

Registered number: 09592383

## **WREN MIDCO LIMITED**

### **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the Year Ended 31 March 2021**



## **WREN MIDCO LIMITED**

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## **WREN MIDCO LIMITED**

### **Company Information**

<b>Directors</b>	F Dekker S McMinnies
<b>Registered number</b>	09592383
<b>Registered office</b>	32 Crown Road Enfield England EN1 1TH
<b>Independent auditor</b>	BDO LLP 55 Baker Street London W1U 7EU United Kingdom

## **WREN MIDCO LIMITED**

### **Strategic Report For the Year Ended 31 March 2021**

#### **Introduction**

The Directors present their Strategic Report for Wren Midco Limited ("the Company").

#### **Business review**

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

The principal activity of Wren Topco Limited and its subsidiaries ("the Group") is that of rental of plant and machinery equipment.

The Company provides certain management services to its subsidiaries.

#### **Future developments**

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

#### **Principal risks and uncertainties**

Given the simple nature of the Company's activities, the principal risks and uncertainties arising for the Company are linked to those of the group. Matters such as liquidity risk are managed on a Group basis and such risks and uncertainties are set out in the financial statements of Wren Topco Limited.

The demand for the Group's services is highly correlated to public sector and private sector investment in the UK housing and civil construction sectors. The broad number of customers and sub-sectors that are served either directly or indirectly by the Group's operations provide a reasonable level of mitigation in the event of any downturn in activity.

In the event of a significant economic downturn, the Group is able to mitigate the effect on cash and net debt by selling assets through both domestic and international channels or reducing the level of new asset purchases. These activities allow the Group to maintain industry-leading levels of utilisation and as a result manage covenant compliance.

#### **Financial key performance indicators**

The profit for the year was £8,980,276 (2020 loss: £454,683).

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

This report was approved by the Board of Directors on 30 June 2021 and signed on its behalf by



S McMinnies  
Director

## **WREN MIDCO LIMITED**

### **Directors' Report For the Year Ended 31 March 2021**

The Directors present their annual report and the audited financial statements for the year ended 31 March 2021.

#### **Results and dividends**

The profit for the year, after taxation, amounted to £8,980,276 (2020 loss £454,683). A restructure of capital occurred during the prior year, the mechanism of the restructure included the exchange of £96.1m of loan notes and capitalised interest between Wren Midco limited, Fork Rent Limited and Wren Topco and the subsequent issue of £85.1m of Priority Shares and £10,000 of Management Incentive Plan (MIP) shares in Wren Topco Limited. Subsequently in this financial year this removed the interest payable on loan notes amounting to a profit for the year.

The Directors do not propose the payment of a dividend (2020: £nil).

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

F Dekker  
S McMinnies

#### **Going concern**

Wren Midco Limited is a subsidiary within the Wren Topco group ("the Group") and therefore the Directors consider that its financial position and forecast are inherently linked to that of the Group as whole.

The Group posted a consolidated operating loss of £1,613,045 for the year to 31 March 2021 (2020: £4,719,000) and has net assets of £33,920,051 (2020: net assets of £42,297,000) and net current liabilities of £8,541,613 (2020 net current liabilities: £6,993,000). The Directors have considered the financial position of the Company and the Group and the Group's forecast and concluded that it is appropriate to prepare the financial statements on a going concern basis.

The Group has total available Asset Backed Lending ("ABL") facilities of £150m in addition to other sources of funds including shareholder debt. At the year-end £84.6m was drawn against the facility. The existing facility expired in January 2022 however a one-year extension was agreed with the syndicate of banks in June 2021, extending the agreement to January 2023.

