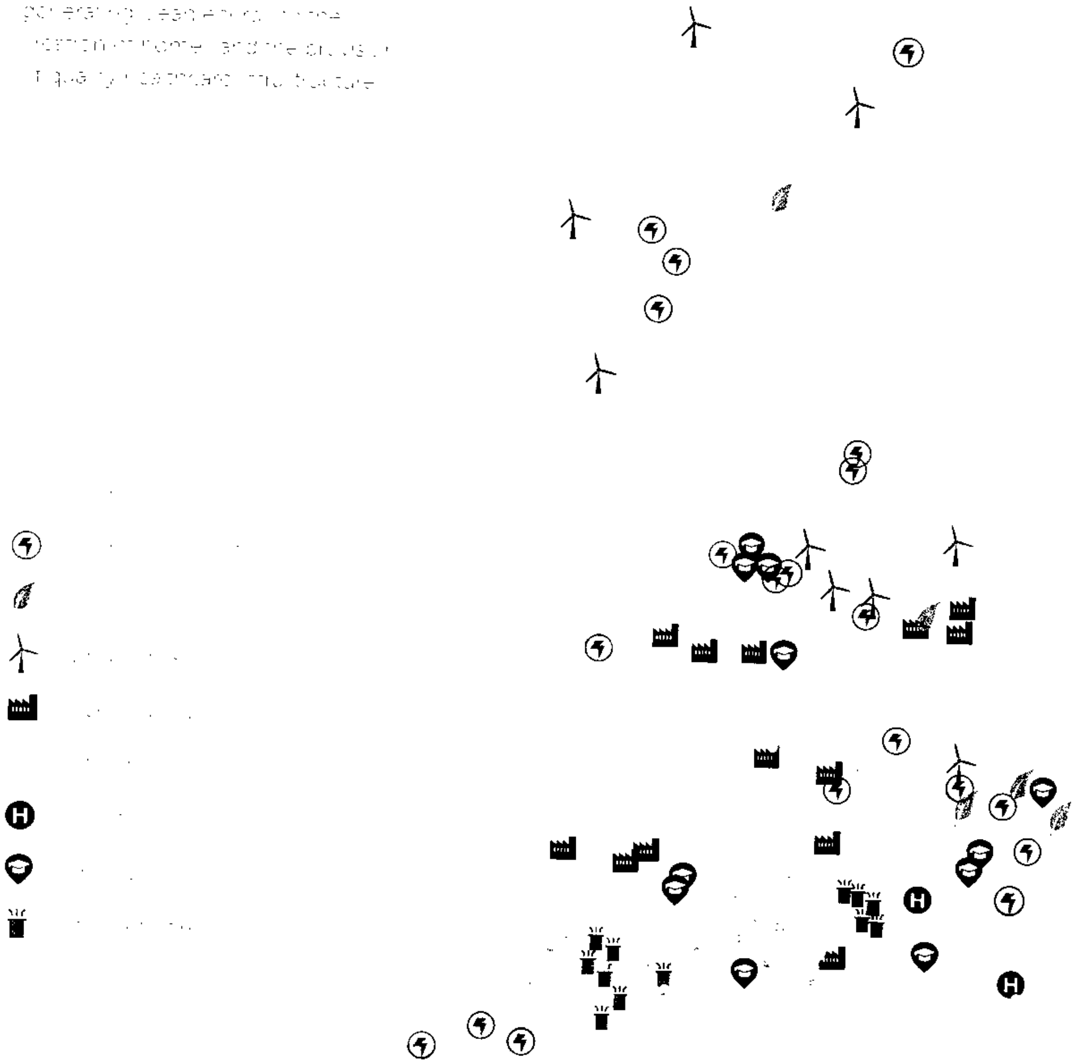
## Our business at a glance

### Sector split*




| | | |
|---|---|---|
| ■■ | Owning and operating assets | 81% |
| ▩ | Lending | 19% |

## Our business at a glance



# Our business at a glance

[illegible]

## Energy

[illegible]

## Healthcare

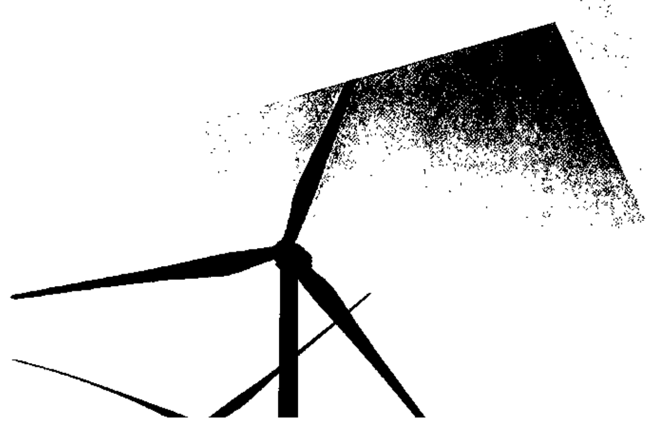
[illegible]

## Fibre

[illegible]

## Lending

[illegible]



## Our strategy in focus

### Energy division

[illegible]

[illegible]

[illegible]

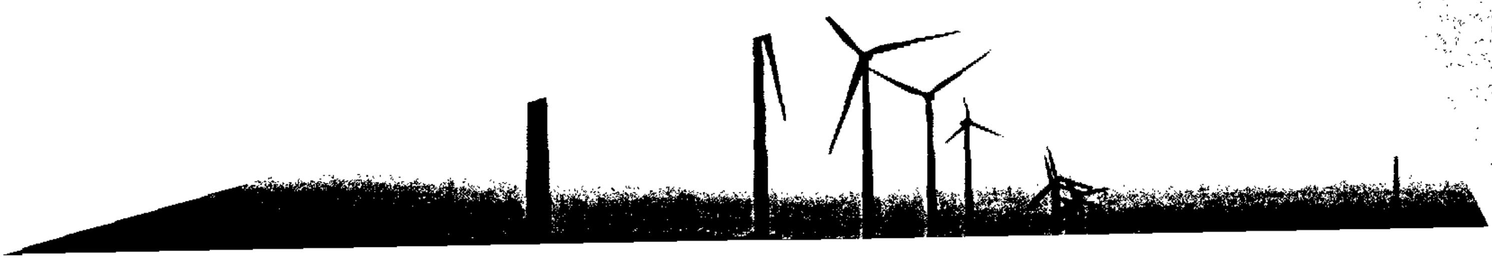
[illegible]

**"Our renewable energy sites generated over 2,762 GWh of power."**

[illegible]

[illegible]

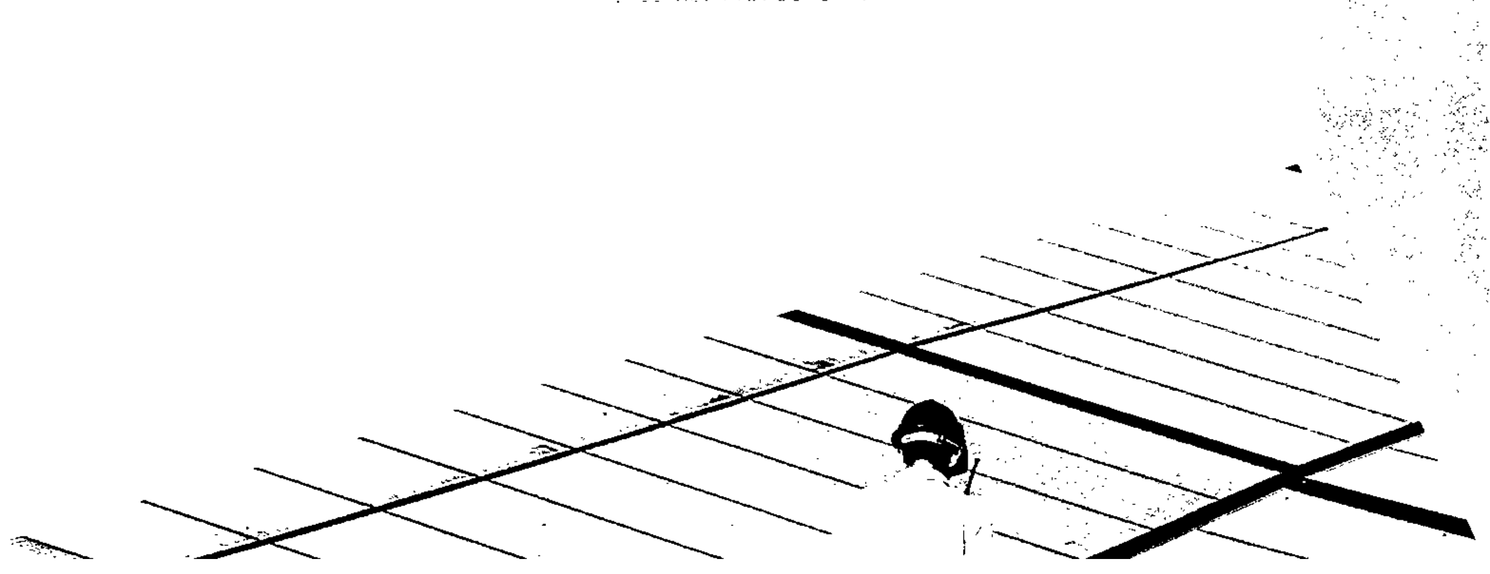
[illegible] panels would stretch from London to Mexico City.



## Our strategy in focus

### Healthcare division

### Fibre division



## Our strategy in focus

[illegible]

[illegible]

[illegible]

### Lending

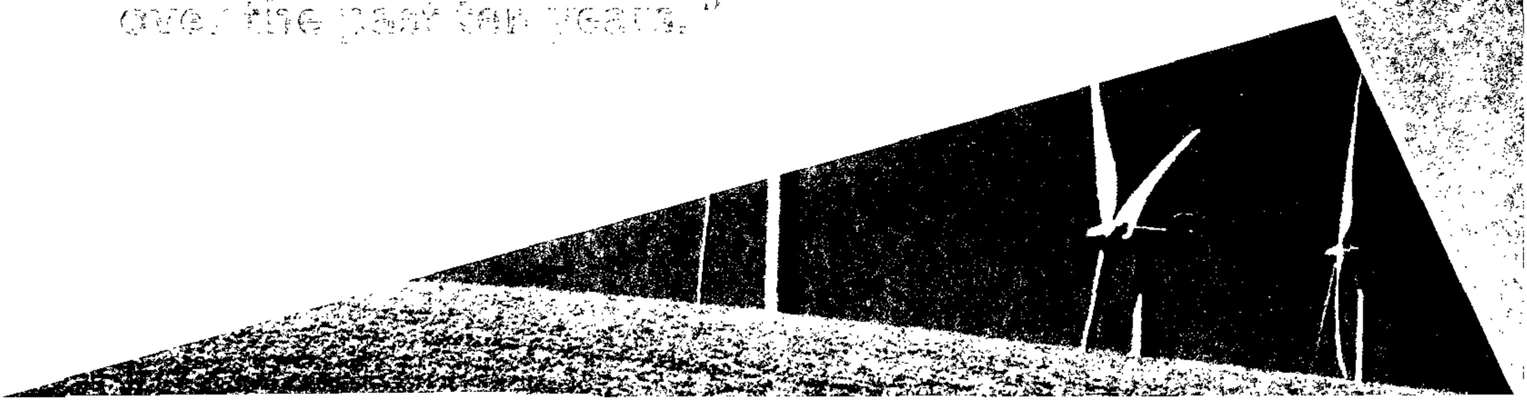
[illegible]

[illegible]

[illegible]

[illegible]

"[illegible] has provided the Group with a profitable and cash generative sector over the past ten years."



## 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.

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

# Principal risks and uncertainties

[illegible]

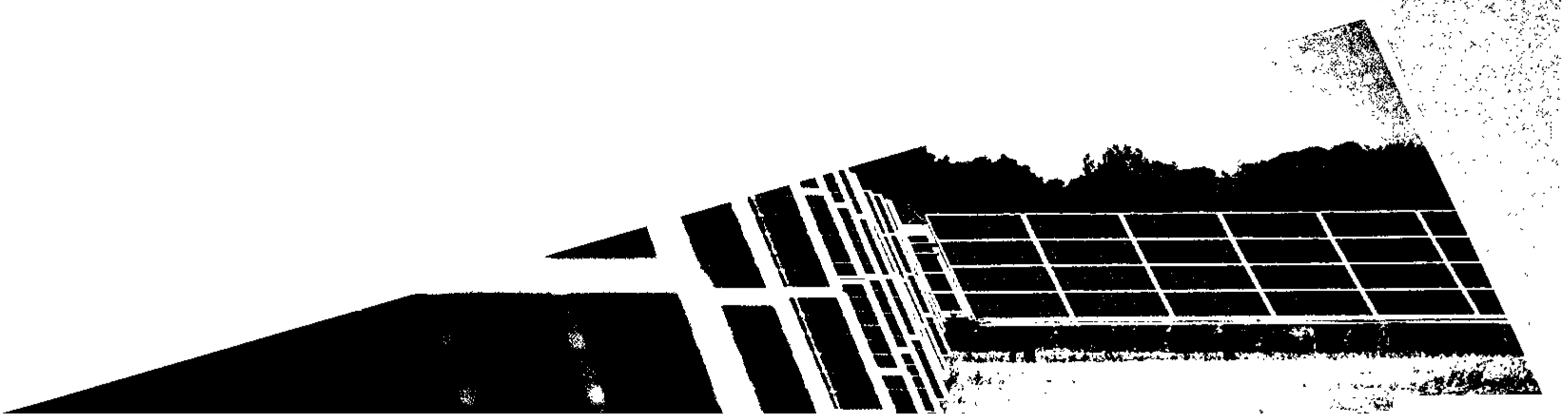
## Principal Risks

| Risk | Division | Mitigations | Change |
|---|---|---|---|
| **Market risk:** [illegible] | [illegible] | [illegible] | No change |
| **Market risk (Construction):** [illegible] | [illegible] | [illegible] | [illegible] |
| **Market risk:** [illegible] | [illegible] | [illegible] | [illegible] |

## Principal risks and uncertainties

**Principal Risks**

| Risk | Division | Mitigations | Change |
|---|---|---|---|
| **Market risk:** [illegible] | [illegible] | [illegible] | [illegible] |
| **Market risk (Competition):** [illegible] | [illegible] | [illegible] | [illegible] |
| **Operational risk:** [illegible] | [illegible] | [illegible] | [illegible] |
| **Operational risk:** [illegible] | [illegible] | [illegible] | [illegible] |
| **Operational risk:** [illegible] | [illegible] | [illegible] | [illegible] |



## Principal risks and uncertainties

**Principal Risks**

| Risk | Division | Mitigations | Change |
|---|---|---|---|
| **Operational risk (IT Systems and Data):** [illegible] | [illegible] | [illegible] | [illegible] |
| **Counterparty risk (Construction):** [illegible] | [illegible] | [illegible] | [illegible] |
| **Counterparty risk:** [illegible] | [illegible] | [illegible] | [illegible] |

2 [illegible]

## Principal risks and uncertainties

[illegible]

**Other Risks**

| Risk | Division | Mitigations | Change |
|---|---|---|---|
| **Currency Risk:** [illegible] | [illegible] | [illegible] | [illegible] |
| **Interest Rate Risk:** [illegible] | [illegible] | [illegible] | [illegible] |
| **Liquidity Risk:** [illegible] | [illegible] | [illegible] | [illegible] |
| **Technology Risk:** [illegible] | [illegible] | [illegible] | [illegible] |

[illegible]

PS Latham

[illegible]

[illegible]

# Corporate governance

[illegible]

## Principal decisions

[illegible]

- [illegible]
- [illegible]
- [illegible]

# Corporate governance

## Business strategy

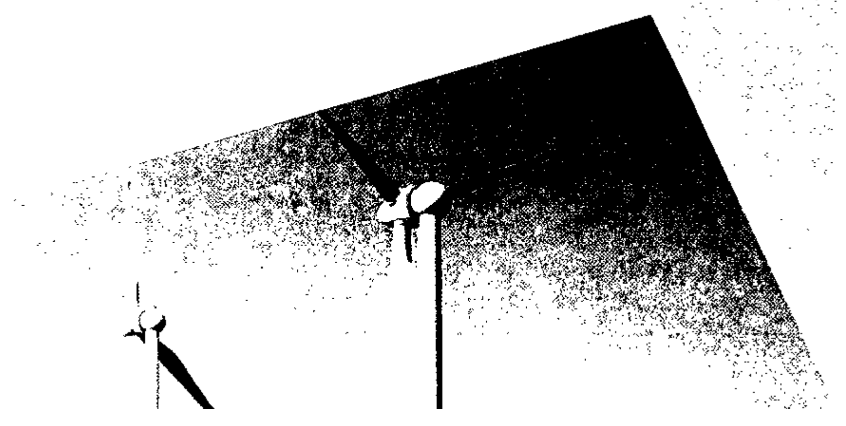
## Shareholders

www.ferntrading.com

## Employees

## Suppliers and customers

www.gov.uk



## Corporate governance

The Group ensures it treats fairly and in a transparent manner to all customers [illegible] solutions and services and actively engages [illegible] products. The Board [illegible] customer [illegible] and engages with the management team to understand the [illegible] performance does not meet customers' expectations.

The Board considers Octopus Investments Limited to be a key business partner and [illegible] responsibility for the provision of operational oversight, financial administration and company secretarial services.

### Community and environment

The provision and operation of sustainable infrastructure is at the centre of the Group's strategic goals. [illegible] the Group seeks to make a positive contribution to the community, environment and economy. Our renewable energy business is helping the UK meet its renewable energy targets. Our private hospitals have supported the NHS throughout the Covid-19 pandemic by providing treatment for more than [illegible] NHS patients that otherwise could not have been carried out, and our fibre networks will give people in rural communities access to high-speed broadband.

