Registered number: 09826778

EG Finco Limited

Annual Report and Financial Statements

For the year ended 31 December 2020

EG Finco Limited
For the year ended 31 December 2020

Company information

Directors	Mohsin Issa Zuber Vali Issa
Company Secretary	Imraan Patel
Registered office	Waterside Head Office Haslingden Road Guide Blackburn Lancashire United Kingdom BB1 2FA
Auditor	KPMG LLP 15 Canada Square London United Kingdom E14 5GL

EG Finco Limited
For the year ended 31 December 2020

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EG Finco Limited
For the year ended 31 December 2020

Strategic Report

The Directors present their Strategic Report for the year ended 31 December 2020.

Principal business activities

The Company is a wholly owned subsidiary of EG Group Limited.

The Company forms part of the group of companies referred to as the EG Group Limited (the "Group"), and its principal activity is acting as an intermediary holding company and financing company within the Group. The Group provides fuel forecourt services across the UK and Ireland, Continental Europe, Australia and the USA, including fuel sales, grocery and food service (formerly convenience retail and food to go).

Our stakeholders and section 172

We believe that a real understanding of our Companies' stakeholders is key to securing long-term success and maximising value in the business. This understanding enables us to consider the potential impact of our decisions on each stakeholder group (in accordance with Section 172 of the Companies Act 2006), communicate effectively and then act in a responsible way. Acting in a responsible manner is at the heart of the Companies' business practice, as set out on pages 20 to 21 of the EG Group Limited annual report to the year end 31 December 2020.

Through Director and senior management discussions we have identified the Companies' key stakeholders to be investors and lenders.

Our investors and lenders play an important role in our business and growth strategy. We maintain close and supportive relationships with this group of long-term stakeholders, characterized by openness, transparency and mutual understanding.

Our investors and lenders are concerned with a broad range of issues, including the Group's financial and operational performance, strategic execution, investment plans and capital allocation.

How we engage:

- Quarterly investor presentations are hosted by the Group Co-CEO, Mohsin Issa, and Group CFO and ad-hoc investor announcements are provided for relevant Company updates. There are also regular calls for investors with the Group CFO and Investor Relations team.
- A dedicated online investor portal is updated with presentations, financial reports, trading updates and press releases and an investor mailbox is actively managed by the Investor Relations team.

2020 Engagement:

- Proactive and frequent communication with investors during the pandemic on operational and financial matters
- Active engagement during well-attended investor presentations throughout the year

Review of the business

The income statement on page 10 shows the Company's results for the year. For the year ended 31 December 2020, the Company saw an increase in operating income as it recharges its administrative expenses to the wider Group. The increase in administrative expenses was driven by a rise in audit fees and insurance costs being borne on behalf of the Group. The Company made a loss on ordinary activities before taxation of £213m (2019: loss of £8m). The loss has increased compared to prior year principally as a result of foreign exchange losses on translation of EUR and USD denominated loans in 2020, compared to a gain in 2019.

Total assets and liabilities have increased in 2020 (Assets: £6,666m; liabilities (£6,355m), (2019: Assets: £6,088m; Liabilities (£5,570m)).

Other than settling and paying interest and debt issue costs on intra-group and external loans, and providing central management services to the Group, the Company does not trade and therefore the Directors are of the opinion that key performance indicators are not relevant for an understanding of the Company's performance.

EG Finco Limited
For the year ended 31 December 2020

Strategic Report

Principal risks and uncertainties

From the perspective of the Company, principal risks and uncertainties are primarily integrated with the principal risks and uncertainties of the Group, which include those of the Company, are discussed in the EG Group Limited consolidated group annual report and financial statements which do not form part of this report. In addition to the risks discussed at Group level the principal risks for the Company include the recoverability of intercompany receivables and investments in subsidiary undertakings. This is noted as a principal risk to the Company due to the impact default would have on the Company's ability to repay external debt. These risks are managed at a Group level when reviewing forecasts, which are prepared at a country/acquisition level and allow management to identify any potential exposure.

Approved by the Board of Directors and signed on its behalf by:

Mohsin Issa
Co-Chief Executive Officer

18 March 2022

EG Finco Limited
For the year ended 31 December 2020

Directors' report

The Directors present their Annual Report and the audited financial statements for the year ended 31 December 2020.