Following receipt of the extension to the facility agreement the Directors have considered the Group's board-approved forecasts which show that the Group will be able to operate well within its currently available facilities for the 22 month period of the forecast to January 2023. In reaching their decision to prepare the financial statements on a going concern basis, the Directors have considered a number of alternative scenarios which reflect potential shifts in the context of the current economic climate. The Directors have also considered reasonably possible downside trading scenarios and have identified mitigating actions that they would be able to implement to ensure that the Group is able to continue to operate within its existing banking facilities and covenant requirements for the forecast period. The forecast period under review extends to five years, but the Directors have specific focus on the shorter term (18 – 22 months) as this reflects the period over which the Directors have a reasonable view on the sector and market conditions that the Group will operate within.

Potential mitigations considered in the Directors review of the alternative scenarios include measures to increase sales of fleet to boost cash reserves, the cancellation of capex for any planned fleet growth and the reduction in operating costs through efficiency programs at each location, including the closure of depots where appropriate. The enactment of a number of these mitigating actions during the financial year, demonstrated the capability and ability of the company to generate cash, manage headroom and continue operating successfully in adverse conditions.

As a result, the financial statements have been prepared on a going concern basis. On the basis of this conclusion within the Group financial statements, the Directors consider that it is appropriate to prepare the financial statements of Wren Midco Limited on a going concern basis.

The Company is also in receipt of a letter of financial support from Wren Topco Limited.

**WREN MIDCO LIMITED**  
**Directors' Report (continued)**  
**For the Year Ended 31 March 2021**

**Financial risk management**

The Company holds and uses financial instruments to finance its operations. Interest rate risk is managed through fixed rate debt. Details of the Company's arrangements are contained in the Group financial statements.

**Qualifying third party indemnity provisions**

The Company has granted an indemnity to one or more of its Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

**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.

This confirmation is given and should be interpreted in accordance with section 418 of the Companies Act 2006

**Post balance sheet events**

Due to the pandemic at the beginning of the financial year The Group utilised the HMRC VAT Covid deferral scheme for both March 2020 and April 2020 VAT submissions. Payments for these were both cleared by 1st April 2021.

The Group has agreed a one-year extension for the ABL Loan, this was agreed with the syndicate of banks in June 2021, extending the agreement to January 2023.

This report was approved by the Board on 30 June 2021 and signed on its behalf by



S McMinnies  
Director

**WREN MIDCO LIMITED**  
**For the Year Ended 31 March 2021**

**Directors' responsibilities statement**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

## **WREN MIDCO LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF WREN MIDCO LIMITED**

#### **Opinion on the 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 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Wren Midco Limited ("the Company") for the year ended 31 March 2021 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

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

#### *Independence*

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

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



## **WREN MIDCO LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF WREN MIDCO LIMITED (CONTUINED)**

#### **Other Companies Act 2006 reporting**

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

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

- adequate accounting records have not been kept, 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.

#### **Responsibilities of Directors**

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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

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

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company. We determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting framework (Financial Reporting Standard 101 and the Companies Act 2006).
- We understood how the Company is complying with those legal and regulatory frameworks by making enquiries of management, and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes and other supporting documentation.

## WREN MIDCO LIMITED

### INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF WREN MIDCO LIMITED (CONTINUED)

- We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.
- We tested the appropriateness of journal entries made through the year by applying specific criteria to detect possible irregularities and fraud;
- We performed a detailed review of the Company's year end adjusting entries and investigating any that appear unusual as to nature or amount and agreeing to supporting documentation;
- For significant and unusual transactions, particularly those occurring at or near year end, we obtained evidence for the rationale of these transactions and the sources of financial resources supporting the transactions; and
- We assessed whether the assumptions made in accounting estimates were indicative of a potential bias.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

#### Use of our report

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

DocuSigned by:

*Anne Sayers*

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Anne Sayers (Senior Statutory Auditor)  
For and on behalf of BDO LLP, statutory auditor  
London, UK

Date: 30 June 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**WREN MIDCO LIMITED**

**Statement of Comprehensive Income  
For the Year Ended 31 March 2021**

	<b>Note</b>	<b>2021</b>	<b>2020</b>
		<b>£</b>	<b>£</b>
Interest receivable	5	<b>8,980,276</b>	8,197,491
Interest payable	5	-	(8,652,174)
<b>Profit/(Loss) before tax</b>		<b>8,980,276</b>	(454,683)
Tax change	6	-	-
<b>Profit/(Loss) for the year</b>		<b>8,980,276</b>	(454,683)
<b>Total comprehensive Income/(loss) for the year</b>		<b>8,980,276</b>	(454,683)

There were no recognised gains and losses for the year ended 31 March 2021 (2020: £Nil) other than those included in the Statement of Comprehensive Income.