### Business conduct

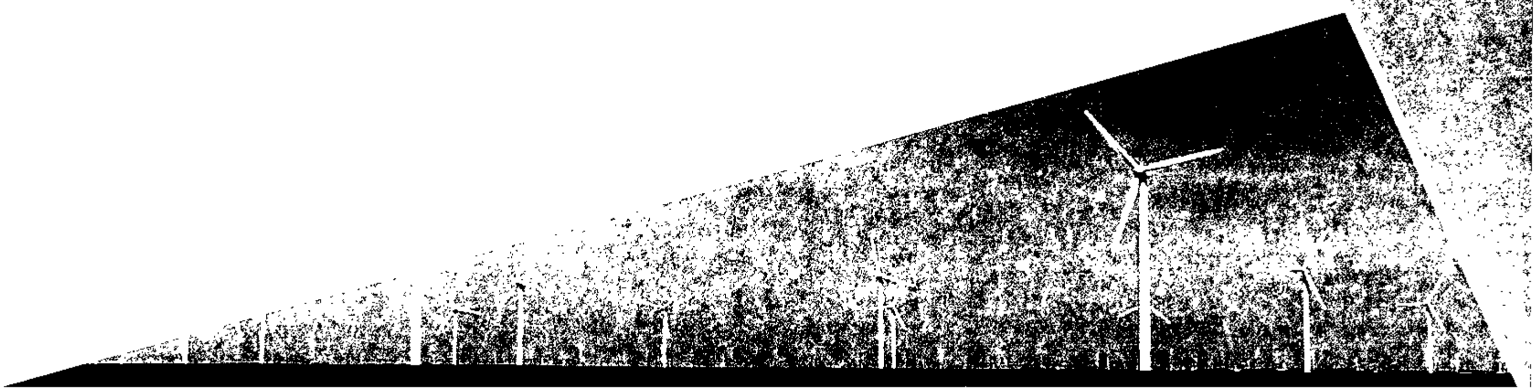
At [illegible] it is important [illegible] behave [illegible] ensuring management operate the business with integrity and in accordance with the high standards of conduct and governance expected of a business such as ours. Our intention [illegible] our current strategy outlined on pages 11 to 14 is to operate in sectors and work with other businesses that share our values.

### Business ethics and governance

The Board is responsible for ensuring that the activities of the Group and its various businesses are conducted in compliance with the law and applicable governance and regulatory regimes, and in accordance with prevailing best practice for the relevant industry. This includes reviewing internal controls, ensuring that there is an appropriate balance of skills and experience represented on the Board, and ensuring that the financial statements give a true and fair view of the state of affairs of the Group. Further detail can be found in the Statement of Directors' responsibilities on page 29. In the year to 30 June 2021 no areas of concern have been flagged in this regard.

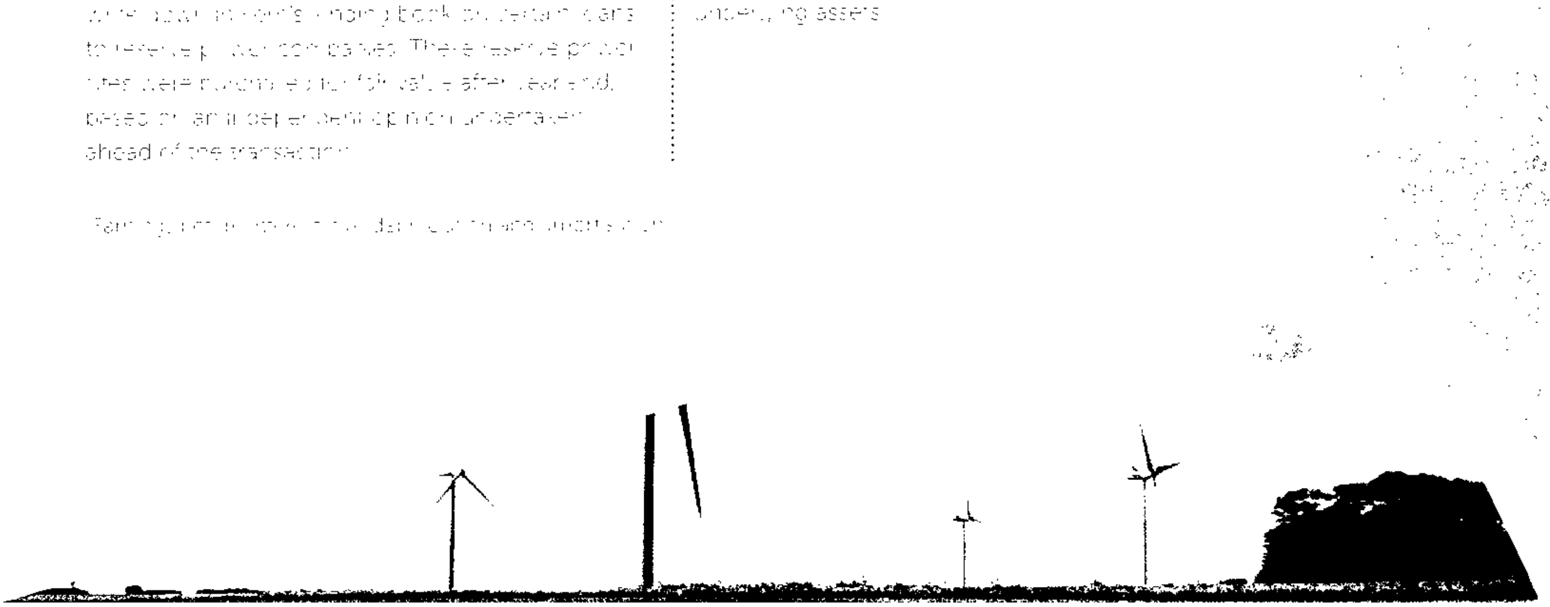
### Employee, human rights, social and community issues, environment policy and anti-corruption and bribery matters

The Board's policy on employee, human rights, social and community issues, environmental policy and anti-corruption and bribery matters is discussed in the Directors' Report on page 29. The Board actively promotes a corporate culture that is based on ethical values and behaviours.



## Group finance review

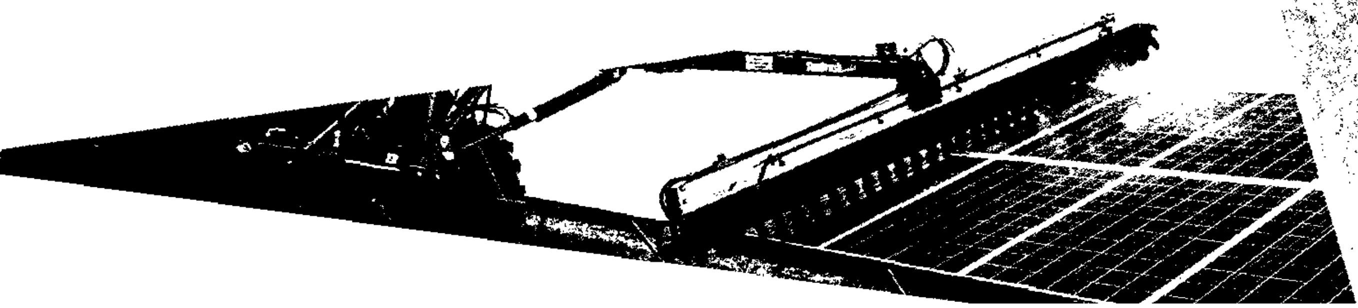
| | 2021<br>£'000 | 2020<br>£'000 | Movement<br>£'000 | <br>% |
|---|---|---|---|---|
| [illegible] | 425,302 | 390,457 | [illegible] | [illegible] |
| [illegible] | 104,037 | 134,418 | [illegible] | [illegible] |
| [illegible] | (21,170) | (24,285) | [illegible] | [illegible] |
| [illegible] | 385,512 | 658,162 | [illegible] | [illegible] |
| [illegible] | 172,478 | 206,688 | [illegible] | [illegible] |
| [illegible] | 699,440 | 885,162 | [illegible] | [illegible] |
| [illegible] | 1,873,594 | 1,678,552 | [illegible] | [illegible] |



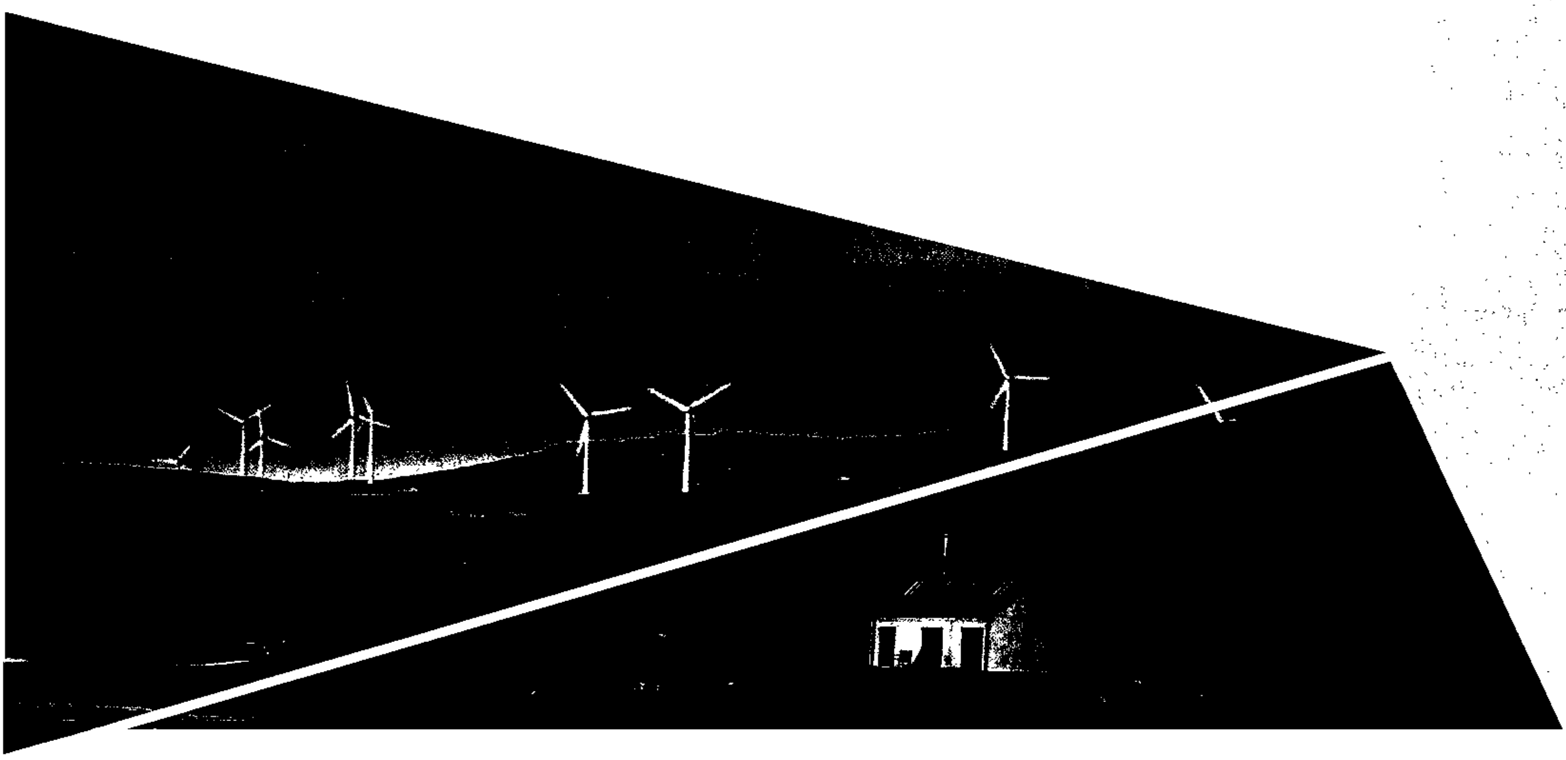
# Group finance review

## Financial performance

## Financial position



## Group finance review

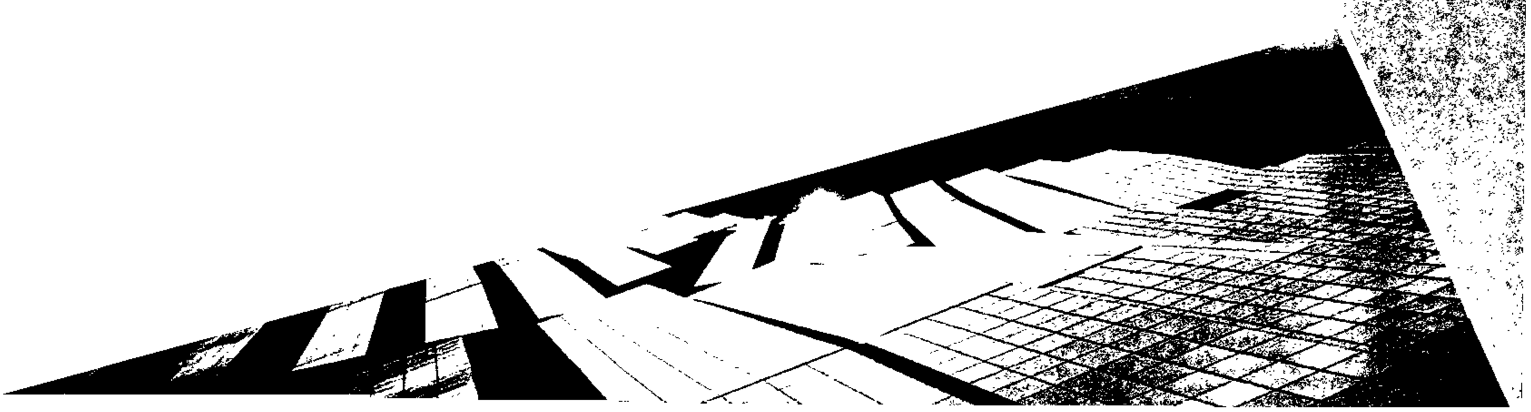


# Group finance review

## Lending

## Energy operations

## Healthcare operations



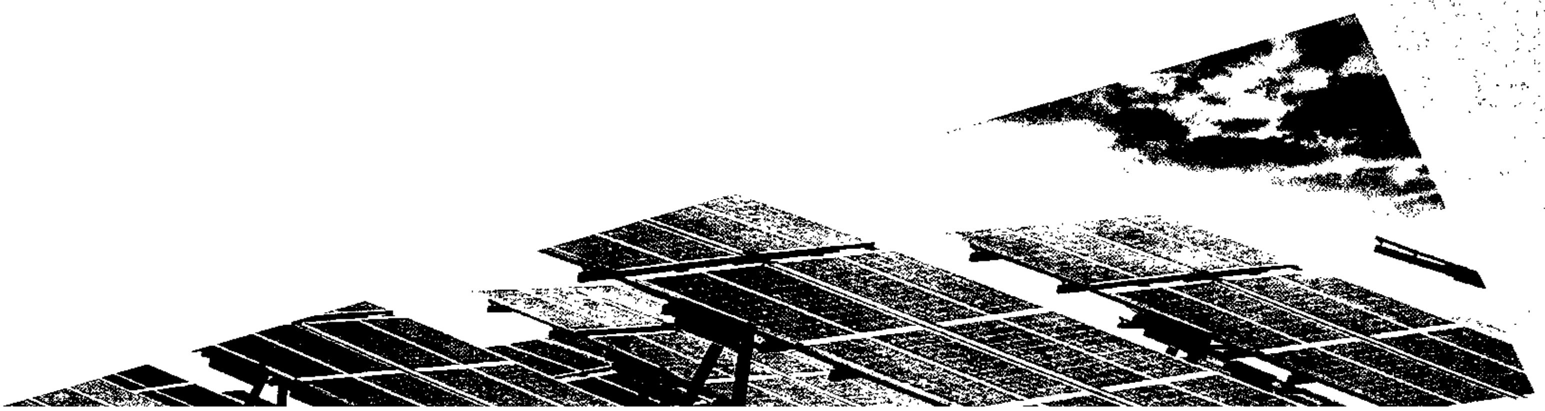
## Group finance review

### Fibre optic broadband operations

### Funding and liquidity

### Looking ahead

**PS Latham**

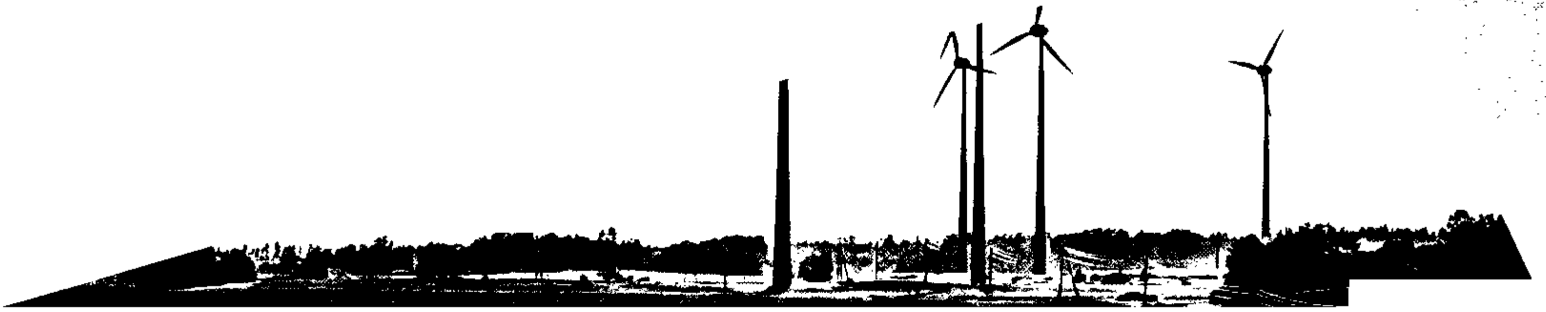


# Directors' report for the year ended 30 June 2021

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

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

[illegible]



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

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 Group and 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

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.

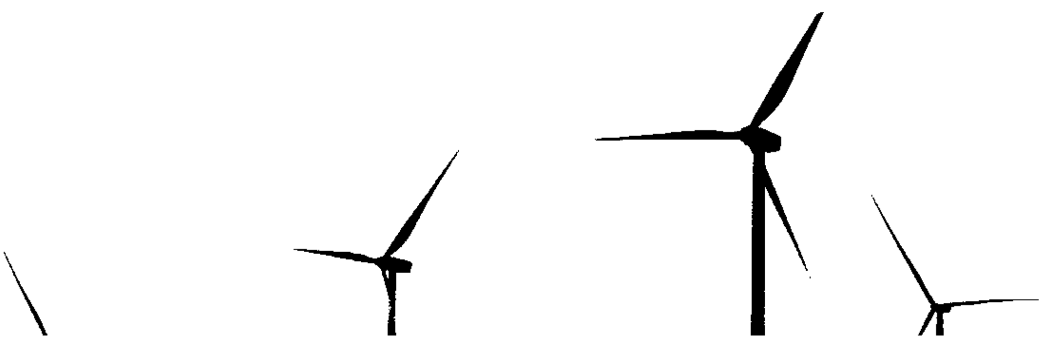
This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

PricewaterhouseCoopers LLP have indicated their willingness to be reappointed for another term and will be proposed for reappointment in accordance with Section 485 of the Companies Act 2006.