Future developments

The Directors expect the activities as detailed in the Strategic Report to continue for the foreseeable future without material change.

Brexit

The new UK-EU Trade and Cooperation Agreement (TCA) came into effect from January 1, 2021, setting out the conditions for tariff-free trading with the EU and removing the uncertainty of a no-deal Brexit. The business is now impacted by border controls, goods inspection, and customs documentation, with the most trade friction being between Great Britain and Northern Ireland and Ireland. The full effect of Brexit on the business will emerge as new trade patterns are established and the new regulatory framework is currently understood.

Directors of the Company

The Directors who held office during the year, and up to the date of signing the financial statements unless otherwise stated, were as follows:

Mohsin Issa
Zuber Vali Issa

Dividends

The Company did not pay an interim dividend in the year (2019: £744m). No final dividend is proposed for the year ended 31 December 2020 (2019: £nil).

Directors' indemnities

The Group has made qualifying third party indemnity provisions for the benefit of its directors and those of its subsidiaries, which were made during the year and remain in force at the date of this report.

Corporate governance arrangements

Corporate governance for the Company is managed at group level. For the year ended 31 December 2020, under The Companies (Miscellaneous Reporting) Regulations 2018, the Group has applied the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council ("FRC") in December 2018 and available on the FRC website). For further details, see pages 74 to 87 of the EG Group Limited annual report for the year ended 31 December 2020.

Employee engagement

Employees of the Company consist of the directors and senior management of EG Group Limited and are therefore engaged on key decisions within the Company and Group.

Business relationships

The Company is a financing company for the Group and as such its key business relationships are with investors. Further details on how this relationship is managed are provided on page 1 of the Strategic Report.

Directors' report

Energy and carbon reporting

The Company's environmental impact is managed at group level. The Group is committed to being environmentally responsible and aims to positively manage its impact on the environment. The Group has committed to a targeted 2.5% reduction in energy consumption year on year on a like for like basis and aims to plant 500,000 trees annually through the EG Foundation. Greenhouse gas emissions will be disclosed as part of the SECR reporting in the 2021 Annual Report. For further details, see pages 47 to 51 of the EG Group Limited Annual Report.

Objectives and policies

The Company is wholly owned by EG Group Limited and therefore its objectives and policies are governed by the Group's policies and procedures. These policies and procedures are discussed more fully within the EG Group Limited consolidated group financial statements.

Cash flow risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company borrows in the currencies in which the underlying group generates funds in order to mitigate the foreign exchange risk. From time to time foreign exchange forward contracts and interest rate swap contracts may be used to further hedge these exposures.

Liquidity and credit risk

To maintain liquidity and ensure that sufficient funds are available for ongoing operations and future developments, the Company uses a mixture of long-term and short-term debt finance. The Company receives cash to service its debts from other group companies, to whom it has passed on the funding under loan agreements. The Group has cash flow forecasts to demonstrate its ability to pay its debts as they fall due. The Company has disclosed the maturity of its debt financing in note 16 of the financial statements.

Going concern

Further details regarding the adoption of the going concern basis can be found in note 2 in the financial statements. The Company has not identified any additional going concern risk as a result of the ongoing COVID-19 pandemic, as substantially all the Company's receivables are from other group companies which have not identified a significant impact of the pandemic on their ability to pay their debts as they fall due.

A letter of support has been provided by the Directors of EG Group Limited who have confirmed that they will provide continuing support to EG Finco Limited for a period of at least 12 months from the date of these financial statements being signed to ensure that third party liabilities are met when due. The directors have assessed the ability of EG Group Limited to provide this support and are comfortable that it has the capacity to do so should such support be required.

Events after the balance sheet date

Details of significant events occurring since the balance sheet date are set out in note 20 to the financial statements.

Directors' report

Auditor

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself 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 the provisions of s418 of the Companies Act 2006.