The notes on pages 12 to 21 form part of these financial statements.

**WREN MIDCO LIMITED**

Registered number: 09592383

**Statement of Financial Position  
As at 31 March 2021**

	Note	2021	2020
		£	£
<b>Non-current assets</b>			
Investments	7	2	2
Debtors: amounts falling due after more than one year	8	95,484,805	86,504,529
<b>Current assets</b>			
Debtors: amounts falling due within one year	9	29,888,366	29,888,366
<b>Total assets less current liabilities</b>		125,373,173	116,392,897
Creditors: amounts falling due after more than one year	10	(85,391,697)	(85,391,697)
<b>Net assets</b>		39,981,476	31,001,200
<b>Capital and reserves</b>			
Called up share capital	11	25,210,349	25,210,349
Capital Contribution	12	11,548,235	11,548,235
Accumulated deficit	12	3,222,892	(5,757,384)
<b>Total Equity</b>		39,981,476	31,001,200

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 30 June 2021 by



S McMinnies  
Director

The notes on pages 12 to 21 form part of these financial statements.

**WREN MIDCO LIMITED**

**Statement of Changes in Equity  
For the Year Ended 31 March 2021**

	Share capital	Capital Contribution	Accumulated deficit	Total equity
	£	£	£	£
At 1 April 2019	25,210,349	-	(3,302,701)	19,907,648
<b>Comprehensive loss for the year</b>				
Loss for the year	-	-	(454,683)	(454,683)
<b>Capital Contribution</b>		<b>11,548,235</b>		<b>11,548,235</b>
<b>At 31 March 2020</b>	<b>25,210,349</b>	<b>11,548,235</b>	<b>(5,757,384)</b>	<b>31,001,200</b>
<b>Comprehensive loss for the year</b>				
Profit for the year	-		8,980,276	8,980,276
<b>Total comprehensive profit for the year</b>	<b>-</b>	<b>-</b>	<b>8,980,276</b>	<b>8,980,276</b>
<b>At 31 March 2021</b>	<b>25,210,349</b>	<b>11,548,235</b>	<b>3,222,892</b>	<b>39,981,476</b>

**WREN MIDCO LIMITED**  
**Notes to the Financial Statements**  
**For the Year Ended 31 March 2021**

**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 32 Crown Road, Enfield, England, EN1 1TH.

**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 Company meets the definition of a qualifying entity under FRS 101.

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 do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemptions conferred by section 400 of the Companies Act 2006 not to produce consolidated financial statement as it is a wholly owned subsidiary of Wren Topco Limited and 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**

In preparing the financial statements, 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; and
- 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.

Where relevant, equivalent disclosures have been given in the financial statements of Wren Topco Limited, refer to note 13.

## **WREN MIDCO LIMITED**

### **Notes to the Financial Statements (continued) For the Year Ended 31 March 2021**

#### **2. Accounting policies (continued)**

##### **2.3 Going concern**

Wren Midco Limited is a subsidiary within the Wren Topco group ("the Group") and therefore the Directors consider that its financial position and forecast are inherently linked to that of the Group as whole.

The Group posted a consolidated operating loss of £1,613,045 for the year to 31 March 2021 (2020: £4,719,000) and has net assets of £33,920,051 (2020: net assets of £42,297,000) and net current liabilities of £8,541,613 (2020 net current liabilities: £6,993,000). The Directors have considered the financial position of the Company and the Group and the Group's forecast and concluded that it is appropriate to prepare the financial statements on a going concern basis.