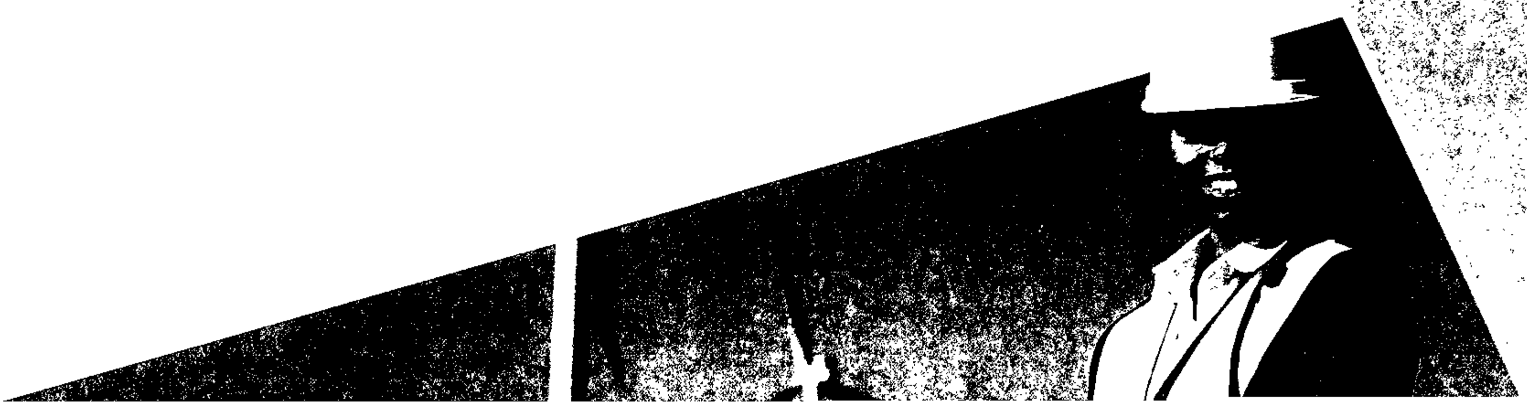
The Directors' report was approved by the Board of Directors on 17 December 2021 and signed on its behalf by:

**PS Latham**
Director
17 December 2021

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

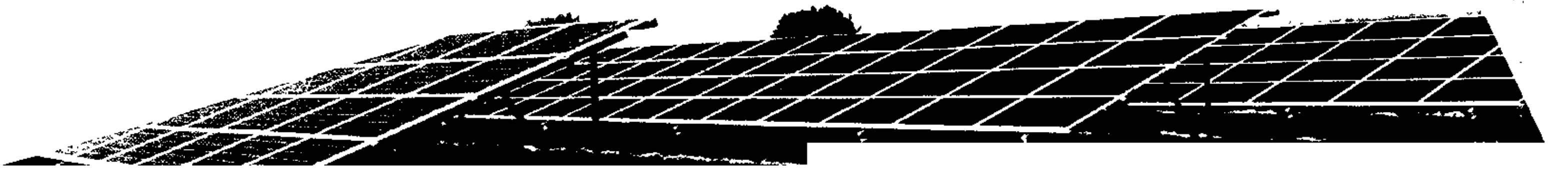


# Independent auditors' report to the members of Fern Trading Limited



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

www.frc.org.uk/auditorsresponsibilities



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

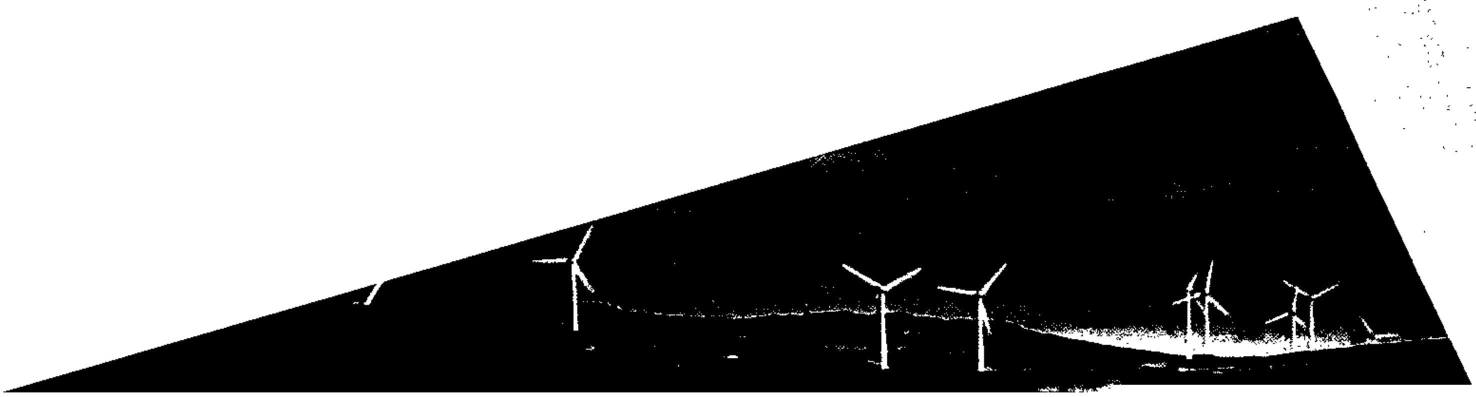
Nicholas Cook

# 4 [illegible]

| | | 2021 | [illegible] |
|---|---|---|---|
| | | £'000 | [illegible] |
| **Turnover** | | **425,302** | [illegible] |
| [illegible] | | **(221,277)** | [illegible] |
| **Gross profit** | | **204,025** | [illegible] |
| [illegible] | | **(230,351)** | [illegible] |
| **Operating loss** | | **(26,326)** | [illegible] |
| [illegible] | | **9,454** | [illegible] |
| [illegible] | | **449** | [illegible] |
| [illegible] | | **1,755** | [illegible] |
| [illegible] | | **28,568** | [illegible] |
| [illegible] | | **997** | 148 |
| [illegible] | | **(36,067)** | [illegible] |
| **Loss before taxation** | | **(21,170)** | [illegible] |
| [illegible] | | **(8,143)** | [illegible] |
| **Loss for the financial year** | | **(29,313)** | [illegible] |
| | | | |
| **Attributable to Fern** | | **(25,306)** | [illegible] |
| **Minority interest** | | **(4,007)** | [illegible] |
| | | **(29,313)** | [illegible] |

[illegible]

| | 2021 | Restated [illegible] |
|---|---|---|
| | £'000 | [illegible] |
| **Loss for the financial year** | **(29,313)** | [illegible] |
| **Other comprehensive income/(expense)** | | |
| [illegible] | **46,739** | [illegible] |
| [illegible] | **(333)** | [illegible] |
| **Other comprehensive income/(expense) for the year** | **46,406** | [illegible] |
| **Total comprehensive income/(expense) for the year** | **17,093** | [illegible] |
| | | |
| **Attributable to** | | |
| • **Owners of the parent** | **21,100** | [illegible] |
| • **Non-controlling interests** | **(4,007)** | [illegible] |
| | **17,093** | [illegible] |



# 4 [illegible]

| | Note | 2021 | [illegible] |
|---|---|---|---|
| | | £'000 | [illegible] |
| **Fixed assets** | | | |
| [illegible] | [illegible] | 612,750 | [illegible] |
| [illegible] | [illegible] | 1,551,170 | [illegible] |
| [illegible] | [illegible] | 11,000 | 12,268 |
| | | 2,174,920 | [illegible] |
| **Current assets** | | | |
| [illegible] | [illegible] | 94,711 | [illegible] |
| [illegible] | [illegible] | 600,726 | [illegible] |
| [illegible] | [illegible] | 172,478 | [illegible] |
| | | 867,915 | [illegible] |
| **Creditors: amounts falling due within one year** | [illegible] | (207,318) | [illegible] |
| **Net current assets** | | 660,597 | [illegible] |
| **Total assets less current liabilities** | | 2,835,517 | [illegible] |
| **Creditors: amounts falling due after more than one year** | [illegible] | (903,339) | [illegible] |
| **Provisions for liabilities** | [illegible] | (58,584) | [illegible] |
| **Net assets** | | 1,873,594 | [illegible] |
| **Capital and reserves** | | | |
| [illegible] | [illegible] | 149,676 | [illegible] |
| [illegible] | | 173,118 | |
| [illegible] | | 1,440,257 | [illegible] |
| [illegible] | | (17,098) | [illegible] |
| [illegible] | | 123,920 | [illegible] |
| **Total shareholders' funds** | | 1,869,873 | [illegible] |
| [illegible] | | 3,721 | [illegible] |
| **Capital employed** | | 1,873,594 | [illegible] |

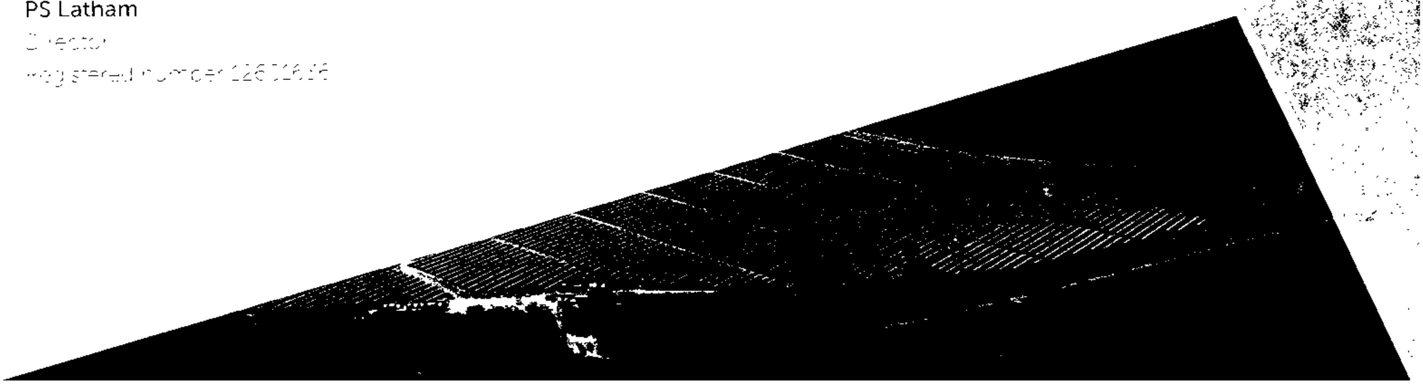
[illegible]

[illegible]

PS Latham

[illegible]

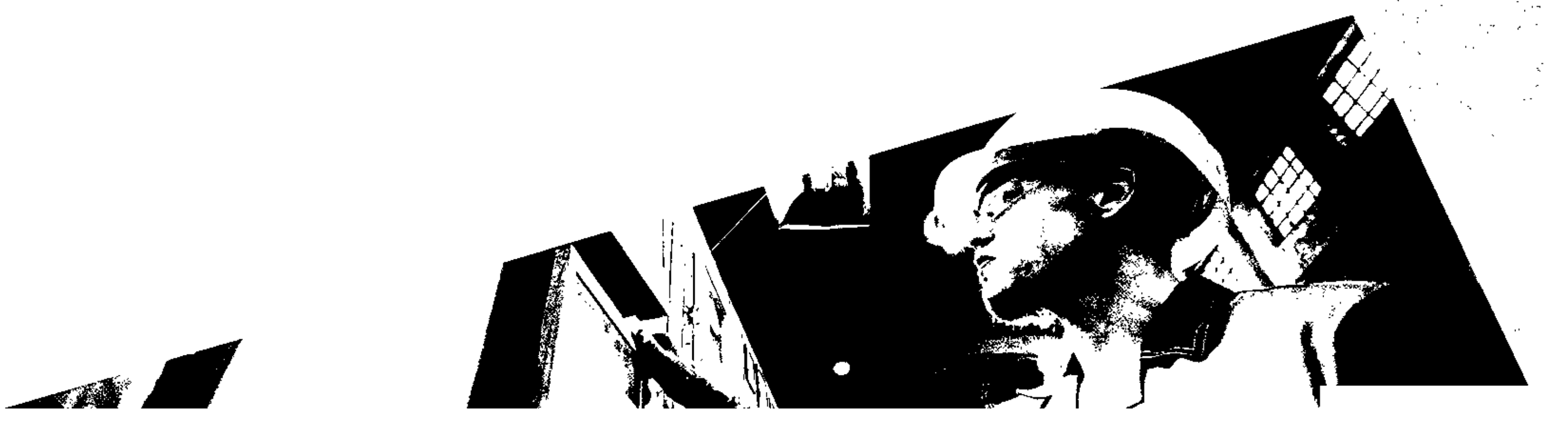
[illegible]



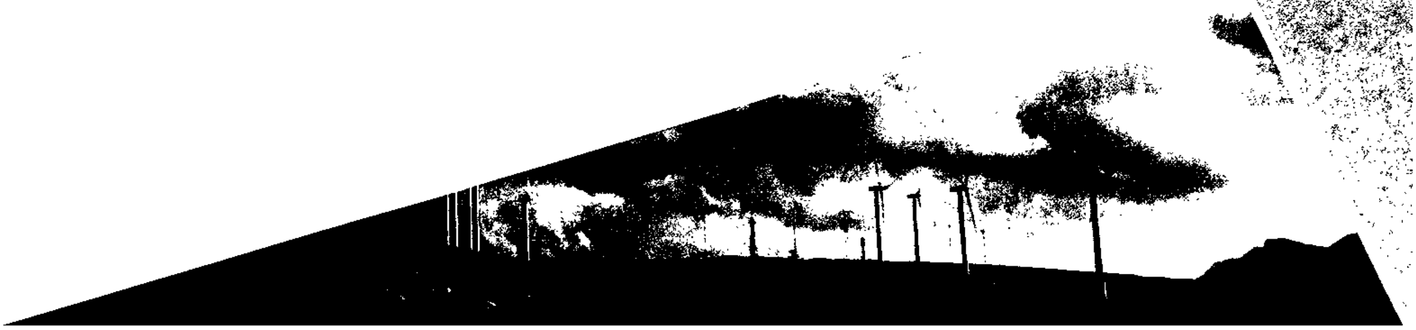
**4**

| | | 2021 |
|---|---|---|
| | | £'000 |
| **Fixed assets** | | |
| | | **2,116,366** |
| | | **2,116,366** |
| **Current assets** | | |
| | | **50,383** |
| | | **1,523** |
| | | **51,906** |
| **Creditors: amounts falling due within one year** | | **(22,924)** |
| **Net current assets** | | **28,982** |
| **Total assets less current liabilities** | | **2,145,348** |
| **Net assets** | | **2,145,348** |
| **Capital and reserves** | | |
| | | **149,676** |
| | | **173,118** |
| | | **1,791,145** |
| | | **31,409** |
| **Total shareholders' funds** | | **2,145,348** |

PS Latham



| | 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 |
| [illegible] | [illegible] | – | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] |
| [illegible] | | – | – | [illegible] | [illegible] | [illegible] | – | [illegible] |
| [illegible] | [illegible] | – | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] |
| [illegible] | – | | – | – | [illegible] | [illegible] | [illegible] | [illegible] |
| [illegible] | | – | – | [illegible] | – | [illegible] | | [illegible] |
| [illegible] | | – | | | [illegible] | [illegible] | – | [illegible] |
| [illegible] | | – | | [illegible] | [illegible] | [illegible] | – | [illegible] |
| [illegible] | – | – | | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] |
| [illegible] | | – | | – | – | | [illegible] | [illegible] |
| [illegible] | – | | – | – | [illegible] | [illegible] | | [illegible] |
| [illegible] | [illegible] | – | [illegible] | – | | – | – | |
| [illegible] | [illegible] | – | [illegible] | | – | 1 | – | [illegible] |
| [illegible] | [illegible] | – | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] |
| **Balance as at 1 July 2020 (restated)** | **138,435** | **–** | **1,635,569** | **(63,837)** | **(41,185)** | **1,668,982** | **9,570** | **1,678,552** |
| **Loss for the financial year** | **–** | **–** | **–** | **–** | **(25,306)** | **(25,306)** | **(4,007)** | **(29,313)** |
| **Changes in market value of cash flow hedges** | **–** | **–** | **–** | **46,739** | **–** | **46,739** | **–** | **46,739** |
| **Foreign exchange loss on retranslation of subsidiaries** | **–** | **–** | **–** | **–** | **(333)** | **(333)** | **–** | **(333)** |



4 [illegible]

| | Called up share capital | Share premium account | Merger reserve | Cash flow hedge reserve | Profit and loss account | Total share-holders' 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 |

