

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the Period Ended 31 March 2016



WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Company Information

Directors	F Dekker S McMinnies
Registered number	09592383
Registered office	Nations House 103 Wigmore Street London England W1U 1QS
Independent auditor	Deloitte LLP Chartered Accountants and Statutory Auditors London

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

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WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Strategic Report For the Period Ended 31 March 2016

Introduction

The Directors present their first Strategic Report for the Company following its incorporation on 15 May 2015.

The Company changed its name from Wren Rollco Limited to Wren Midco Limited on 15 May 2015.

All references to "period" throughout the Annual Report refer to the period commencing on 15 May 2015, being the date of incorporation of the Company, and ending on 31 March 2016.

Business review

The Company has been established to be an intermediary holding company in a group of companies of which Wren Topco Limited is the ultimate parent company ("the Group").

During the period the Group acquired two operating companies called One Call Hire Limited and Fork Rent plc. After the completion of these acquisitions the trade and assets of both companies were re-organised on 1 March 2016 such that all of the trade is now carried out by One Call Hire Limited. It was renamed as Ardent Hire Solutions Limited on 29 February 2016.

Principal risks and uncertainties

Given the simple nature of the Company's activities, there are no principal risks and uncertainties arising for the Company.

Financial key performance indicators


The Directors do not consider it necessary to provide an analysis of performance using key performance indicators as the activity of the company is simple in its nature.

Going concern

The Company has net assets at the period end of £23,940,996 and incurred a loss of £1,269,353 in the period. The Company has received a letter of financial support from Wren Topco Limited, the Company's ultimate parent company.

After making appropriate enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Company's financial statements.

This report was approved by the Board of Directors on 30 September 2016 and signed on its behalf by



F Dekker
Director

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Directors' Report For the Period Ended 31 March 2016

The Directors present their first report and the audited financial statements for the period ended 31 March 2016.

The Company was incorporated on 15 May 2015 and therefore these accounts relate to the period between 15 May 2015 and 31 March 2016 "the period".

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the audited financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare audited financial statements for each financial year. Under that law the Directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under Company law the Directors must not approve the audited financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these audited financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of the financial statements; and
- prepare the audited financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Results and dividends

The loss for the period, after taxation, amounted to £1,269,353.

The Directors do not propose the payment of a dividend.

Directors

The Directors who served during the period and up to the date of approval of the financial statements were:

F Dekker (appointed 18 June 2015)
S.McMinnies (appointed 15 May 2015)
J Lawford (appointed 15 May 2015, resigned 18 June 2015)

Future developments

It is intended that the Company remains as an intermediate holding company of the Group for the foreseeable future.

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Directors' Report For the Period Ended 31 March 2016 Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the period end.

Auditors

Under Section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the Board on 30 September 2016 and signed on its behalf by



F Dekker
Director

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Independent Auditor's Report to the Members of Wren Midco Limited (formerly Wren Rollco Limited)

We have audited the financial statements of Wren Midco Limited (formerly Wren Rollco Limited) for the period ended 31 March 2016 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditor

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2016 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

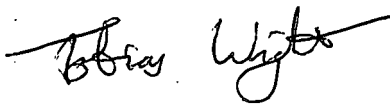
WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Independent Auditor's Report to the Members of Wren Midco Limited (formerly Wren Rollco Limited)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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



Tobias Wright (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, UK

30 September 2016

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

**Statement of Comprehensive Income
For the Period Ended 31 March 2016**

	Note	2016 £
Interest receivable	6	5,654,109
Interest payable	7	<u>(7,202,100)</u>
Loss before tax		(1,547,991)
Tax on loss	8	<u>278,638</u>
Loss for the period		<u>(1,269,353)</u>
 Total comprehensive loss for the period		 <u>(1,269,353)</u>

There were no recognised gains and losses for the period ended 31 March 2016 other than those included in the Statement of Comprehensive Income.