The Group has total available Asset Backed Lending ("ABL") facilities of £150m in addition to other sources of funds including shareholder debt. At the year-end £84.6m was drawn against the facility. The existing facility expired in January 2022 however a one-year extension was agreed with the syndicate of banks in June 2021, extending the agreement to January 2023.

Following receipt of the extension to the facility agreement the Directors have considered the Group's board-approved forecasts which show that the Group will be able to operate well within its currently available facilities for the 22 month period of the forecast to January 2023. In reaching their decision to prepare the financial statements on a going concern basis, the Directors have considered a number of alternative scenarios which reflect potential shifts in the context of the current economic climate. The Directors have also considered reasonably possible downside trading scenarios and have identified mitigating actions that they would be able to implement to ensure that the Group is able to continue to operate within its existing banking facilities and covenant requirements for the forecast period. The forecast period under review extends to five years, but the Directors have specific focus on the shorter term (18 – 22 months) as this reflects the period over which the Directors have a reasonable view on the sector and market conditions that the Group will operate within.

Potential mitigations considered in the Directors review of the alternative scenarios include measures to increase sales of fleet to boost cash reserves, the cancellation of capex for any planned fleet growth and the reduction in operating costs through efficiency programs at each location, including the closure of depots where appropriate. The enactment of a number of these mitigating actions during the financial year, demonstrated the capability and ability of the company to generate cash, manage headroom and continue operating successfully in adverse conditions.

As a result, the financial statements have been prepared on a going concern basis. On the basis of this conclusion within the Group financial statements, the Directors consider that it is appropriate to prepare the financial statements of Wren EBT Limited on a going concern basis.

The Company is also in receipt of a letter of financial support from Wren Topco Limited.

##### **2.4 Investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to investments in subsidiaries. When necessary, the carrying amount of the investment is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount.

## WREN MIDCO LIMITED

### Notes to the Financial Statements (continued)

For the Year Ended 31 March 2021

#### 2. Accounting policies (continued)

##### 2.5 Financial instruments

The Company uses certain financial instruments in its operating and investing activities that are deemed appropriate for its strategy and circumstances.

Financial assets and financial liabilities are measured initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

##### **Financial assets**

The Company's financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

The Company classifies its financial assets into one of two categories, depending on the purpose for which the asset was acquired.

- Loan notes(financing)
- Other debtors amount due from related party

The Company's accounting policy is as follows.

##### *Amortised Cost*

These assets arise principally from the provision of financing to Group Undertaking, but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. 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 of financial assets**

The Company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, trade debtors and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.



**2. Accounting policies (continued)**

**2.6 Financial instruments (continued)**

**Financial liabilities**

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

**At amortised cost**

Financial liabilities at amortised cost 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.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss. Where the financial liability relates to loans from shareholders, the difference is recognised in equity as a capital contribution.

**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.

**2.8 Interest income**

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

**2.9 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 have not been 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.

## **2.10 Changes in accounting policies**

### *New standards, interpretations and amendments not yet effective*

There are a number of standards, amendments to standards, and interpretations, which have been issued by the IASB that are effective in future accounting periods that the group has decided not to adopt early. The most significant of these are as follows;

- Amendments to IAS 16: Property, Plant and Equipment – Proceeds Before Intended Use, effective for accounting periods beginning on or after 1 January 2022;
- Amendments to IAS 37: Onerous Contracts - Costs of Fulfilling a Contract, effective for accounting periods beginning on or after 1 January 2022;
- Annual Improvements to IFRS Standards 2018-2020, effective for accounting periods beginning on or after 1 January 2022;
- Amendments to IFRS 3: Reference to the Conceptual Framework, effective for accounting periods beginning on or after 1 January 2022;
- Amendments to IAS 1: Classification of Liabilities as Current or Non-current, effective for accounting periods beginning on or after 1 January 2023;
- Amendments to IFRS 16: Covid-19 Related Rent Concessions beyond 30 June 2021, effective for accounting periods beginning on or after 1 April 2021;
- Amendments to IFRS 16: Covid-19 Related Rent Concessions, effective for accounting periods beginning on or after 1 June 2020.