[illegible]

| | Called up share capital | Share premium account | Merger reserves | Profit and loss account | Total shareholders' funds |
|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 |
| [illegible] | | – | | – | – |
| 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 [illegible]

| | Note | 2021 £'000 | (restated) 2020 £'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| [illegible] | | (25,306) | [illegible] |
| **Adjustments for:** | | | |
| [illegible] | | 8,143 | 9,324 |
| [illegible] | | (997) | (148) |
| [illegible] | | 36,068 | 50,875 |
| [illegible] | | (28,568) | (37,991) |
| [illegible] | | (1,755) | [illegible] |
| [illegible] | | (449) | (945) |
| [illegible] | | 34,991 | 33,989 |
| [illegible] | | 85,917 | [illegible] |
| [illegible] | | 8,875 | [illegible] |
| [illegible] | | (19,788) | 14,788 |
| [illegible] | | (5,701) | (2,599) |
| [illegible] | | 249,374 | [illegible] |
| [illegible] | | 6,871 | [illegible] |
| [illegible] | | (4,007) | (3,768) |
| [illegible] | | (1,751) | [illegible] |
| **Net cash generated from operating activities** | | 341,918 | [illegible] |
| **Cash flows from investing activities** | | | |
| [illegible] | | (221,987) | (142,642) |
| [illegible] | | 34,503 | 140,291 |
| [illegible] | | (110,457) | [illegible] |
| [illegible] | | (875) | (557) |
| [illegible] | | (9,484) | 44,189 |
| [illegible] | | – | 64,225 |
| [illegible] | | 997 | 148 |
| [illegible] | | 1,077 | 2,500 |
| **Net cash used in investing activities** | | (306,226) | [illegible] |
| **Cash flows from financing activities** | | | |
| [illegible] | | – | 124,651 |
| [illegible] | | (35,552) | (48,279) |
| [illegible] | | (212,676) | – |
| [illegible] | | 184,359 | 98,270 |
| [illegible] | | (6,399) | (6,026) |
| **Net cash generated from financing activities** | | (70,268) | [illegible] |
| **Net (decrease)/increase in cash and cash equivalents** | | (34,576) | [illegible] |
| [illegible] | | 206,688 | 122,181 |
| [illegible] | | 366 | [illegible] |
| **Cash and cash equivalents at the end of the year** | [illegible] | 172,478 | 206,688 |

[illegible]

## Statement of accounting policies

## Statement of accounting policies

[illegible]

- [illegible]

  [illegible]

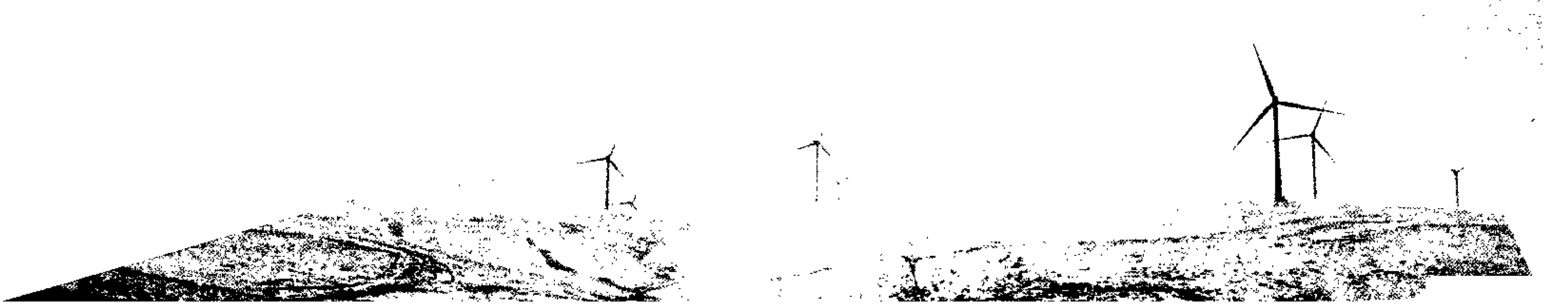
  [illegible]

  [illegible]

- [illegible]

[illegible]

## Statement of accounting policies



# 4 [illegible]

## Statement of accounting policies

[illegible]

### i. Functional and presentation currency

[illegible]

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

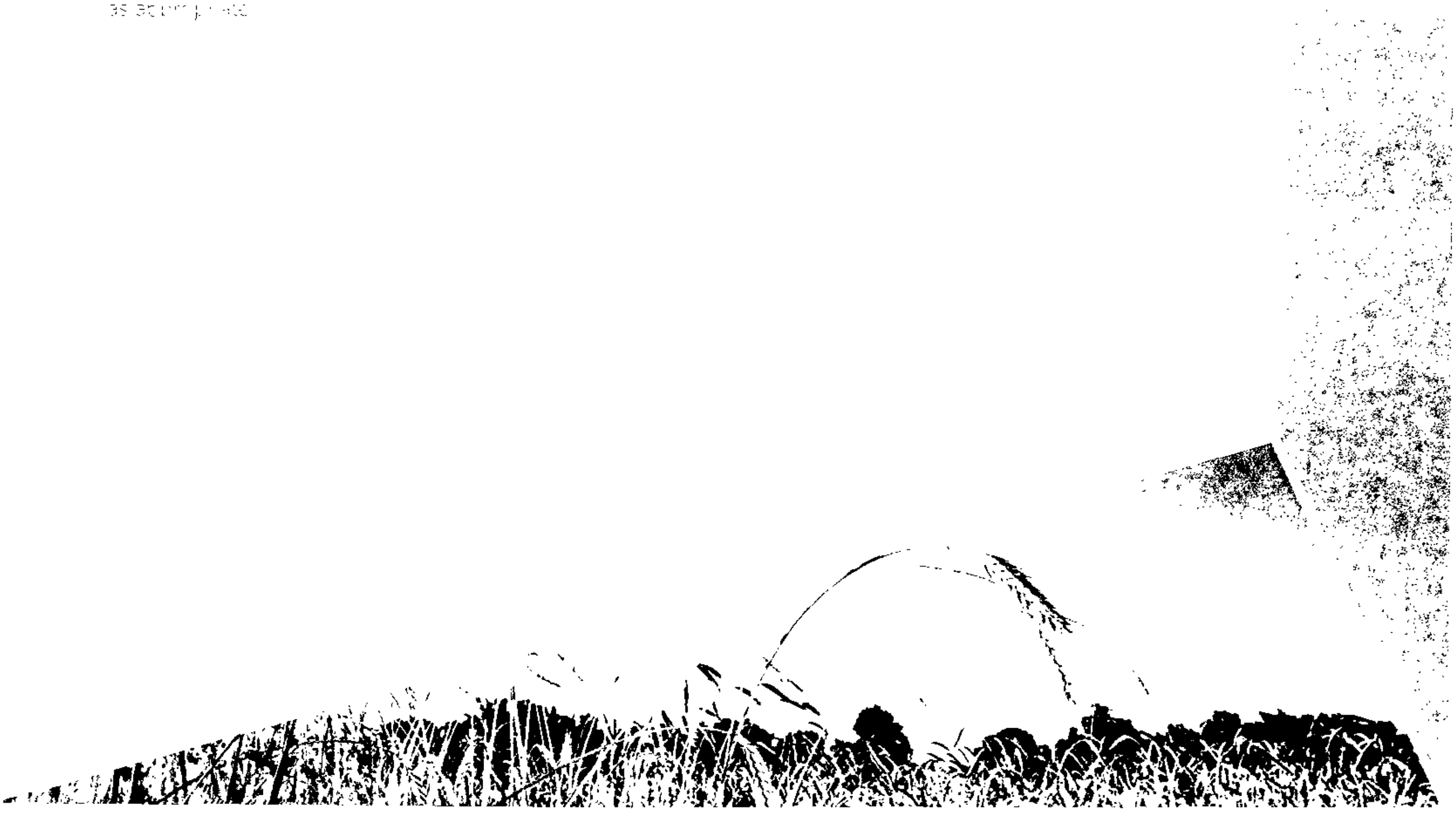
### ii. Transactions and balances

[illegible]

[illegible]

### *iii. Translation*

[illegible]



## Statement of accounting policies

[illegible]

- [illegible]

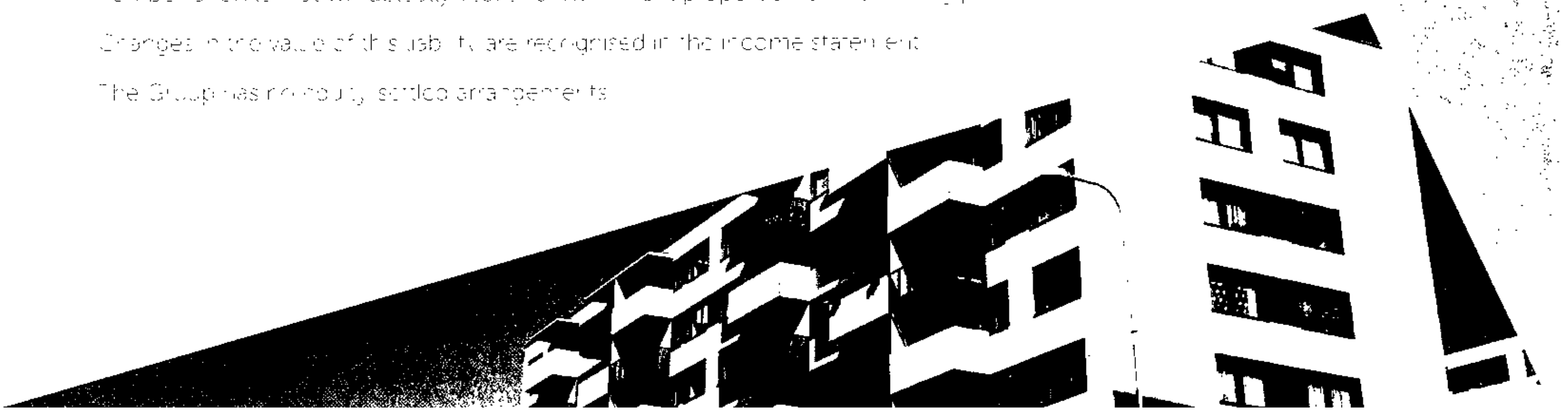
**i. Short-term benefits,** [illegible]

### ii. Defined contribution pension plan

[illegible]

### iii. Share-based payments

[illegible]



## Statement of accounting policies

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument and released to the profit and loss account over the term of the debt.

Tax is recognised in the statement of income and retained earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of 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 balances are recognised in respect of all timing differences that have originated but not reversed by 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 against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and the equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated as goodwill. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

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

On acquisition, goodwill is allocated to cash-generating units ('CGUs') that are expected to benefit from the combination.

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 assessed for impairment indicators on an annual basis and any impairment is charged to the profit and loss.

## Statement of accounting policies

Tangible fixed assets are stated at 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. Land and assets in the course of construction are not depreciated. The estimated useful lives are as follows:

| | |
|---|---|
| Land and buildings | 2% and 4% straight line |
| Power stations | 3% and 5% straight line |
| Plant 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 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 expense is 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.

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.

## Statement of accounting policies

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

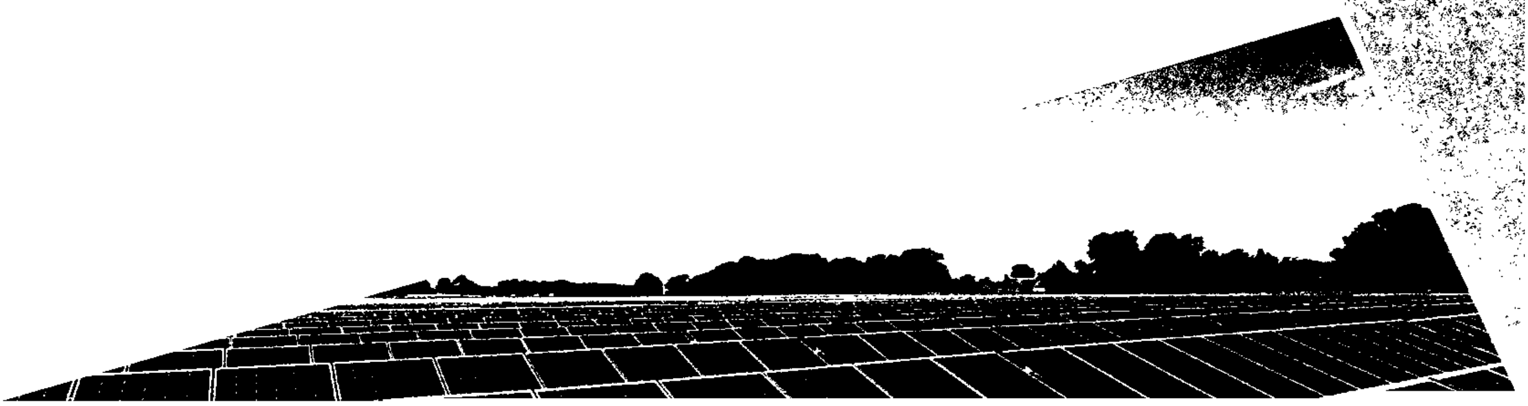
[illegible]

[illegible]

[illegible]

[illegible]

[illegible]



## Statement of accounting policies

## Statement of accounting policies

[illegible]

[illegible]

[illegible]

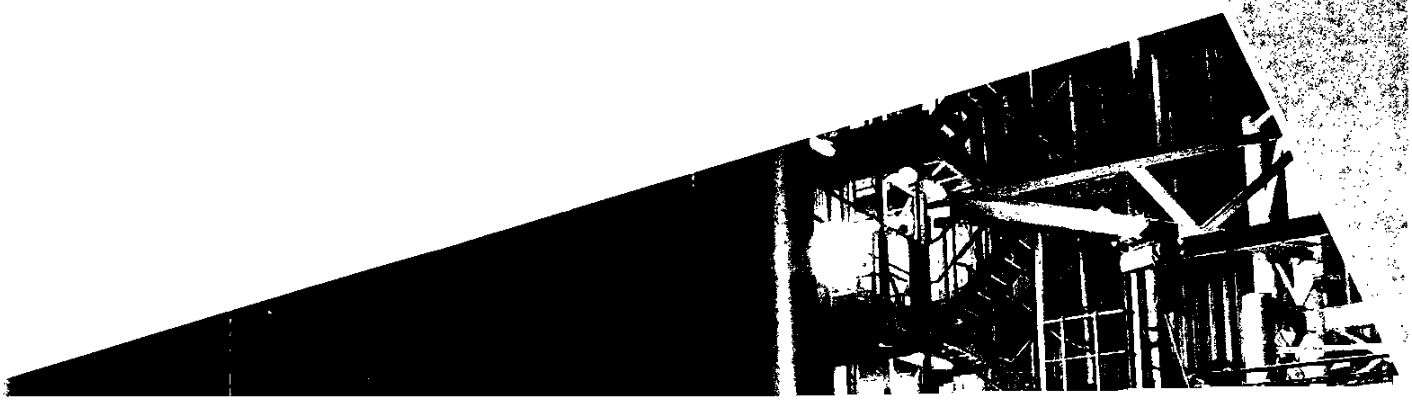
[illegible]

[illegible]

[illegible]

[illegible]

[illegible]



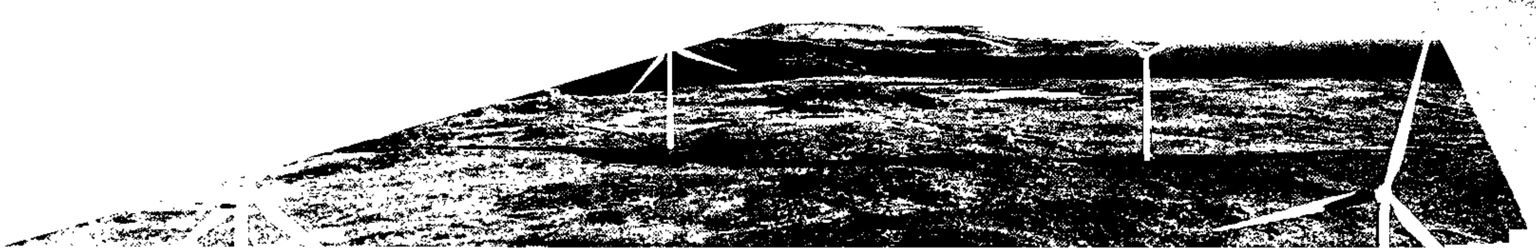
## Statement of accounting policies

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

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

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

### iv. Business combinations (estimate)



## Statement of accounting policies

### v. Decommissioning provision (estimate)

[illegible]

Wind Farms:

[illegible]

Australian solar farms:

[illegible]

UK and French Solar (judgment):

[illegible]

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

[illegible]

[illegible]

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

## Analysis of turnover by category

| | 2021 | restated 2020 |
|---|---|---|
| | £'000 | £'000 |
| [illegible] | 56,552 | [illegible] |
| [illegible] | 179,820 | [illegible] |
| [illegible] | 141,826 | [illegible] |
| [illegible] | 42,266 | [illegible] |
| [illegible] | 4,838 | |
| | 425,302 | 390,457 |

[illegible]

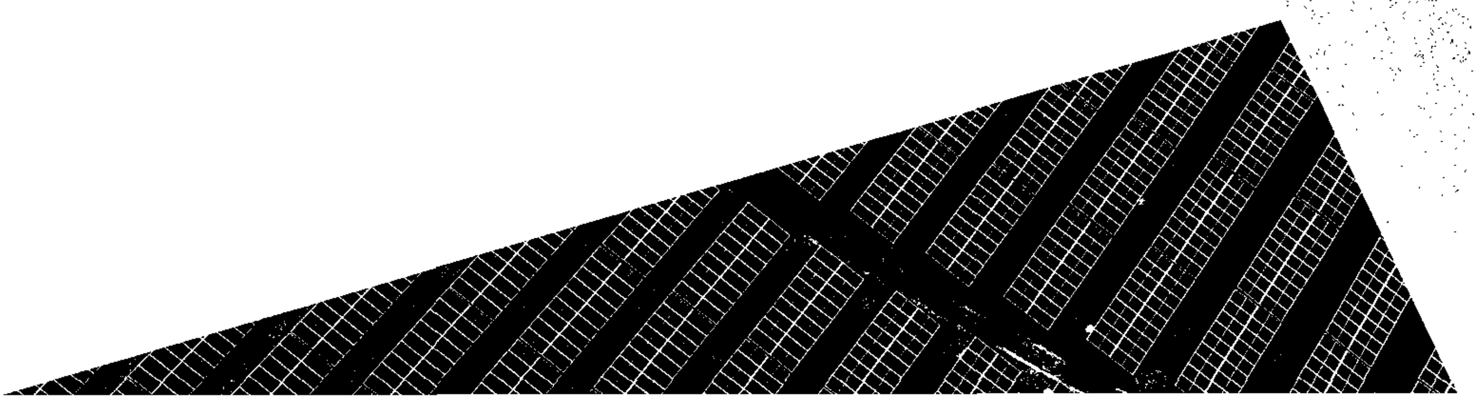
## Analysis of turnover by geography

| | 2021 | restated 2020 |
|---|---|---|
| | £'000 | £'000 |
| [illegible] | 384,799 | [illegible] |
| [illegible] | 31,893 | [illegible] |
| [illegible] | 8,610 | |
| | 425,302 | 390,457 |

## Other income

| | 2021 | restated 2020 |
|---|---|---|
| | £'000 | £'000 |
| [illegible] | 9,454 | [illegible] |

Note 26 details the prior period adjustments



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

[illegible] stated after charging/(crediting):

| | 2021 | Restated 2020 |
|---|---|---|
| | £'000 | £'000 |
| [illegible] intangible assets [illegible] | 34,991 | 33,089 |
| Depreciation [illegible] | 85,917 | 77,613 |
| Auditors' remuneration – [illegible] financial statements | 146 | 192 |
| Auditors' remuneration – audit of Company's subsidiaries | 1,134 | 940 |
| [illegible] | 513 | 262 |
| [illegible] | 672 | 234 |
| [illegible] | 4,402 | 392 |
| [illegible] | 7,502 | 6,980 |

Note 26 details the prior period adjustments.

| | 2021 | 2020 |
|---|---|---|
| | £'000 | £'000 |
| Wages and salaries | 41,383 | 21,576 |
| Social security costs | 3,809 | 2,695 |
| [illegible] | 1,676 | 1,240 |
| | 46,868 | 25,511 |

The Group provides defined contribution schemes for its employees in the UK. The amount recognised as an expense for the defined contribution scheme is shown in the table above.