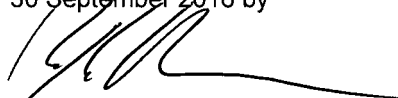
The notes on pages 9 to 16 form part of these financial statements.

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)
Registered number: 09592383

Statement of Financial Position
As at 31 March 2016

	Note	2016 £
Investments	9	2
Current assets		
Debtors: amounts falling due after more than one year	10	30,248,638
Debtors: amounts falling due within one year	10	60,894,456
		<u>91,143,096</u>
Total assets less current liabilities		
Creditors: amounts falling due after more than one year	11	(67,202,100)
Net assets		<u>23,940,996</u>
Capital and reserves		
Called up share capital	13	25,210,349
Profit and loss account	14	(1,269,353)
Total equity		<u>23,940,996</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 30 September 2016 by



F Dekker
Director

The notes on pages 9 to 16 form part of these financial statements.

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

**Statement of Changes in Equity
For the Period Ended 31 March 2016**

	Share capital £	Accumulated deficit £	Total equity £
At 15 May 2015	-	-	-
Comprehensive loss for the period			
Loss for the period	-	(1,269,353)	(1,269,353)
Total comprehensive loss for the period	-	(1,269,353)	(1,269,353)
Contributions by and distributions to owners			
Shares issued during the period	25,210,349	-	25,210,349
At 31 March 2016	25,210,349	(1,269,353)	23,940,996

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Notes to the Financial Statements For the Period Ended 31 March 2016

1. General information

Wren Midco Limited is an intermediate holding company in the Group.

The functional and presentational currency of the Company is GBP.

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is Nations House, 103 Wigmore Street, London, W1U 1QS.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see Note 3).

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a wholly owned subsidiary of Wren Topco Limited as its results are included in the consolidated financial statements of that entity.

The following principal accounting policies have been applied:

2.2 Financial reporting standard (FRS) 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party 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

2.3 Going concern

The Company's financial statements show details of its financial position.

As outlined in the Strategic Report, the Directors, at the time of approving the financial statements, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Directors have, therefore, used the going concern basis in preparing the financial statements.

**Notes to the Financial Statements
For the Period Ended 31 March 2016**

2. Accounting policies (continued)

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of services to Group Undertakings, but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Comprehensive Income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of Financial Position.

2.7 Finance costs

Finance costs are charged to the Statement of Comprehensive Income 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.

**Notes to the Financial Statements
For the Period Ended 31 March 2016**

2. Accounting policies (continued)

2.8 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.9 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the period in which they are incurred.

2.10 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Income statement, except that a change 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 reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position 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 reporting date.

**Notes to the Financial Statements
For the Period Ended 31 March 2016**

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the Company's financial statements in conforming with FRS 101 requires management to make judgements, estimates and assumptions that effect the application of policies and reported amounts in the financial statements. These judgements and estimates are based on managements best knowledge of the relevant facts and circumstances. Information about such judgements and estimates is contained in the accounting policies to the financial statements and the key area is summaries below:

Key judgements

Financial assets and liabilities

The Company has not become aware of any event that would change the valuation applied to its financial assets and liabilities.

Impairment of investments

The Company considers whether its investments are impaired. Where an indication of impairment is identified the Directors prepare an estimation of the recoverable value of the investments. This requires estimation of the future cash flows from the investments and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

Assessing recoverability of intercompany receivables

Recoverability of intercompany receivables is considered by reference to underlying performance of the counterparty and its subsidiaries.

4. Auditor's remuneration

The audit fee in relation to the audit was £3,000 and this has been borne by another group company.

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the Group financial statements of the parent company.

5. Employees

The Company has no employees other than the Directors, who did not receive any remuneration for the period.