Pursuant to s487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board of Directors and signed on its behalf by

Mohsin Issa
Co-Chief Executive Officer

18 March 2022

Waterside Head Office
Haslingden Road
Guide
Blackburn
Lancashire
United Kingdom
BB1 2FA

EG Finco Limited
For the year ended 31 December 2020

Statement of Directors' responsibilities in respect of the Annual Report, Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Annual Report Strategic Report, the Directors' 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of EG Finco Limited

Opinion

We have audited the financial statements of EG Finco Limited ("the company") for the year ended 31 December 2020 which comprise the Income statement, Balance sheet and Statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the EG Group's policies and procedures to prevent and detect fraud that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

Independent auditor's report to the members of EG Finco Limited (continued)

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of EG Finco Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 6, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Paul K Sawdon (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

18 March 2022

Income statement
For the year ended 31 December 2020

	Note	Year ended 31 December 2020 Before exceptional items £000s	Exceptional items £000s	After exceptional items £000s	Year ended 31 December 2019 Before exceptional items £000s	Exceptional items £000s	After exceptional items £000s
Operating income		55,628	-	55,628	21,397	-	21,397
Administrative expenses		(30,553)	(21,761)	(52,314)	(10,615)	(12,071)	(22,686)
Operating profit/ (loss)		25,075	(21,761)	3,314	10,782	(12,071)	(1,289)
Finance income	7	279,501	-	279,501	214,181	-	214,181
Finance costs	8	(491,365)	(4,387)	(495,752)	(211,265)	(9,451)	(220,716)
Loss before taxation		(186,789)	(26,148)	(212,937)	13,698	(21,522)	(7,824)
Tax credit/(charge)	9	6,104	-	6,104	(2,051)	1,377	(674)
Total profit /(loss) and total comprehensive income/(expense) for the year		(180,685)	(26,148)	(206,833)	11,647	(20,145)	(8,498)

Operating income and operating profit/ (loss) are all derived from continuing operations. There was no other comprehensive income during the year (2019: same). Accordingly, no separate Statement of Comprehensive Income has been presented.

EG Finco Limited

Balance sheet
As at 31 December 2020

	Note	2020 £000s	2019 £000s
Non-current assets			
Investments	11	1,728,966	1,728,966
Deferred tax asset	9	10,317	2,800
Other receivables	12	4,169,400	4,185,967
		5,908,683	5,917,733
Current assets			
Trade and other receivables	13	567,788	152,906
Current income tax assets	9	-	2,295
Cash and cash equivalents		189,831	15,424
		757,619	170,625
Total assets		6,666,302	6,088,358
Current liabilities			
Trade and other payables	14	(1,178,583)	(431,304)
Current income tax liabilities	9	(616)	(1,318)
Borrowings	16	(23,407)	(255,764)
		(1,202,606)	(688,386)
Net current liabilities		(444,987)	(517,761)
Non-current liabilities			
Trade and other payables	15	(2,694,369)	(2,653,797)
Borrowings	16	(2,452,166)	(2,222,042)
Deferred tax liabilities	9	(6,177)	(6,316)
		(5,152,712)	(4,882,155)
Total liabilities		(6,355,318)	(5,570,541)
Net assets		310,984	517,817
Capital and reserves			
Called up share capital	17	2	2
Share premium account	18	313,229	313,229
Retained (losses) / earnings		(2,247)	204,586
Total shareholders' funds		310,984	517,817

The notes on pages 13 to 33 form part of these financial statements.

The financial statements of EG Finco Limited, registered number: 09826778, were approved by the Board and authorised for issue on 18 March 2022. They were signed on its behalf by:

Mohsin Issa
Co-Chief Executive Officer

EG Finco Limited

Statement of changes in equity
As at 31 December 2020

	Share capital £000s	Share premium account £000s	Retained earnings / (losses) £000s	Total £000s
Balance at 1 January 2019	**2**	**1,212,491**	**(288,289)**	**924,204**
Loss for the year	-	-	(8,498)	(8,498)
Issue of share capital	-	345,740	-	345,740
Capital reduction (see note 18)	-	(1,245,002)	1,245,002	-
Dividend declared (see note 19)	-	-	(743,629)	(743,629)
Balance at 31 December 2019	**2**	**313,229**	**204,586**	**517,817**
Loss for the year	-	-	(206,833)	(206,833)
Balance at 31 December 2020	**2**	**313,229**	**(2,247)**	**310,984**

1. General information

EG Finco Limited (the Company), is a company incorporated in the United Kingdom under the Companies Act 2006.