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

| | 2021 | 2020 |
|---|---|---|
| | Number | Number |
| [illegible] | 699 | 392 |
| Administration | 348 | 287 |
| Directors | 3 | 3 |
| | 1,050 | 682 |

The Company had no employees other than Directors during the period ended 30 June 2021 (2020: none).

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

| | 2021 | 2020 |
|---|---|---|
| | £'000 | £'000 |
| Emoluments | 163 | 18[illegible] |

During the year no pension contributions were made in respect of the directors (2020: none).

The Group has no other key management (2020: none).

A number of subsidiaries of the Group operate a cash settled LTIP to 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**

| | 2021 Number of awards | 2020 Number of awards |
|---|---|---|
| Opening outstanding balance | 1,640,000 | 1,030,000 |
| Granted during the period | 274,751 | 610,000 |
| **Closing outstanding balance** | **1,914,751** | **1,640,000** |

The total charge for the year was £1,334,000 (2020: £838,000) and at the 30 June 2021 there was a liability of £1,334,000 included within creditors greater than one year (2020: £838,000).

| **Interest receivable and similar income** | 2021 | (restated) 2020 |
|---|---|---|
| | £'000 | £'000 |
| Interest on bank balances | 997 | 148 |

| **Interest payable and similar expenses** | 2021 | (restated) 2020 |
|---|---|---|
| | £'000 | £'000 |
| Interest on bank borrowings | 34,378 | 46,403 |
| Amortisation of issue costs on bank borrowings | 1,103 | 2,546 |
| Losses on derivative financial instruments | 586 | 1,924 |
| | 36,067 | 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 |
| **Current tax:** | | |
| UK corporation tax charge on loss for the year | **1,648** | 257 |
| Foreign corporate income tax | **–** | 792 |
| Adjustments in respect of prior periods | **(2,866)** | (423) |
| Total current tax | **(1,218)** | 626 |
| **Deferred tax:** | | |
| Origination and reversal of timing differences | **2,074** | 1,3[illegible]5 |
| Adjustments in respect of prior periods | **(4,204)** | 3,518 |
| Effect of change in tax rates | **11,491** | 3,506 |
| Total deferred tax | **9,361** | 8,698 |
| **Tax charge on loss on ordinary activities** | **8,143** | 9,324 |

### 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 |
| **Loss before tax** | **(21,170)** | (24,285) |
| 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 | **–** | (237) |
| Income not taxable for tax purposes | **(9,351)** | (14,353) |
| Adjustments in respect of prior periods | **(7,071)** | 3,39[illegible] |
| Effects of change in tax rates | **11,489** | 3,541 |
| **Total tax charge for the year** | **8,143** | 9,324 |

### 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 2023, 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 26 details the prior period adjustment.

4 [illegible]

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

| Group | Software £'000 | Goodwill (restated) £'000 | Development rights £'000 | Total £'000 |
|---|---|---|---|---|
| **Cost** | | | | |
| [illegible] | | [illegible] | [illegible] | [illegible] |
| [illegible] | 12 | – | – | 12 |
| [illegible] | [illegible] | [illegible] | – | [illegible] |
| [illegible] | | (1,849) | – | (1,849) |
| [illegible] | – | [illegible] | [illegible] | 658 |
| **At 30 June 2021** | **897** | **757,107** | **10,216** | **768,220** |
| **Accumulated amortisation** | | | | |
| [illegible] | – | [illegible] | [illegible] | 120,915 |
| [illegible] | – | [illegible] | | [illegible] |
| [illegible] | | (14) | | (14) |
| [illegible] | 40 | 34,542 | 109 | [illegible] |
| **At 30 June 2021** | **40** | **154,396** | **1,034** | **155,470** |
| **Net book value** | | | | |
| **At 30 June 2021** | **857** | **602,711** | **9,182** | **612,750** |
| [illegible] | – | [illegible] | [illegible] | 593,660 |

[illegible]

[illegible]

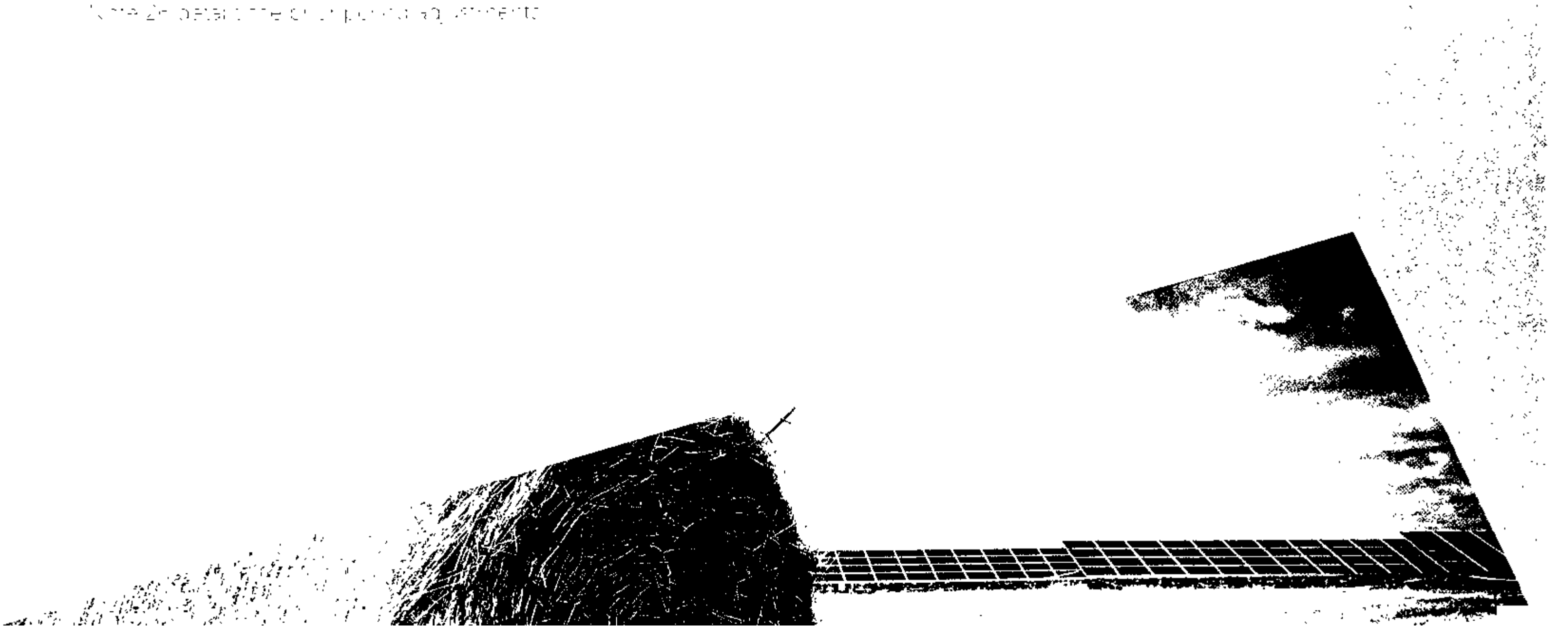
[illegible]

[illegible]

[illegible]

[illegible]

[illegible]



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

| Group | Land and buildings £'000 | Power stations £'000 | Plant and machinery (restated) £'000 | Network assets | Assets under construction £'000 | Total (restated) £'000 |
|---|---|---|---|---|---|---|
| **Cost** | | | | | | |
| [illegible] | [illegible] | [illegible] | [illegible] | | [illegible] | [illegible] |
| [illegible] | [illegible] | [illegible] | [illegible] | | [illegible] | [illegible] |
| [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] |
| [illegible] | [illegible] | – | [illegible] | – | – | [illegible] |
| [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | – |
| [illegible] | [illegible] | [illegible] | [illegible] | – | – | [illegible] |
| **At 30 June 2021** | **8,531** | **317,467** | **1,664,925** | **27,288** | **43,277** | **2,061,488** |
| **Accumulated depreciation** | | | | | | |
| [illegible] | [illegible] | [illegible] | [illegible] | – | – | [illegible] |
| [illegible] | [illegible] | [illegible] | [illegible] | [illegible] | – | [illegible] |
| [illegible] | [illegible] | [illegible] | [illegible] | – | – | [illegible] |
| [illegible] | [illegible] | – | [illegible] | | – | [illegible] |
| **At 30 June 2021** | **4,410** | **90,059** | **414,559** | **1,290** | **–** | **510,318** |
| **Net book value** | | | | | | |
| **At 30 June 2021** | **4,121** | **227,408** | **1,250,366** | **25,998** | **43,277** | **1,551,170** |
| [illegible] | [illegible] | [illegible] | [illegible] | – | [illegible] | [illegible] |

[illegible]

[illegible]

[illegible]

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

| Group | Joint venture £'000 | Unlisted investments £'000 | Total £'000 |
|---|---|---|---|
| **Cost and net book value** | | | |
| At 1 July 2020 | 11,201 | 1,067 | 12,268 |
| Additions | | 30,066 | 30,066 |
| Disposal | (10,778) | (20,133) | (30,911) |
| Dividends received | (1,500) | | (1,500) |
| Share of profit after tax | 1,077 | – | 1,077 |
| **At 30 June 2021** | **–** | **11,000** | **11,000** |
| At 30 June 2020 | 11,201 | 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 £28,880,000. 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 |
|---|---|---|
| **Cost** | | |
| At incorporation | – | – |
| Additions | 2,311,678 | 2,311,678 |
| Disposals | – | – |
| **At 30 June 2021** | **2,311,678** | **2,311,678** |
| **Accumulated impairments** | | |
| At incorporation | | |
| Reversal of impairments | – | – |
| Impairments | 195,312 | 195,312 |
| **At 30 June 2021** | **195,312** | **195,312** |
| **Net book value** | | |
| **At 30 June 2021** | **2,116,366** | **2,116,366** |
| At incorporation | – | – |

Details of related undertakings are shown in note 29. The additions of subsidiary undertakings in Fern Trading Limited (formerly Fern Trading Group Limited) relate to a group reorganisation that occurred on 10 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 Fibre group of companies from Fern Trading Group Limited (formerly Fern Trading Limited).

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

Unlisted investments comprise the Group's holding of the members' capital of Tendo LLP, a funding business, and a shareholding in Bracken Trading Limited. Fern acquired [illegible] in October 2019 with the intention of [illegible]. Additions and disposals of unlisted investments relate to investments and divestments in Tendo LLP in line with Fern's cash requirements and future surplus funds. Fern has a small shareholding in Bracken Trading Limited from time to time. Fern's investment in Bracken Trading Limited at 30 June 2021 was £Nil (30 June 2020: £nil). The directors do not consider Fern to control Bracken Trading Limited and it is not a subsidiary undertaking of Fern Trading Limited (formerly Fern Trading Group Limited).

Cash includes cash in hand and deposits repayable on demand.

Restricted cash represents cash for which the Group does not have immediate and direct access or for which regulatory or legal requirements restrict the use of the cash.

| | Group | |
|---|---|---|
| | **2021** | 2020 |
| | **£'000** | £'000 |
| Cash at bank and in hand | 117,141 | 150,482 |
| Restricted cash | 55,337 | 56,206 |
| **Cash at bank and in hand** | **172,478** | **206,688** |

The Company had a cash balance of £1,517,459 as at 30 June 2021, none of which was restricted.

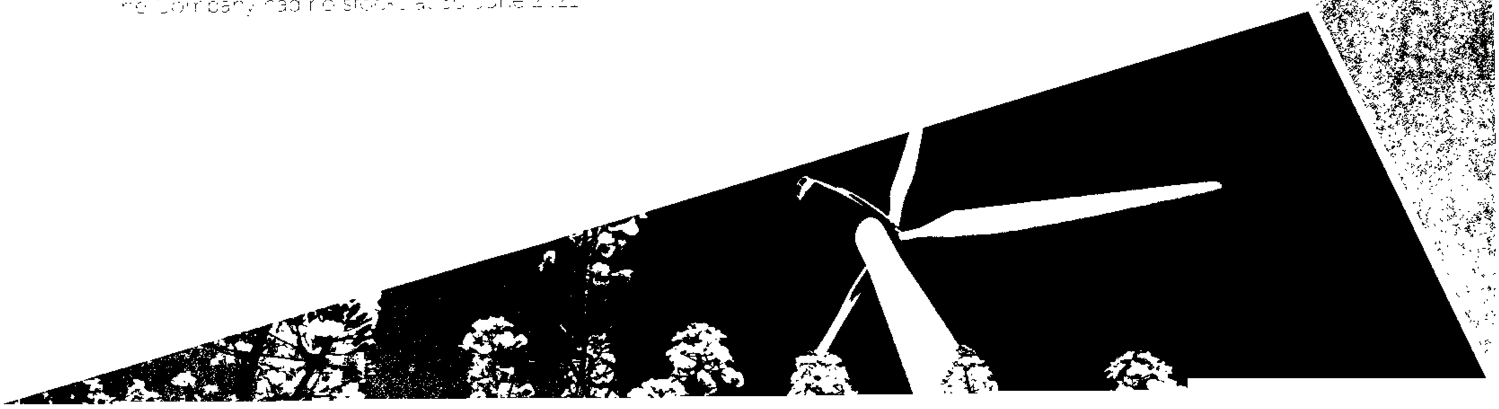
| | Group | |
|---|---|---|
| | **2021** | 2020 |
| | **£'000** | £'000 |
| Fuel stock | **2,195** | 2,594 |
| Fuel, spare parts and consumables | **18,593** | 17,172 |
| Property development WIP | **73,923** | 55,040 |
| | **94,711** | 74,806 |

The amount of stocks recognised as an expense during the year was £11,212,000 (2020: £48,891,000).

Included in the fuel, spare parts and consumables stock value is a provision of £459,000 for unusable fuel stock (2020: £108,000).

There has been no impairment recognised during the year on stock (2020: none). No inventory has been pledged as security for liabilities (2020: none).

The Company had no stock at 30 June 2021.



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

| | Group | | Company |
|---|---|---|---|
| | 2021 | [illegible] | 2021 |
| | £'000 | [illegible] | £'000 |
| **Amounts falling due after one year** | | | |
| [illegible] | **16,128** | [illegible] | – |
| **Amounts falling due within one year** | | | |
| [illegible] | **369,384** | [illegible] | – |
| [illegible] | **16,121** | [illegible] | **8** |
| [illegible] | **3,950** | [illegible] | **12,751** |
| [illegible] | **27,696** | [illegible] | **5,008** |
| [illegible] | **6,603** | [illegible] | – |
| [illegible] | **6,469** | [illegible] | – |
| [illegible] | **154,375** | [illegible] | **32,616** |
| | **600,726** | [illegible] | **50,383** |

[illegible]

[illegible]

[illegible]

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

| | Group 2021 £'000 | Group 2020 £'000 | Company 2021 £'000 |
|---|---|---|---|
| Bank loans and overdrafts | 47,386 | 99,788 | – |
| Trade creditors | 23,390 | 15,403 | 16 |
| Other loans | – | 8,359 | – |
| [illegible] | – | 19 | – |
| Other creditors | 61,165 | 19,601 | – |
| Amounts due to related parties | – | | 20,203 |
| Finance leases | 3,147 | 2,512 | – |
| Derivative financial instruments | 143 | 20,071 | – |
| Accruals and deferred income | 72,087 | 67,060 | 2,705 |
| | 207,318 | 232,813 | 22,924 |

| Amounts falling due between one and five years | Group 2021 £'000 | Group 2020 £'000 |
|---|---|---|
| Bank loans and overdrafts | 247,297 | 269,225 |
| Finance leases | 6,125 | 2,078 |
| Derivative financial instruments | – | 2,658 |
| Other creditors | 5,415 | 9,1[illegible] |
| | 258,837 | 283,097 |

| Amounts falling due after more than five years | Group 2021 £'000 | Group (restated) 2020 £'000 |
|---|---|---|
| Bank loans and overdrafts | 577,235 | 714,480 |
| Finance leases | 24,495 | 28,928 |
| Derivative financial instruments | 42,772 | 84,819 |
| | 644,502 | 828,227 |
| | | |
| Total creditors falling due after more than one year | 903,339 | 1,111,324 |

The Company has no creditors due in greater than one year.

Amounts owed to related parties are unsecured, non-interest bearing and repayable on demand.

Note [illegible] details the prior period adjustments.

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

| Group | 2021<br>£'000 | 2020<br>£'000 |
|---|---|---|
| Due within one year | **47,386** | 99,786 |
| [illegible] | **247,297** | 269,225 |
| [illegible] | **577,235** | 714,480 |
| | **871,918** | 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 as held by the subsidiary shown below.

| | Interest rate | 2021<br>£'000 | 2020<br>£'000 |
|---|---|---|---|
| [illegible] Energy Limited | 6 month LIBOR plus 1.60% | **438,140** | 488,119 |
| [illegible] Energy and Infrastructure Limited | LIBOR/EURIBOR plus 2.00% | – | 32,008 |
| [illegible] 2 Limited | 3 month EURIBOR plus 1.20% | **8,613** | 10,083 |
| [illegible] Energy 2 Limited | Fixed rate 1.70% | **26,382** | 30,250 |
| [illegible] Limited | 6 month LIBOR plus 1.50% | **295,344** | 316,627 |
| [illegible] Solar Farm [illegible] Limited | 1 month BSSY plus 1.85% | – | 84,082 |
| [illegible] Renewable Energy [illegible] Limited | 6 month LIBOR plus 2.35% | **103,439** | 121,662 |
| | | **871,918** | 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 result in no commercial impact to the business.