6. Interest receivable

	2016 £
Interest receivable from Group companies	5,654,109

7. Interest payable and similar charges

	2016 £
Other loan interest payable	7,202,100

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Notes to the Financial Statements For the Period Ended 31 March 2016

8. Taxation

	2016 £
Deferred tax	
Origination and reversal of timing differences	(278,638)
	<u>(278,638)</u>
Taxation on loss on ordinary activities	<u>(278,638)</u>

Factors affecting tax credit for the period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 20%. The differences are explained below:

	2016 £
Loss on ordinary activities before tax	(1,547,991)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20%	(309,598)
Effects of:	
Tax rate changes	30,960
Total tax credit for the period	<u>(278,638)</u>

Factors that may affect future tax charges

The July 2015 Budget Statement announced changes to the UK Corporation tax regime which will reduce the main rate of Corporation Tax to 19% from 1 April 2017 and 18% from 1 April 2020. As the changes have been substantively enacted at the balance sheet date their effects are included in these financial statements.

The March 2016 Budget Statement announced a further change to the UK Corporation tax rate which will now reduce the main rate of corporation tax rate 17% from 1 April 2020. As the change has not been substantively enacted at the balance sheet date its effects are not included in these financial statements.

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

**Notes to the Financial Statements
For the Period Ended 31 March 2016**

9. Investments

	Investments in subsidiary undertakings £
Cost or valuation	
At 15 May 2015	-
Additions	<u>2</u>
At 31 March 2016	<u>2</u>
 Net book value	
At 31 March 2016	<u><u>2</u></u>

See note 16 for information relating to its subsidiaries.

10. Debtors

	2016 £
Due after more than one year	
Amounts owed by Group undertakings	29,970,000
Deferred tax asset	<u>278,638</u>
	<u><u>30,248,638</u></u>
 Due within one year	
Amounts owed by Group undertakings	60,494,456
Other debtors	<u>400,000</u>
	<u><u>60,894,456</u></u>

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

**Notes to the Financial Statements
For the Period Ended 31 March 2016**

11. Creditors: Amounts falling due after more than one year

	2016 £
Loan notes	67,202,100

The loan notes were issued on 31 July 2015 and are unsecured. They have a coupon rate of 11% and a maturity date of 31 July 2025.

Analysis of the maturity of loans is given below:

	2016 £
Amounts falling due after more than 5 years	
Loan notes	67,202,100

12. Deferred taxation

	2016 £
At beginning of year	-
Credited to the profit or loss	278,638
At end of year	278,638

The deferred tax asset is made up as follows:

	2016 £
Tax losses carried forward	278,638

13. Share capital

	2016 £
Allotted, called up and fully paid	
25,210,349 Ordinary shares of £1 each	25,210,349

On incorporation, two ordinary shares of £1 each were issued at par with consideration satisfied by cash.

On 20 August 2015, 25,210,347 ordinary shares of £1 each issued at par with consideration satisfied by cash.

WREN MIDCO LIMITED (FORMERLY WREN ROLLCO LIMITED)

Notes to the Financial Statements For the Period Ended 31 March 2016

14. Reserves

Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Company from the date of incorporation on 15 May 2015 to 31 March 2016. There were no distributions paid during this period.

15. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Wren Rollco Limited.

The Company's ultimate parent undertaking and controlling party is Wren Topco Limited which is also the smallest and largest company to prepare consolidated financial statements which include this Company. Copies of the consolidated financial statements can be obtained from Nations House, 103 Wigmore Street, London, W1U 1QS.

16. Subsidiary undertaking

The following are subsidiary undertakings of the Company:

Direct subsidiary undertaking

Name	Country of incorporation	Class of shares	Holding	Principal activity
Wren Buyerco Limited	England	Ordinary	100 %	Intermediate holding company

Indirect subsidiary undertakings

Name	Country of incorporation	Class of shares	Holding	Principal activity
Fork Rent plc	England	Ordinary	100 %	Plant hire*
One Call Tool Hire Limited	England	Ordinary	100 %	Dormant
One Call Hire Capital Limited	England	Ordinary	100 %	Plant hire*
Ardent Hire Solutions Limited**	England	Ordinary	100 %	Plant hire

* Trade and assets have been transferred to Ardent Hire Solutions Ltd on 1 March 2016 and company has been dormant thereafter

** Formerly called One Call Hire Ltd