The address of the registered office is listed on the company information section. The Company is a private company limited by shares and is registered in England and Wales.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 1.

These financial statements are presented in pounds sterling, the functional currency for the entity reflecting the primary economic environment in which the Company operates.

The Company is exempt from the preparation and delivery of consolidated financial statements, because it is included in the group accounts of EG Group Limited. The group accounts of EG Group Limited are available to the public and can be obtained as set out in note 21. The registered office address of the parent Company preparing consolidated accounts is Waterside Head Office, Blackburn, BB1 2FA, United Kingdom.

The Company has applied Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) issued by the Financial Reporting Council (FRC) incorporating the Amendments to FRS 101 issued by the FRC in July 2015 and the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 prior to their mandatory effective date of accounting periods beginning on or after 1 January 2016.

Adoption of new and revised Standards

The following new standards were adopted in the current financial year.

- Amendments to References to Conceptual Framework in IFRS Standards
- Amendments to IFRS 3 Business Combinations on the definition of a business
- Amendments to IAS 1 Presentation of Financial Statements and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' on the definition of material
- Amendments to IFRS 9 Financial Instruments, IAS 39 'Financial Instruments: Presentation' and IFRS 7 Financial Instruments: Disclosures on interest rate benchmark reform

The Company has considered the above new standards, and amendments to published standards, and has concluded that they are either not relevant to the Company or they do not have a significant impact on the Company's consolidated financial statements.

1. General information (continued)

New and revised IFRSs in issue but not yet effective

At the date of authorisation of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

- Amendments to IFRS 3 'Business Combinations' (amendments) – references to the Conceptual Framework
- Amendments to IAS 16 'Property, Plant and Equipment' (amendments) – proceeds before intended use
- Amendments to IAS 37 'Provisions, Contingent Liabilities and Contingent Assets' (amendments) – cost of fulfilling a contract
- Annual improvement in IFRS Standards 2018-2020 – IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 (amendments) – interest rate benchmark reform – phase 2
- Amendments to IAS 1 'Presentation of Financial Statements' (amendments) – classification of liabilities as current or non-current

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods.

2. *Significant accounting policies*

Basis of accounting

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, in the year ended 31 December 2020 the Company's financial statements have been prepared in accordance with FRS 101 'Reduced Disclosure Framework'.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, financial instruments, presentation of a cash flow statement, impairment of assets and related party transactions. The company has taken advantage of section 400 of the Companies Act 2006 in not producing consolidated financial statements, as it is a subsidiary of EG Group Limited which itself produces consolidated financial statements.

Where relevant, equivalent disclosures have been given in the group accounts of EG Group Limited. The financial statements have been prepared on the historical cost basis, except for the revaluation of financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The principal accounting policies adopted, and applied consistently in the current and prior year, are set out below.

2. Significant accounting policies (continued)

Going concern

The Company is a member of EG Group Consolidated Group whose ultimate parent entity is EG Group Holdings Limited ("the Group"). The Company is under common management of the Group and benefits from Group support when needed.

Notwithstanding net current liabilities of £444,987,000 (2019: £517,761,000) and a loss for the year of £206,833,000 (2019: £8,498,000), the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from the Group, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the Group not seeking repayment of the amounts currently due to the Group, which at 31 December 2020 amounted to £3,829,848,000, and providing additional financial support during that period. The Group has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Exceptional items

The Directors consider that an adjusted profit measure provides useful information for the underlying trends, performance and position of the Company. These measures are consistent with how business performance is measured internally by the Board. Profit before exceptionals is not a recognised measure under IFRS and may not be directly comparable with adjusted measures used by other companies.

The Directors exercise judgement in determining the items to classify as exceptional items. This assessment considers the nature of the item, cause of occurrence and the scale of impact of that item on reported performance. Reversals of previous exceptional items are assessed based on the same criteria. Directors exercise judgement in ensuring there is an equal focus by management in classifying both expenses and revenue items as exceptional.

The Group's definition of exceptional items, together with further details of adjustments made during the period, is provided in note 4.