### Finance leases

The future minimum finance lease payments are as follows:

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

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

| | (restated) Decommissioning provision £'000 | (restated) Deferred tax £'000 | (restated) Total £'000 |
|---|---|---|---|
| **Group** | | | |
| [illegible] | 17,453 | 36,484 | 53,937 |
| [illegible] | (239) | 8,046 | 7,807 |
| [illegible] | 3,773 | – | [illegible] |
| [illegible] | 262 | – | 262 |
| [illegible] | 101 | (4,203) | (4,102) |
| [illegible] | (511) | (2,182) | (2,693) |
| **At 30 June 2021** | **20,439** | **38,145** | **58,584** |

| | 2021 £'000 | 2020 £'000 |
|---|---|---|
| **Group** | | |
| **Allotted, called-up and fully paid** | | |
| [illegible] | 149,676 | 158,435 |

| | 2021 £'000 |
|---|---|
| **Company** | |
| **Allotted, called-up and fully paid** | |
| [illegible] | 149,676 |

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

[illegible]

[illegible]

[illegible]

[illegible]

### Cash flow hedge reserve

[illegible]

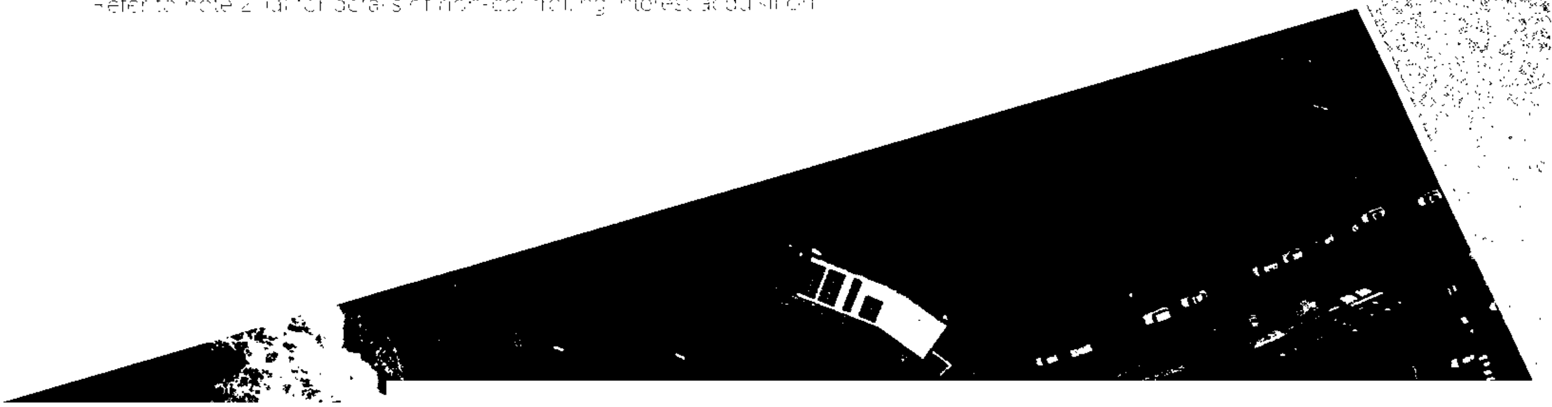
### Merger reserve

[illegible]

[illegible]

| Group | Note | Group 2021 £'000 | 2020 £'000 |
|---|---|---|---|
| [illegible] | | **9,570** | 15,478 |
| [illegible] | 27 | **(1,842)** | (2,500) |
| [illegible] | | **(4,007)** | (3,368) |
| [illegible] | | **3,721** | 9,570 |

Refer to note 27 [illegible]



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

[illegible]

Carrying amounts of financial assets and liabilities

| Group | Group 2021 £'000 | (restated) 2020 £'000 | Company 2021 £'000 |
|---|---|---|---|
| **Carrying amount of financial assets** | | | |
| [illegible] | **433,280** | [illegible] | **17,767** |
| [illegible] | **6,469** | 14,091 | – |
| **Carrying amount of financial liabilities** | | | |
| [illegible] | **956,384** | [illegible] | **16** |
| [illegible] restated | **42,772** | 107,548 | – |

Note [illegible]

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

Derivative financial instruments

[illegible]

### a) Market risk

Currency risk

[illegible]

Transactional exposures

[illegible]

Translational exposures

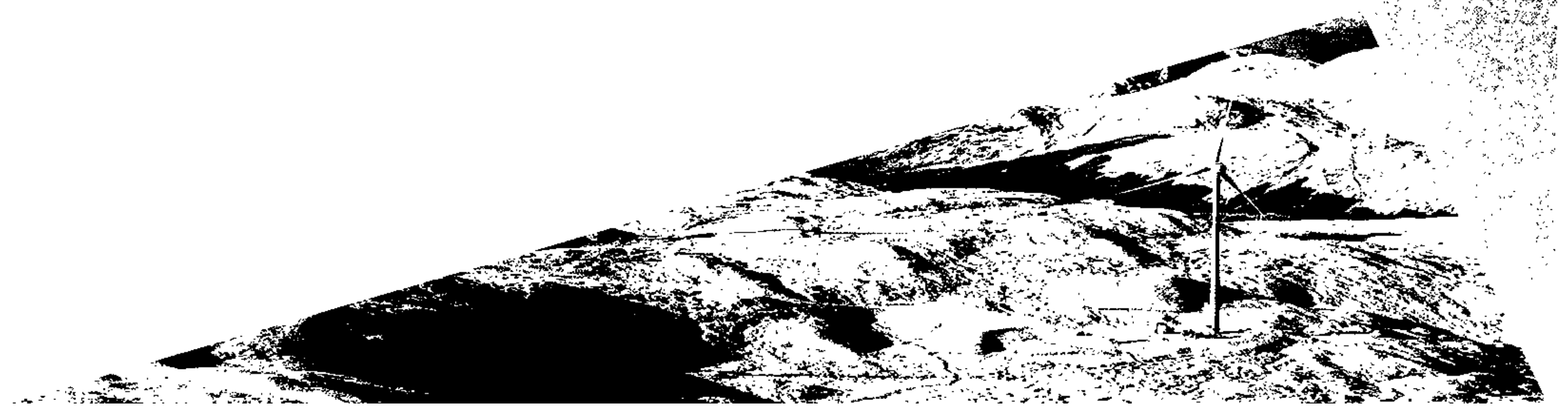
[illegible]

Interest rate risk

[illegible]

Price risk

[illegible]



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

## b) Credit risk

Customer credit risk is mitigated through the Group's credit control procedures [illegible] to ensure that our customers have an appropriate credit history and are monitored on an ongoing basis.

## c) Liquidity risk

Liquidity risks are managed by ensuring that sufficient cash is available to fund continuing and future operations.

Liquidity risk based on bank covenants in place across the Group [illegible] managed through careful monitoring of covenants and [illegible] debt. Borrowing [illegible] revenue [illegible] throughout the year [illegible] interest and [illegible] Cash flow risk is managed through ongoing cash flow forecasting to ensure [illegible] are sufficient to meet liabilities as they fall due.

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

| Group | 2021 £'000 | 2020 £'000 |
|---|---|---|
| Contracted for but not provided in the financial statements | 90,156 | 92,879 |
| Authorised but not contracted for | 92,683 | 101,900 |

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

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | Land and buildings £'000 | Other £'000 | Land and buildings £'000 | Other £'000 |
| Payments due: | | | | |
| Not later than one year | 8,031 | 749 | 6,945 | 355 |
| Later than one year and not later than five years | 30,369 | 1,686 | 28,025 | 469 |
| Later than five years | 118,932 | 9 | 114,697 | 9 |
| | 157,332 | 2,444 | 149,667 | 833 |

The Group has no other off-balance sheet arrangements (2020: none).

## 4

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

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

Under FRS 102 33.1A disclosures need not be given of transactions entered into between two or more members of a Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

During the year fees of £[illegible] (2020: £62,000) were received by the Group for management and accountancy services provided to Yorkshire Windpower Limited, a joint venture of the Group. Yorkshire Windpower Limited was acquired by the Group on the 1st of March 2021 and therefore at the year end £[illegible] (2020: £[illegible]) was outstanding.

During the year fees of £6,154,000 (2020: £6,229,000) were charged to the Group by Octopus Investments Limited, a related party due to its significant influence over the entity. Octopus Investments Limited was recharged legal and professional fees totalling £16,000 (2020: £28,000) by the Group. At the year end, an amount of £[illegible] (2020: £44,000) was outstanding which is included in trade creditors.

The Group is entitled to a profit share as a result of its investment in [illegible] LLP, a related party due to key management personnel in common. In 2021 a share of profit equal to £449,000 (2020: £945,000) has been recognised by the Group. At the year end, the Group had an interest in the member's capital of £10,000,000 (2020: £[illegible]) and accrued income due of £[illegible] (2020: £1,094,000).

The Group engages in lending activities which include loans provided to related parties. Regarding entities with key management personnel in common, loans of £[illegible] (2020: £218,870,000), accrued income of £[illegible] (2020: £14,807,000) and deferred income of £[illegible] (2020: £[illegible]) were outstanding at year end. During the year interest income of £[illegible] (2020: £30,265,000) and fees of £[illegible] (2020: £[illegible]) were recognised in relation to these loans.

During the year the Group acquired [illegible] power companies from entities managed by Octopus Investments Limited, a related party. See note 17 for details of the companies acquired.

As at 30 June 2021 £[illegible] (2020: £[illegible]) was owed to the Company by Bracken Trading Limited, a related party by key management personnel in common.

Under FRS 102 33.1A disclosures need not be given of transactions entered into between two or more members of a Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Other than the transactions disclosed above, the Company had no other related party transactions with its wholly owned subsidiary members of the Group.

In the opinion of the directors there is no ultimate controlling party or parent company.

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

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

[illegible]

[illegible]

| Group | Year ended 30 June 2019 (as stated) £'000 | Adjustments £'000 | Year ended 30 June 2019 (restated) £'000 |
|---|---|---|---|
| [illegible] | (17,971) | [illegible] | [illegible] |
| [illegible] | 71,608 | (2,247) | [illegible] |
| [illegible] | [illegible] | [illegible] | [illegible] |

| Group | Year ended 30 June 2020 (as stated) £'000 | Accumulated adjustments £'000 | Year ended 30 June 2020 (restated) £'000 |
|---|---|---|---|
| [illegible] | [illegible] | (18,684) | [illegible] |
| [illegible] | 51,388 | (515) | 50,873 |
| [illegible] | (79,651) | (5,168) | (84,819) |
| [illegible] | 34,837 | 1,647 | 36,484 |
| [illegible] | 4,131 | (1,647) | 2,484 |

## b) Reclassification of other income

[illegible]

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

### c) Goodwill

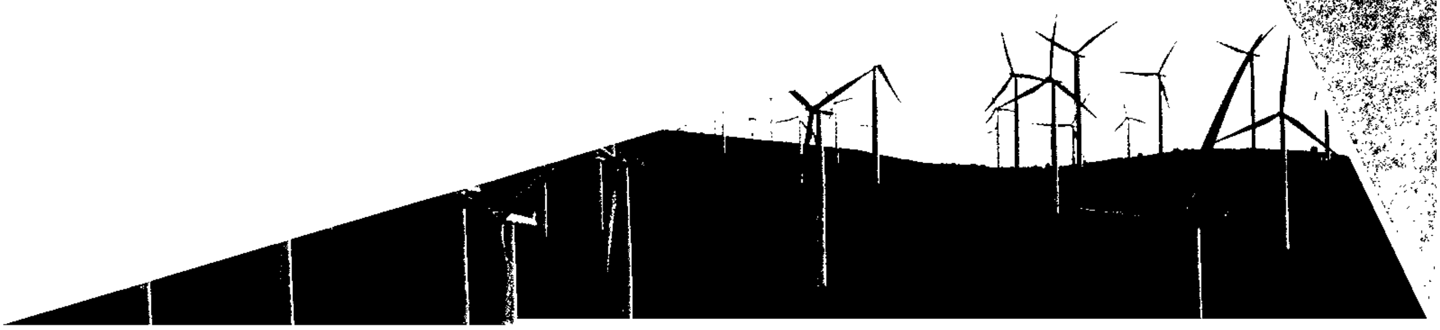
[illegible]

| Group | Year ended 30 June 2020 (as stated) £'000 | Adjustment £'000 | Year ended 30 June 2020 (restated) £'000 |
|---|---|---|---|
| [illegible] | 715,118 | (10,839) | 704,279 |
| [illegible] | (135,870) | 15,580 | (120,290) |
| [illegible] | 31,218 | 2,771 | 33,969 |

[illegible]

### d) Decommissioning provision

[illegible]



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

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

[illegible]

### b) CEPE Berceronne SARL

[illegible]

[illegible]

| Consideration | €'000 | Exchange rate | £'000 |
|---|---|---|---|
| [illegible] | 308 | 1.1058 | 280 |
| **Total consideration** | **308** | **1.1058** | **280** |

[illegible]

| | Book values | Adjustments | Fair value | Book value | Adjustments | Fair value |
|---|---|---|---|---|---|---|
| | €000 | €000 | €000 | £000 | £000 | £000 |
| [illegible] | 204 | – | 204 | 185 | – | 185 |
| [illegible] | [illegible] | – | [illegible] | 12 | – | [illegible] |
| [illegible] | 10 | – | [illegible] | 9 | – | [illegible] |
| **Net liabilities acquired** | **227** | **–** | **227** | **206** | **–** | **206** |
| [illegible] | | | 81 | | | 74 |
| **Total consideration** | | | **308** | | | **280** |

[illegible]

[illegible]

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

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

[illegible]

[illegible]

| Consideration | €'000 | Exchange Rate | £'000 |
|---|---|---|---|
| [illegible] | 9,990 | 1.1637 | 8,585 |
| [illegible] | 568 | 1.1637 | 488 |
| **Total consideration** | **10,558** | | **9,073** |

[illegible]

| | Book values €'000 | Adjustments €'000 | Fair value €'000 | Book values £'000 | Adjustments £'000 | Fair value £'000 |
|---|---|---|---|---|---|---|
| [illegible] | 9,257 | - | 9,257 | 7,955 | - | 7,955 |
| [illegible] | 3 | - | 3 | 3 | - | 3 |
| [illegible] | 80 | - | 80 | 68 | | 68 |
| [illegible] | 179 | | 179 | 154 | | 154 |
| [illegible] | (1) | | (1) | (1) | - | (1) |
| **Net liabilities acquired** | **9,518** | **–** | **9,518** | **8,179** | **–** | **8,179** |
| [illegible] | | | 1,040 | | | 894 |
| **Total consideration** | | | **10,558** | | | **9,073** |

[illegible]

[illegible]

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

## d) Vorboss Limited acquisition

[illegible]

[illegible]

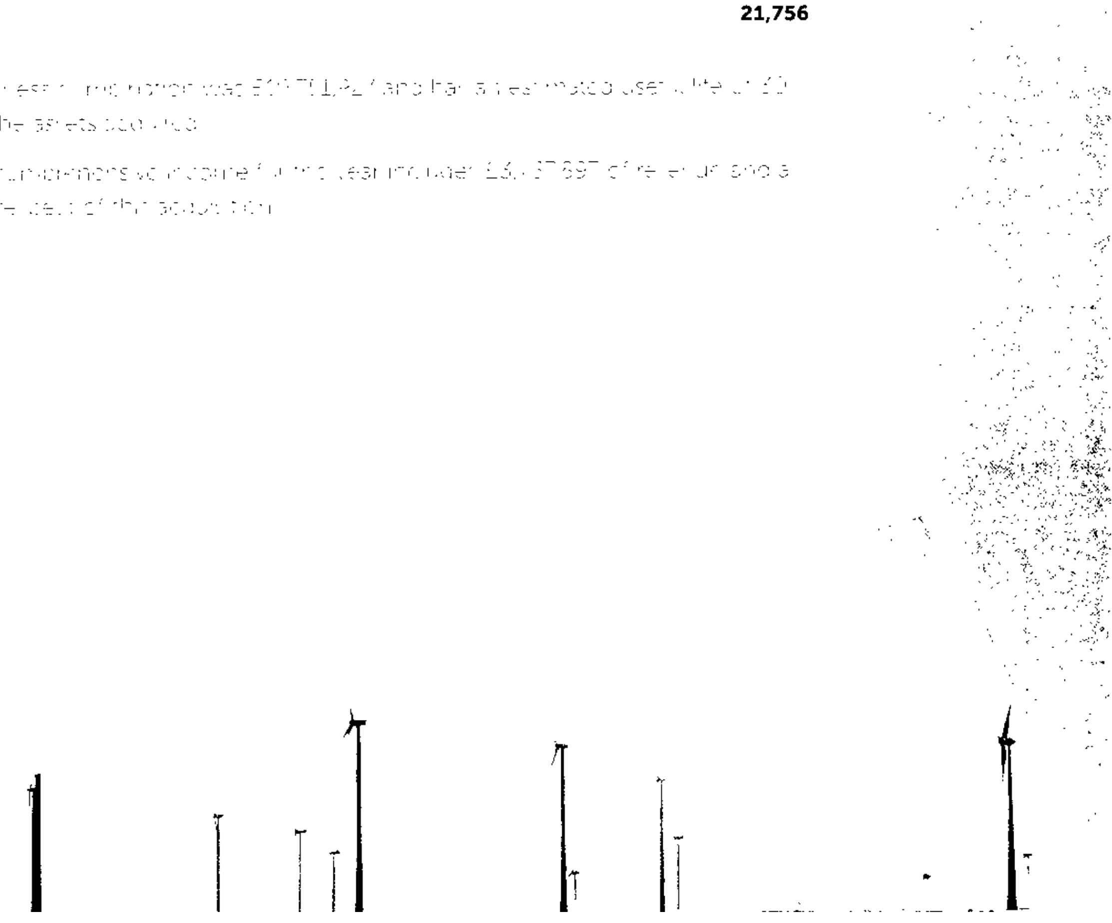
| Consideration | £'000 |
|---|---|
| [illegible] | 14,78[illegible] |
| [illegible] | 2,256 |
| [illegible] | 4,718 |
| **Total consideration** | **21,756** |

[illegible]

| | Book values £'000 | Adjustments £'000 | Fair value £'000 |
|---|---|---|---|
| [illegible] | [illegible] | – | [illegible] |
| [illegible] | 22 | – | 22 |
| [illegible] | [illegible] | | 1,457 |
| [illegible] | [illegible] | | 715 |
| [illegible] | 9 | – | 97 |
| [illegible] | (1,549) | – | (1,549) |
| **Net assets acquired** | **2,004** | **–** | **2,004** |
| [illegible] | | | 19,752 |
| **Total consideration** | | | **21,756** |

[illegible]

[illegible]



# 4 FINANCIAL STATEMENTS 30 JUNE 2021

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

### e) Giganet Limited acquisition

On 15 April 2021 the Group acquired Giganet Limited (formerly MU2 Solution Limited), a supplier of fibre networks, through the purchase of 100% of the share capital for consideration of £2,715,763 and contingent deferred consideration of £1,556,187.