## **2.11 Capital contribution**

A capital contribution arises from the waiver of a debt due by the Group to the shareholders. The actual amount of the capital contribution is determined as the net of the debt waived less any consideration paid or exchanged. For interest-bearing loans, the amount waived consists of the principal not yet repaid together with the unpaid interest that has accrued up to the date of waiver.

The capital contribution is not included in profit or loss nor within other comprehensive income. Instead, it is presented in the statement of changes in equity as a separate non-distributable reserve.

## **3. Judgements 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 management's 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 areas are summaries below. In the opinion of the directors there are no key sources of estimation uncertainty.

### **Critical accounting judgements**

#### **Assessing recoverability of intercompany receivables**

Recoverability of intercompany receivables is considered by reference to the underlying performance of the counterparty and its subsidiaries. The Company has intercompany receivables of £125.3m (2020: £116.4m) as disclosed within note 8 and 9.

#### **Impairment of investments**

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to investments in subsidiaries. When necessary, the carrying amount of the investment is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount.

## WREN MIDCO LIMITED

### Notes to the Financial Statements (continued) For the Year Ended 31 March 2021

#### 3. Auditor's remuneration

In relation to the statutory audit of the financial statements was £5,000 (2020: £5,000) and this has been borne by another group company.

#### 4. Employees

The Company has no employees other than the Directors, who did not receive any remuneration for the period (2020: none).

The remuneration arrangements of the Directors of the Company are disclosed in Notes 23 of the financial statements of Wren Topco Limited.

#### 5. Finance income and expenses

	2021	2020
	£	£
Interest receivable and similar charges	8,980,276	8,197,491
Interest payable and similar charges	-	(8,652,174)
	<u>8,980,276</u>	<u>(454,683)</u>

In the prior year a reorganization of capital structure took place (Note 10).

#### 6. Tax

	2021 £'000	2020 £'000
<b>Corporation tax</b>		
Current tax on profits for the year	-	-
<b>Total current tax</b>	<u>-</u>	<u>-</u>
<b>Deferred tax</b>		
Adjustments in respect of prior year	-	-
<b>Total deferred tax</b>	<u>-</u>	<u>-</u>
<b>Tax charge on loss on ordinary activities</b>	<u>-</u>	<u>-</u>

**WREN MIDCO LIMITED****Notes to the Financial Statements (continued)  
For the Year Ended 31 March 2021****6. Tax(continued)****Factors affecting tax credit for the period**

	2021	2020
	£	£
Profit/Loss on ordinary activities before tax	<u>8,980,276</u>	<u>(454,683)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	1,706,252	(86,390)
<b>Effects of:</b>		
Expenses not deductible for tax purposes	-	625,334
Group relief	<u>(1,760,252)</u>	<u>(538,944)</u>
<b>Total tax (charge)/credit for the year</b>	<u>-</u>	<u>-</u>

**Factors that may affect future tax charges**

The Government announced in the 2021 Budget Statement that the corporation tax rate would remain at 19% until 31 Mar 2023, then from 1 April 2023 the corporation tax rate will increase to 25%.

As the changes have been substantively enacted at the Statement of Financial Position date their effects are included in these financial statements.

**7. Investments**

	Investments in subsidiary undertakings £
<b>Cost and net book value</b>	
At 1 April 2020 and 31 March 2021	<u>2</u>

See note 14 for information relating to its subsidiaries.