Operating income

Operating income represents management recharges made by the Company to other group companies.

Administrative expenses

Administrative expenses reflect the costs bourne by the Company for its role in administration of the Group. This includes items such as payroll for certain Group employees and professional fees for strategic group projects.

2. Significant accounting policies (continued)

Investments

Investments in subsidiaries are accounted for at cost less, where appropriate, provisions for impairment.

Impairment of investments

At each balance sheet date, the Company reviews the carrying amounts of its investments to determine whether there is any indication that these have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Revenue recognition

Dividend and interest income
Dividend income from investments is recognised when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably). Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Finance income

Finance income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Finance income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Foreign currencies

The financial statements are presented in pounds sterling, which is also the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2. Significant accounting policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the year in which they are incurred.

Finance costs

Finance costs comprise of foreign exchanges losses arising on financing and financing costs of raising debt. All finance costs are recognised in profit or loss in the year in which they are incurred.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities

Financial assets and liabilities principally consist of trade and other receivables, accrued income, cash and cash equivalents, trade and other payables, borrowings and derivative financial assets/liabilities held at fair value through profit and loss.

Cash and cash equivalents

Cash and cash equivalents include cash at bank, in hand, short-term deposits with banks and other financial institutions with an initial maturity of three months or less, and credit/debit card receivables, which are settled within 72 hours. Bank overdrafts are presented as short-term borrowings, and are reflected as a financing activity in the statement of cash flows.

Trade and other receivables

Trade receivables are recognised initially at the amount of consideration that is unconditionally due from customers for goods sold or services performed in the ordinary course of business. The Group holds trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost. Loss allowances are recognised based on expected irrecoverable amounts determined by reference to past default experience and are adjusted to reflect current and forward-looking information based on macroeconomic factors and other factors which affect the ability of the customers to settle the receivables.

Trade and other payables

Trade and other payables (excluding derivative financial liabilities) are recorded at cost.

Financial liabilities and equity components

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs

2. Significant accounting policies (continued)

Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. Subsequently, financial assets will be measured at amortised cost, fair value through other comprehensive income ("FVTOCI"), or fair value through profit and loss ("FVTPL"), on the basis of both the Company's model for managing the assets and the contractual cash flows associated with them. Where a trade receivable does not contain a significant financing component under IFRS 15, it will be measured at its transaction price.

Amortised cost

Financial assets are measured at amortised cost where the asset is held for the objective of collecting contractual cash flows and the terms of the asset give rises to cash flows on specific dates that are solely payments of principal and interest on the amount outstanding.

The effective interest method is utilised in the calculation of amortised cost of a debt instrument and for allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss ("FVTPL").

Impairment of financial assets

At each balance sheet date, financial assets are assessed for indicators of impairment, considering all reasonable and supportable information available, including that which is forward-looking where this is available without undue cost and effort. If the credit risk on a financial asset has increased significantly since initial recognition, an impairment equivalent to the lifetime expected credit losses on the instrument will be recognised immediately. If the credit risk has not significantly increased since initial recognition, a loss allowance shall be measured equivalent to twelve-month expected credit losses

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account.

Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

2. Significant accounting policies (continued)

Impairment of financial assets (continued)

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Expected credit losses

The Company assesses on a forward-looking basis the expected credit losses associated with financial assets classified as measured at amortized cost at each balance sheet date. The measurement of expected credit losses is a function of the probability of default, loss given default, and exposure at default. The carrying amount of the asset is adjusted, with the amount of the impairment gain or loss recognized in the income statement.

A financial asset or group of financial assets classified as measured at amortized cost is considered to be credit-impaired if there is reasonable and supportable evidence that one or more events that have a detrimental impact on the estimated future cash flows of the financial asset (or group of financial assets) have occurred. Financial assets are written off where the Company has no reasonable expectation of recovering amounts due.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity, or when there is no reasonable expectation of recovering the asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial Liabilities

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' ("FVTPL") or 'other financial liabilities' carried at amortised cost. Financial liabilities are initially measured at fair value less directly attributable transaction costs (except those measured at FVTPL which are initially measured at fair value).

Derecognition of financial liabilities

The Group derecognizes 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 derecognized and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument for another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability.