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 |
| Directly attributable costs | 26 |
| **Total consideration** | **4,272** |

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 | (310) | – | (310) |
| Trade and other receivables | 124 | | 124 |
| Cash and cash equivalents | 104 | – | 104 |
| Prepayments and accrued income | 1 | – | 1 |
| Other loans | (11) | – | (11) |
| **Net assets acquired** | **84** | **–** | **84** |
| Goodwill | | | 4,188 |
| **Total consideration** | | | **4,272** |

Goodwill resulting from the business combination was £4,187,514 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 £605,421 of revenue and a loss before tax of £824,373 in respect of this acquisition.

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

## f) Reserve power acquisition

[illegible]

[illegible]

| Consideration | £'000 |
|---|---|
| [illegible] | [illegible] |
| **Total consideration** | **1,270** |

[illegible]

| | Book values | Adjustments | Fair value |
|---|---|---|---|
| | £'000 | £'000 | £'000 |
| [illegible] | 58,190 | (19,942) | 38,248 |
| [illegible] | – | – | |
| [illegible] | 1,712 | – | 1,712 |
| [illegible] | [illegible] | – | [illegible] |
| [illegible] | [illegible] | – | [illegible] |
| [illegible] | (42,506) | | (42,506) |
| [illegible] | [illegible] | – | [illegible] |
| **Net assets acquired** | **21,212** | **(19,942)** | **1,270** |
| [illegible] | | | |
| **Total consideration** | | | **1,270** |

[illegible]

[illegible]

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

### g) Snetterton acquisition

On 27 April 2021 the Group acquired Snetterton Renewable Power Holdings Limited and its subsidiary undertakings through the purchase of [illegible] of the share capital for consideration of £[illegible].

The following table summarises 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 [illegible].

| Consideration | £'000 |
|---|---|
| Cash | 175,965 |
| Directly attributable costs | 473 |
| **Total consideration** | **176,438** |

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

| | Book values £'000 | Adjustments £'000 | Fair value £'000 |
|---|---|---|---|
| Fixed assets | 148,240 | – | 148,240 |
| [illegible] | 8,665 | – | 8,665 |
| [illegible] | 6,019 | – | 6,019 |
| [illegible] | 2,917 | 87 | 3,004 |
| [illegible] | (8,1[illegible]) | – | (8,1[illegible]) |
| [illegible] | 1,10[illegible] | – | 1,105 |
| **Net assets acquired** | **158,771** | **87** | **158,858** |
| Goodwill | | | 17,580 |
| **Total consideration** | | | **176,438** |

Goodwill resulting from the business combination was £1[illegible]58[illegible],000 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 £[illegible]422,[illegible] of revenue and a profit before tax of £[illegible] in respect of this acquisition.

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

### h) Rangeford Holdings Limited acquisition

On 28 June 2021 the Group acquired Rangeford Chertsey Limited (formerly known as [illegible] Squared Property Development (Chertsey) Limited), a development site for a retirement village, through the purchase of 100% of the share capital for £8,881,275 in direct consideration, 2,500,000 in deferred consideration and 2,049,000 in deferred contingent consideration.

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

| **Consideration** | **£'000** |
|---|---|
| Cash | 8,666 |
| Deferred consideration | 2,500 |
| Deferred contingent consideration | 2,049 |
| Directly attributable costs | 215 |
| **Total consideration** | **13,430** |

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

| | **Book values** | **Adjustments** | **Fair value** |
|---|---|---|---|
| | **£'000** | **£'000** | **£'000** |
| Stock | 10,364 | 836 | 11,200 |
| **Net assets acquired** | **10,364** | **836** | **11,200** |
| Goodwill | | | 2,230 |
| **Total consideration** | | | **13,430** |

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

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

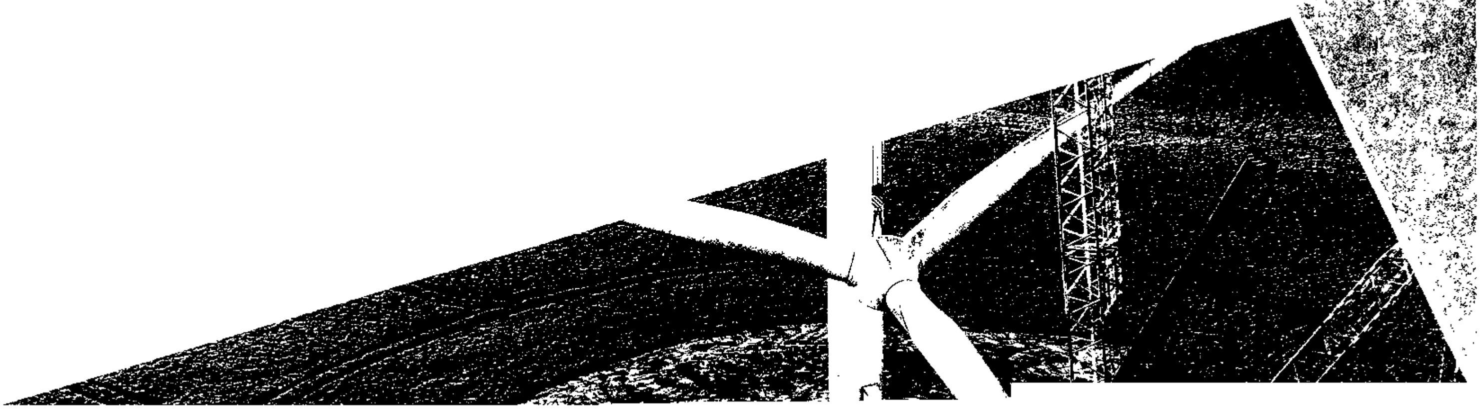
# Notes to the financial statements for the year ended 30 June 2021

Our reported results are prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 as detailed in the Financial Statements starting on page 35 of the Annual Report. In measuring our performance, the financial measures that we use include those that have been derived from our reported results in order to eliminate factors that distort year-on-year comparison. These are considered non-GAAP financial measures.

**Net debt**

We provide net debt in addition to cash and gross debt as a way of assessing our overall cash position and it is computed as follows:

| | Note | 2021 £'000 | 2020 £'000 |
|---|---|---|---|
| [illegible] | [illegible] | 871,918 | 1,083,491 |
| [illegible] | [illegible] | – | 8,359 |
| **Gross debt** | | **871,918** | **1,091,850** |
| Cash at bank and in hand | 11 | (172,478) | (206,688) |
| **Net debt** | | **699,440** | 885,162 |



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

## EBITDA

[illegible]

[illegible]

| | Note | 2021 £'000 | 2020 £'000 |
|---|---|---|---|
| **Loss for the financial year** | | (29,315) | (76,609) |
| [illegible] | | | |
| [illegible] | | 54,991 | 33,986 |
| [illegible] | | 85,917 | 73,610 |
| [illegible] | | 36,067 | 50,873 |
| [illegible] | | - | 21,628 |
| [illegible] | | 8,143 | 9,554 |
| [illegible] | | | |
| [illegible] | | (449) | (945) |
| [illegible] | | (1,755) | 2,363 |
| [illegible] | | (28,168) | (17,991) |
| [illegible] | | (397) | (118) |
| **EBITDA** | | **104,036** | 144,418 |

[illegible]

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

Details of the subsidiary undertakings are as follows:

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| Abbots [illegible] Solar Energy Holding Limited | UK | Ordinary | 100% | Holding company |
| [illegible] SARL | France | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Holding company |
| Auchencarroch Energy Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Land Company Limited | UK | Ordinary | 100% | Energy generation |
| Avenue Solar Farm Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] SARL | France | Ordinary | 100% | Energy generation |
| [illegible] SARL | France | Ordinary | 100% | Holding company |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Holdings Limited | UK | Ordinary | 100% | Dormant company |
| [illegible] Wind Farm Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Estate Solar Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Solar Farm Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] UK Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |
| Boomerang Energy Limited | UK | Ordinary | 100% | Holding company |
| [illegible] Energy Limited | UK | Ordinary | 100% | Holding company |
| [illegible] Farming Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Solar Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Solar Developments Holdings Limited | UK | Ordinary | 100% | Holding company |
| [illegible] Solar Developments Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Power Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Power Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Holding company |
| [illegible] Limited | Ireland | Ordinary | 100% | Energy generation |
| [illegible] Solar Farm Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| Caudipe Limited[1] | UK | Ordinary | 100% | Energy generation |
| Cenai Energy and Infrastructure Limited | UK | Ordinary | 100% | Holding company |
| CEPE Benvonne SARL | France | Ordinary | 100% | Energy generation |
| CEPE du Grandsu SARL | France | Ordinary | 100% | Energy generation |
| CEPE de la Galesse SARL | France | Ordinary | 100% | Energy generation |
| CEPE du Faucimbe SARL | France | Ordinary | 100% | Energy generation |
| CEPE de Moissanne SARL[5] | 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 Seine SARL[6] | France | Ordinary | 100% | Energy generation |
| Chelson Meadow Energy Limited | UK | Ordinary | 100% | Energy generation |
| Chiston Solar Farm Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Chittering Solar Two Limited[11] | UK | Ordinary | 100% | Energy generation |
| Cigwyn Energy Limited | UK | Ordinary | 100% | Dormant company |
| Clann Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| Crammond Solar SPV 1 Limited[1] | UK | Ordinary | 100% | Energy generation |
| CLF Developments Limited | UK | Ordinary | 100% | Dormant company |
| CLF Envirogas Limited[11] | UK | Ordinary | 100% | Holding company |
| CLF Services Limited[1] | UK | Ordinary | 80% | Dormant company |
| CLPE 1991 Limited[1] | UK | Ordinary | 100% | Dormant company |
| CLPE 1993 Limited | UK | Ordinary | 100% | Holding company |
| CLPE Holdings Limited | UK | Ordinary | 100% | Holding company |
| CLPE Projects 1 Limited[1] | UK | Ordinary | 100% | Holding company |
| CLPE Projects 2 Limited | UK | Ordinary | 100% | Holding company |
| CLPE Projects 3 Limited[1] | UK | Ordinary | 100% | Holding company |
| CLPE ROC – 1 Limited | UK | Ordinary | 100% | Energy generation |
| CLPE ROC – 2 Limited[11] | UK | Ordinary | 100% | Energy generation |
| CLPE ROC – 3 Limited[1] | UK | Ordinary | 100% | Energy generation |
| CLPE ROC – 3A Limited | UK | Ordinary | 100% | Energy generation |
| CLPE ROC – 4 Limited[1] | UK | Ordinary | 100% | Energy generation |
| CLPE ROC – 4A Limited[11] | UK | Ordinary | 100% | Energy generation |
| Clyne Power Limited[11] | UK | Ordinary | 100% | Energy generation |
| Colsterworth Energy Limited[11] | UK | Ordinary | 100% | Energy generation |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| Comm2i Ltd | UK | Ordinary | 100% | Fibre network production |
| Common Bridge Energy Limited[1] | UK | Ordinary | 100% | Energy generation |
| Cotesbach Energy Limited[1] | UK | Ordinary | 100% | Energy generation |
| Clour Wind Farm (Scotland) Limited[5] | UK | Ordinary | 100% | Energy generation |
| Crapnell Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| Craymarsh Limited | UK | Ordinary | 100% | Energy generation |
| Cressing Solar Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| Cynon Power Limited[1] | UK | Ordinary | 100% | Energy generation |
| Dafen Reserve Power Limited[1] | UK | Ordinary | 100% | Energy generation |
| Dairy House Solar Limited[1] | UK | Ordinary | 100% | Energy generation |
| Darlington Point Holdco Pty Limited | Australia | Ordinary | 100% | Holding company |
| Darlington Point Solar Farm Pty Limited[10] | Australia | Ordinary | 91% | Holding company |
| Darlington Point Subholdco Pty Limited[1] | Australia | Ordinary | 100% | Holding company |
| Deepdale Farm Solar Limited[1] | UK | Ordinary | 100% | Energy generation |
| Drapers Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| Dyffryn Brodyn Limited[1] | UK | Ordinary | 100% | Energy generation |
| Eakring Limited[1] | UK | Ordinary | 100% | Holding company |
| Elecsol Camargue SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 7 SARL[4] | France | Ordinary | 90% | Energy generation |
| Elecsol France 11 SARL[4] | France | Ordinary | 90% | Energy generation |
| Elecsol France 15 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 19 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 22 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 24 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 25 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 28 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol France 41 SARL[4] | France | Ordinary | 100% | Energy generation |
| Elecsol Haut Var SARL[4] | France | Ordinary | 100% | Energy generation |
| Elios Energy 2 France SAS[4] | France | Ordinary | 100% | Holding company |
| Elios Energy 2 Limited | UK | Ordinary | 100% | Holding company |
| Elios Energy 3 France SAS[4] | France | Ordinary | 100% | Energy generation |
| Elios Energy DS3 Holdings 1 Limited | UK | Ordinary | 100% | Holding company |
| Elios Energy DS3 Holdings 2 Limited[1] | UK | Ordinary | 100% | Holding company |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| Elios Energy UK 3 Holdings 2 Limited[1] | UK | Ordinary | 100% | Holding company |
| Elios Energy Holdings 4 Limited | UK | Ordinary | 100% | Holding company |
| Elios Energy Holdings 3 Limited | UK | Ordinary | 100% | Holding company |
| Elios Energy Holdings Limited | UK | Ordinary | 100% | Holding company |
| Elios Renewable Energy Limited | UK | Ordinary | 100% | Holding company |
| Ellcombe Limited | UK | Ordinary | 100% | Energy generation |
| Energy Power Resources Limited | UK | Ordinary | 100% | Energy project development and management services |
| EPR Ely Limited[1] | UK | Ordinary | 100% | Energy generation |
| EPR Eye Limited[1] | UK | Ordinary | 100% | Energy generation |
| EPR Glanford Limited[1] | UK | Ordinary | 100% | Energy generation |
| EPR Renewable Energy Limited | UK | Ordinary | 100% | Holding company |
| EPR Scotland Limited[1] | UK | Ordinary | 100% | Energy generation |
| EPR Thetford Limited[1] | UK | Ordinary | 100% | Energy generation |
| Eucalyptus Energy Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Eucalyptus Energy Limited[1] | UK | Ordinary | 100% | Holding company |
| Feltwell Energy Limited[1] | UK | Ordinary | 100% | Energy generation |
| Fern Energy (Grange) Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Energy Cour Holdings Limited | UK | Ordinary | 100% | Holding company |
| Fern Energy Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Energy Jupiter Acquisitions Limited[1] | UK | Ordinary | 100% | Dormant company |
| Fern Energy Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Energy Partnership Holdings Limited[1] | UK | Ordinary | 100% | Dormant company |
| Fern Energy Ridgewind Acquisitions Limited | UK | Ordinary | 100% | Dormant company |
| Fern Energy RidgeWind Holdings Limited | UK | Ordinary | 100% | Dormant company |
| Fern Energy Whiteside Holdings Limited | UK | Ordinary | 100% | Dormant company |
| Fern Energy Wind Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Fibre Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Healthcare Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Infrastructure Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Renewable Energy Limited[1] | UK | Ordinary | 100% | Holding company |
| Fern Rooftop Solar (A)[1] | UK | Ordinary | 100% | Dormant company |
| Fern Rooftop Solar (Zestec) Ltd[1] | UK | Ordinary | 100% | Dormant company |