## WREN MIDCO LIMITED

### Notes to the Financial Statements (continued)

For the Year Ended 31 March 2021

#### 8. Debtors due after more than one year

	2021	2020
	£	£
Amounts owed by Group undertakings	<u>95,484,805</u>	<u>86,504,529</u>
	<u>95,484,805</u>	<u>86,504,529</u>

There is a loan facility agreement with another subsidiary of the Wren Topco Limited, with a coupon interest rate of 10% and repayment date of 20 August 2025.

The Company measures the loss allowance on amounts due from the Group companies at an amount equal to lifetime ECL which have had no material impact on the company, and it has not been impaired.

#### 9. Debtors due within one year

	2021	2020
	£	£
Amounts owed by Group undertakings	<u>29,888,366</u>	<u>29,888,366</u>
	<u>29,888,366</u>	<u>29,888,366</u>

Amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

Wren Buyerco and Wren Topco have confirmed that they will not recall the debt within 12 months.

The Company measures the loss allowance on amounts due from the Group companies at an amount equal to lifetime ECL which have had no material impact on the company, and it has not been impaired.

## WREN MIDCO LIMITED

### Notes to the Financial Statements (continued) For the Year Ended 31 March 2021

#### 10. Creditors: Amounts falling due after more than one year

	2021	2020
	£	£
Loan notes	-	-
Amounts payable to Group company	85,385,323	85,385,323
Other payable	6,374	6,374
	<u>85,391,697</u>	<u>85,391,697</u>

In the prior year a reorganization of capital structure took place, with all loan notes issued by the Company being transferred to Fork Rent Limited and all loan notes being replaced with priority shares and MIP shares to investors and management in Wren Topco Limited.

The capital restructuring transaction has been accounted for through intercompany, giving rise to the liability of £85,385,323 at year end (2020: £85,385,323). The difference between the carrying value of the loan notes and the priority shares issued is recognized as a Capital Contribution in equity (Note 12).

Amounts owed by Group undertakings are due on demand and bear no interest.

The Company is in receipt of a letter of support from its parent company who has confirmed that they will not recall the debt within 12 months.

The loan notes were de-listed from the Channel Islands Stock Exchange.

#### 11. Share capital

	2021	2020
	£	£
<b>Authorized, allotted, called up and fully paid</b>		
25,210,349 Ordinary shares of £1 each	<u>25,210,349</u>	<u>25,210,349</u>

All shares provide the holder with one vote.

#### 12. Reserves

##### Accumulated deficit

The accumulated deficit represents the accumulated profits, losses and distributions of the Company for the year ended 31 March 2021. There were no distributions paid during this period (2020: none).

##### Capital Contribution

The capital contribution represents the excess arising on the conversion of the loan note that the shareholders forgave.

The mechanism of the restructure included the exchange of £96.1m of loan notes and capitalized interest between the Company, Fork Rent Limited and Wren Topco and the subsequent issue of £85.1m of Priority Shares, £11m excess of amount of loan notes conversion has been recorded as Capital Contribution.

## WREN MIDCO LIMITED

### Notes to the Financial Statements For the Year Ended 31 March 2021

#### 13. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Fork Rent Limited.

The ultimate parent undertaking and the smallest and largest company to prepare consolidated financial statements which include this Company is Wren Topco Limited. These financial statements can be obtained from 32 Crown Road, Enfield, EN1 1TH, which is also the registered address of Wren Topco Limited.

The ultimate controlling party is SCP WRN Acquisition Lux SARL ("SCP"), a company incorporated in Luxembourg.

#### 14. 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
Ardent Hire Solutions Limited	England **	Ordinary	100%	Plant hire

\*\* Registered office 32 Crown Road, Enfield, England, EN1 1TH.

#### 15. Post Balance sheet events

Due to the pandemic at the beginning of the financial year The Group utilised the HMRC VAT Covid deferral scheme for both March 2020 and April 2020 VAT submissions. Payments for these were both cleared by 1st April 2021.

The Group has agreed a one-year extension for the ABL Loan, this was agreed with the syndicate of banks in June 2021, extending the agreement to January 2023.