## 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 | UK | Ordinary | 100% | Holding company |
| Fern Energy Wind Holdings Limited | UK | Ordinary | 100% | Holding company |
| Fern Fibre Limited | UK | Ordinary | 100% | Holding company |
| Fern UK Power Developments Limited | UK | Ordinary | 100% | Dormant company |
| Fibrophos Limited | UK | Ordinary | 100% | Supply of fertiliser |
| Four Burrows Limited | UK | Ordinary | 100% | Energy generation |
| Fraisthorpe (Holding) Limited | UK | Ordinary | 100% | Dormant company |
| Fraisthorpe Wind Farm Limited | UK | Ordinary | 100% | Energy generation |
| Garlaff Energy Limited | UK | Ordinary | 100% | Dormant company |
| Giganet Fibre Ltd | UK | Ordinary | 100% | Fibre network production |
| Giganet Limited | UK | Ordinary | 100% | Fibre network production |
| Glenchamber Wind Energy Limited | UK | Ordinary | 100% | Energy generation |
| Grange Wind Farm Limited | UK | Ordinary | 100% | Energy generation |
| Guardbridge SP z o.o. | Poland | Ordinary | 100% | Energy generation |
| Harbourne Power Limited | UK | Ordinary | 100% | Energy generation |
| Haymaker (Mount Mill) Limited | UK | Ordinary | 100% | Energy generation |
| Haymaker (Natewood) Holdings Limited | UK | Ordinary | 100% | Holding company |
| Haymaker (Natewood) Ltd | UK | Ordinary | 100% | Energy generation |
| Haymaker (Oaklands) Holdings Limited | UK | Ordinary | 100% | Holding company |
| Haymaker (Oaklands) Ltd | UK | Ordinary | 100% | Energy generation |
| Hearn Power 2 Limited | UK | Ordinary | 100% | Holding company |
| Hearn Power Limited | UK | Ordinary | 100% | Holding company |
| Higher Knapp Farm Limited | UK | Ordinary | 100% | Energy generation |
| Hill End Farm Limited | UK | Ordinary | 100% | Energy generation |
| Hollamoor Limited | UK | Ordinary | 100% | Energy generation |
| Hurst [illegible] 1 Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Power Limited | UK | Ordinary | 100% | Energy generation |
| Jameson 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 |
| Larigan Power Limited | UK | Ordinary | 100% | Energy generation |
| Lenham Solar Limited | UK | Ordinary | 100% | Energy generation |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| Little T[illegible] Solar Limited | UK | Ordinary | 100% | Energy generation |
| Littleton Solar Farm Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Communications Ltd | UK | Ordinary | 100% | Fibre network operation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| Luminance Solar Limited | UK | Ordinary | 100% | Energy generation |
| M12 Solutions Limited | UK | Ordinary | 100% | Holding company |
| Manston Thorne Limited | UK | Ordinary | 100% | Energy generation |
| March Energy Limited | UK | Ordinary | 100% | Energy generation |
| Marley Thatch Solar Ltd | UK | Ordinary | 100% | Energy generation |
| Meadows Farm Limited | UK | Ordinary | 100% | Energy generation |
| Melbourn Solar Limited | UK | Ordinary | 100% | Energy generation |
| Melton LG Energy Limited | UK | Ordinary | 100% | Holding company |
| Melton LG Holding Limited | UK | Ordinary | 100% | Holding company |
| Melton LG ROC Limited | UK | Ordinary | 100% | Asset leasing company |
| Melton Renewable Energy Holdings Limited | UK | Ordinary | 100% | Holding company |
| Melton Renewable Energy Newco Limited | UK | Ordinary | 100% | Holding company |
| Melton Renewable Energy UK Limited | UK | Ordinary | 100% | Holding company |
| Mill Hill Farm Solar Limited | UK | Ordinary | 100% | Energy generation |
| Mingay Farm Holding Limited | UK | Ordinary | 100% | Holding company |
| MSP Decoy Ltd | UK | Ordinary | 100% | Energy generation |
| MSP [illegible]strete Ltd | UK | Ordinary | 100% | Energy generation |
| MSP Tregassow Limited | UK | Ordinary | 100% | Energy generation |
| MTS Hatchlands Solar Ltd | UK | Ordinary | 100% | Energy generation |
| Nevern Power Limited | UK | Ordinary | 100% | Energy generation |
| New Row Farm Limited | UK | Ordinary | 100% | Energy generation |
| Newlands Solar Limited | UK | Ordinary | 100% | Energy generation |
| N[illegible] Farm Limited | UK | Ordinary | 100% | Energy generation |
| Nordic Power Development Limited | UK | Ordinary | 100% | Holding company |
| North Perrott Fruit Farm Limited | UK | Ordinary | 100% | Energy generation |
| Notos Energy Limited | UK | Ordinary | 100% | Holding company |
| Ogmore Power Limited | UK | Ordinary | 100% | Energy generation |
| [illegible]onal Energy Recovery Holdings Limited | UK | Ordinary | 100% | Holding company |

## 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 Wedgehill Solar Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Orta Wedgehill Solar Limited[1] | UK | Ordinary | 100% | Energy generation |
| Palfreys Barton Limited | UK | Ordinary | 100% | Energy generation |
| Parc au Holdings Limited[2] | UK | Ordinary | 100% | Holding company |
| Parcau Limited[1] | UK | Ordinary | 100% | Energy generation |
| Park Broadband Limited[1] | UK | Ordinary | 100% | Fibre network production |
| Pearmat Solar 2 Ltd[2] | UK | Ordinary | 100% | Energy generation |
| Pitchford (Condover Airfield & Stockboton) Limited[1] | UK | Ordinary | 100% | Energy generation |
| Pitts Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| Porthcris Solar Limited[1] | UK | Ordinary | 100% | Holding company |
| Pyms Lane Solar Limited[1] | UK | Ordinary | 100% | Energy generation |
| Queens Park Road Energy Limited[1] | UK | Ordinary | 100% | Energy generation |
| Rangeford Care Limited[2] | UK | Ordinary | 100% | Care services for a retirement village |
| Rangeford Chertsey Limited[1] | UK | Ordinary | 100% | Retirement village development |
| Rangeford Chigwell Limited | UK | Ordinary | 100% | Care services for a retirement village |
| Rangeford Cirencester Limited | UK | Ordinary | 100% | Retirement village development |
| Rangeford Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| Rangeford Pickering Limited[1] | UK | Ordinary | 100% | Retirement village development |
| Rangeford PAP Limited[2] | UK | Ordinary | 100% | Retirement village development |
| Rangeford Retirement Living Holdings Ltd[1] | UK | Ordinary | 100% | Holding company |
| Reaches Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| Redlake Power Limited[2] | UK | Ordinary | 100% | Energy generation |
| Ridge Wind Acquisition Limited[2] | UK | Ordinary | 100% | Holding company |
| Ryston Estate Limited[2] | UK | Ordinary | 100% | Energy generation |
| Tommat SARL[4] | France | Ordinary | 100% | Energy generation |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| [illegible] | [illegible] | Ordinary | [illegible] | Energy generation |
| [illegible] | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | [illegible] | Holding company |
| [illegible] Limited | UK | Ordinary | [illegible] | Energy generation |
| [illegible] Limited | UK | Ordinary | [illegible] | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |
| Slaughtergate Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Renewable Power [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Renewable Power Holdings Limited | UK | Ordinary | 100% | Dormant company |
| [illegible] Renewable Power Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] | France | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| Stellar Power Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Energy Limited | UK | Ordinary | 100% | Dormant company |
| [illegible] Energy Limited | UK | Ordinary | 100% | Holding company |
| [illegible] Energy Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 80% | Holding company |
| [illegible] Limited | UK | Ordinary | 100% | Fibre network production |
| [illegible] Services Limited | UK | Ordinary | 80% | Fibre network production |
| [illegible] Limited | UK | Ordinary | 80% | Holding company |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| [illegible] Limited | UK | Ordinary | 100% | Energy generation |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| The Fern Power Company Limited | UK | Ordinary | 100% | Holding company |
| The Hollies Solar Farm Limited | UK | Ordinary | 100% | Energy generation |
| Thoresby Estate (Budby) Limited | UK | Ordinary | 100% | Energy generation |
| Tillingham Power Limited | UK | Ordinary | 100% | Energy generation |
| Toolus Energy Limited | UK | Ordinary | 100% | Energy generation |
| Trebown Farm Limited | UK | Ordinary | 100% | Energy generation |
| Turves Solar Limited | UK | Ordinary | 100% | Energy generation |
| UKSF 15 Solar Limited | UK | Ordinary | 100% | Energy generation |
| United Mines Energy Limited | UK | Ordinary | 100% | Energy generation |
| Victoria Solar Limited | UK | Ordinary | 100% | Energy generation |
| Viners Energy Limited | UK | Ordinary | 100% | Holding company |
| Vitrifi Limited | UK | Ordinary | 100% | Software development |
| Voltafrance 01 SARL[4] | France | Ordinary | 100% | Energy generation |
| Voltafrance 02 SARL | France | Ordinary | 100% | Energy generation |
| Voltafrance 15 SARL[4] | France | Ordinary | 100% | Energy generation |
| Voltafrance SARL[4] | France | Ordinary | 100% | Energy generation |
| Vorboss Limited | UK | Ordinary | 100% | Fibre network operations |
| Vorboss US Inc | USA | Ordinary | 100% | Fibre network operations |
| Voyrinkangas Wind Farm Oy | Finland | Ordinary | 100% | Energy generation |
| Wadswick Green Limited | UK | Ordinary | 100% | Retirement village operator |
| Wadswick Green Property Services Limited | UK | Ordinary | 100% | Service charge administrator |
| Warrington Power Limited | UK | Ordinary | 100% | Energy generation |
| Waterloo Solar Park Holdings Limited | UK | Ordinary | 100% | Holding company |
| Waterloo Solar Park Limited | UK | Ordinary | 100% | Energy generation |
| Week Farm 2 Limited | UK | Ordinary | 100% | Energy generation |
| Westwood Power Limited | UK | Ordinary | 100% | Energy generation |
| Westwood Solar Limited | UK | Ordinary | 100% | Energy generation |
| Wetherden Energy Limited | UK | Ordinary | 100% | Energy generation |
| Wharf Power Limited | UK | Ordinary | 100% | Energy generation |
| Whiddon Farm Limited | UK | Ordinary | 100% | Energy generation |
| Whinney Hill Energy Limited | UK | Ordinary | 100% | Energy generation |

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

| Name | Country of incorporation | Class of shares | Holding | Principal activity |
|---|---|---|---|---|
| [illegible] Limited | UK | Ordinary | 100% | Holding company |
| Wryde Croft Wind Farm Limited[1] | UK | Ordinary | 100% | Energy generation |
| WSE [illegible] Limited | UK | Ordinary | 100% | Energy generation |
| WSE Hulstington Holdings Limited[1] | UK | Ordinary | 100% | Holding company |
| WSE Hulstington Limited[1] | UK | Ordinary | 100% | Energy generation |
| WSE Park Wall Limited[1] | UK | Ordinary | 100% | Energy generation |
| WSE Ryod Drove Limited[1] | UK | Ordinary | 100% | Energy generation |

[1] Subsidiaries exempt from audit by virtue of s479A of the Companies Act 2006
[2] Subsidiaries exempt from audit by virtue of s479A of the Companies Act 2006
[3] Subsidiaries dissolved during the year ended 30 June 2021

**Dissolved after year end**

| | |
|---|---|
| Beinneun Holdings Limited | 20/07/2021 |
| Fern Energy Partnership Holdings Limited | 21/09/2021 |
| Fern Energy RidgeWind Acquisitions Limited | 21/09/2021 |
| Fern Energy RidgeWind Holdings Limited | 21/09/2021 |
| Ridge Wind Acquisition Limited | 20/07/2021 |

**Acquired after year end**

| | |
|---|---|
| Dulacca WF HoldCo PTY Ltd | 27/08/2021 |
| Dulacca Energy Project HoldCo PTY Ltd | 27/08/2021 |
| Dulacca Energy Project Co PTY Ltd | 27/08/2021 |
| Dulacca Energy Project FinCo PTY Ltd | 27/08/2021 |
| Doveryard Limited | 22/10/2021 |
| DK Global Energy Recovery Limited | 22/10/2021 |
| Cuvery Power Limited | 02/07/2021 |
| Hull Reserve Power Limited | 02/07/2021 |
| Immingham Power Limited | 02/07/2021 |
| Kiln 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 |

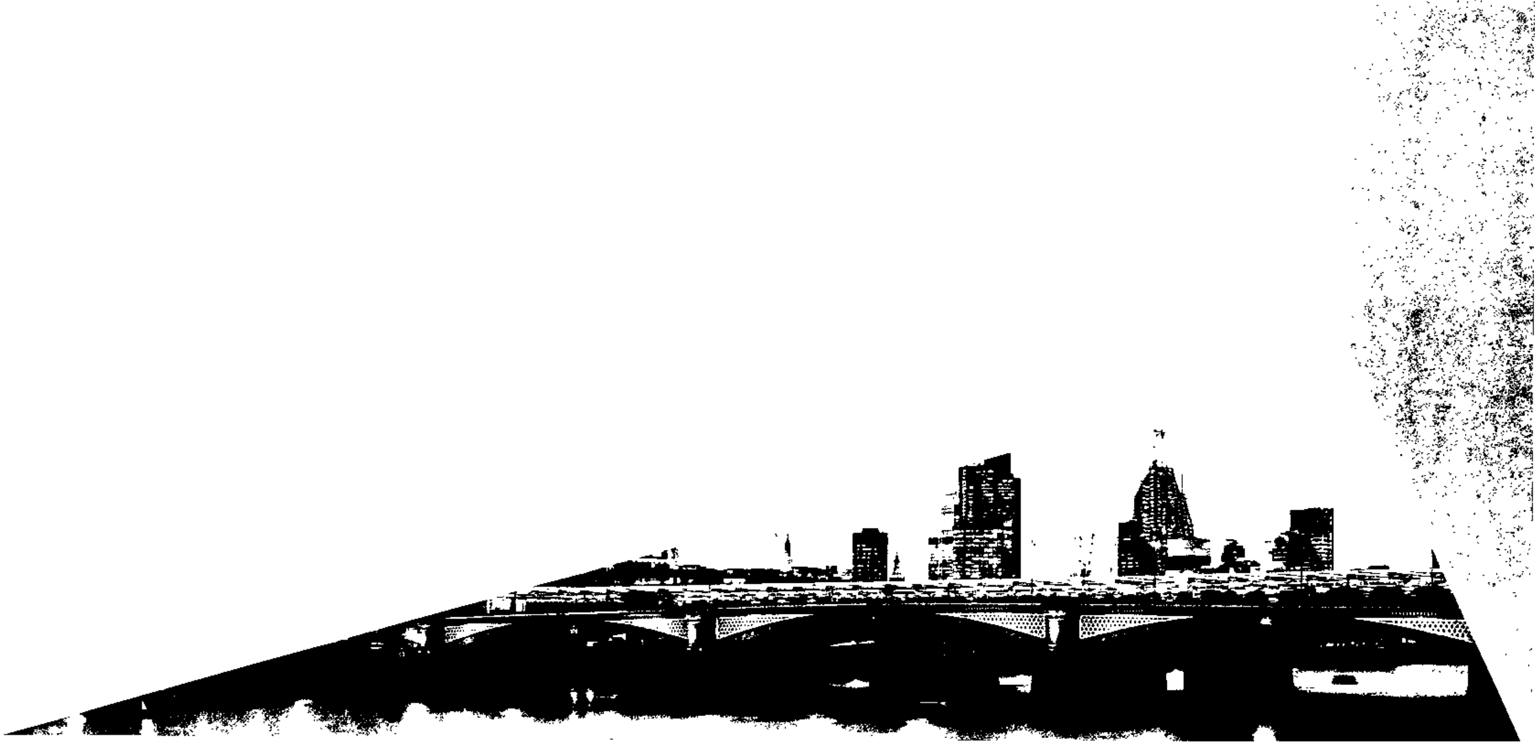
## Notes to the financial statements for the year ended 30 June 2020

[illegible]

The registered office [illegible] 33 [illegible] London [illegible]

1. ul. Grzybowska [illegible] Warsaw, Poland
2. Pinsent Masons LLP, Princes Exchange, 1 Earl Grey Street, Edinburgh [illegible]
3. 1 West Regent Street, Glasgow G2 1AP
4. 22 rue Alphonse de Neuville, 75017 Paris, [illegible] France
5. 4th Floor Saltire Court, 20 Castle Terrace, Edinburgh, Scotland EH1 2EN, United Kingdom
6. 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland
7. Beaufort Court, Egg Farm Lane, Kings Langley, Hertfordshire [illegible] United Kingdom
8. Zone Industrielle [illegible] 330 Rue du Mourelet 84000 Avignon, France
9. [illegible] Finland
10. Level 1, 34-36 [illegible] NSW 2195, Australia
11. Zone Industrielle de Courtine [illegible] 84000 Avignon, France
12. 4 Rue de Monceau, Paris [illegible] France

The directors believe that the carrying value of the investments is supported by their underlying net assets.



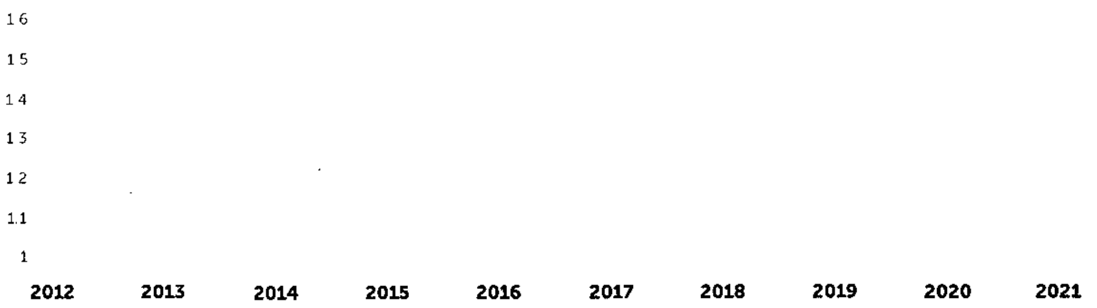
# 5 APPENDIX – SHARE PRICE PERFORMANCE (UNAUDITED)

## 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 agrees a price at which they are willing to issue new shares. The share price is unaudited.

The figures below include the share price of the previous parent (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 bid 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 | **4.87%** |
| June 2019-20 | **0.33%** |
| June 2018-19 | **6.23%** |
| June 2017-18 | **1.75%** |
| June 2016-17 | **5.55%** |
| June 2015-16 | **3.83%** |
| June 2014-15 | **4.00%** |
| June 2013-14 | **3.73%** |
| June 2012-13 | **3.98%** |
| June 2011-12 | **4.10%** |

Source: Octopus Investments Limited, 2 June 2021

## Directors and advisers

[illegible] appointed 14 May 2020
[illegible] appointed 4 August 2020
[illegible] appointed 4 August 2020

On 4 August 2020, [illegible] and [illegible] resigned 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). [illegible] and R Skinner were appointed as Directors of Fern Trading Group Limited (formerly Fern Trading Limited) on the same day.

Octopus Company Secretarial Services Limited

[illegible] incorporated 14 May 2020

6th Floor, 33 Holborn, London EC1N 2HT

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors
Central Square South, Orchard Street
Newcastle upon Tyne NE1 [illegible]AZ

### Forward-looking statements

This Annual Report contains certain forward-looking statements related to the Company's future business and financial performance and future events or developments. These statements are based on the current knowledge and expectations of management and are subject to assumptions, risks and uncertainties, many of which are related to factors that are beyond the control of the Company. Accordingly, no assurance can be given that any particular expectation will be met [illegible] Past performance cannot be relied on as a guide to future performance. Nothing in this Annual Report should be construed as a profit forecast.