2. Significant accounting policies (continued)

Financial instruments (continued)

Derecognition of financial liabilities (continued)

It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability.

Where the change in terms reflects only a non-substantial modification, a gain or loss equal to the difference between the present value of cash flows under the new and the old terms will be immediately recognized in profit or loss.

Derivative financial instruments

The company may enter into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk, including foreign exchange forward contracts and interest rate swaps.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Operating profit

Operating profit is stated before finance income and finance costs.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the

2. Significant accounting policies (continued)

Taxation (continued)

Deferred tax (continued)

Initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

There were no critical accounting judgements.

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

Key sources of estimation uncertainty

Impairment of investments

At each balance sheet date, the Company the carrying amounts of its investments to determine whether there is any indication that these have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Further disclosure is provided in note 12.

4. Exceptional items

In order to allow a better understanding of the underlying trading performance of the Company, items recognised in reported profit or loss before tax which, by virtue of their size and or nature, do not reflect the Company's underlying performance are shown as exceptional items (in accordance with the Company's accounting policies in note 2). These items are as follows:

	2020 £000	2019 £000
Included within operating profit:		
Acquisition and transaction related costs	(21,761)	(11,442)
Restructuring costs	-	(628)
Included within finance costs:		
Transaction related finance costs	(4,387)	(3,959)
Loss on extinguishment of debt on refinancing	-	(5,492)
Tax on exceptional items	-	1,377
Total exceptional items	**(26,148)**	**(20,144)**

All items are shown gross, unless IFRS permits netting of such expenditure.

Tax on exceptional items has been calculated using the applicable statutory tax rate for taxable items.

4. Exceptional items (continued)

In 2020 the exceptional items primarily related to directly attributable incremental costs incurred as a result of the Group's growth acquisitions in the UK, and in respect of prior period acquisitions in the US and Australia, which are not expected to be incurred by the Group on an equivalent ongoing basis, and largely relate to professional and legal fees.

In the year ended 31 December 2019, exceptional costs primarily relate to acquisition and transaction costs, directly attributable incremental expenditure incurred by the Company to support the Group in its acquisitions in Australia (£5m) and the USA (£6m) which are not expected to be incurred by the Group on an ongoing basis.

Following the Company's financing exercise to secure the necessary additional term loan funding for the Group's 2019 acquisition in Australia, the arrangement fees and exit fees for the bridging loan drawn down totalling £5m were expensed in the year. The Group has classified the amount as exceptional because it related to the acquisition in Australia and the financial materiality involved. An additional £4m of exceptional finance costs relating to professional fees were incurred within the Company in respect of activities related to arranging the Group's bonds.

5. Auditor's remuneration

Fees payable to KPMG LLP and their associates for the audit of the Company's annual accounts were £30,000 (2019: payable to Deloitte were £30,000).

No fees were payable to KPMG LLP and their associates for non-audit services to the Company (2019: nil).

6. Staff costs

The average monthly number of employees (including Executive Directors) was:

	Year ended 31 December 2020	Year ended 31 December 2019
Administration	6	4
Directors	2	2
	8	6

Their aggregate remuneration comprised:

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Wages and salaries (excluding Directors)	3,258	1,580
Salaries, fees bonuses and benefits in kind (Directors)	1,000	1,000
Social security costs	253	1,258
	4,511	3,838

6. Staff costs (continued)

Highest paid director:

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Salaries, fees bonuses and benefits in kind	500	500

	Year ended 31 December 2020	Year ended 31 December 2019
Number of Directors	2	2

Total compensation for key management personnel is comprised of short-term employee benefits totalling £1,000k (2019: £1,000k).

No Directors or key management personnel are members of the Group's defined benefit pension scheme (2019: none).

No Directors are members of money purchase schemes (2019: none).

The company operated a defined contribution scheme. During the year the Company made contributions to defined contribution schemes of £5k (2019: £7k) There were no amounts outstanding to defined contribution schemes at 31 December 2020 (2019: £nil).

7. Finance income

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Interest receivable:		
Short term bank deposits	-	745
On intercompany balances	277,276	185,714
Change in the fair value of derivative liabilities	-	-
Exchange gains on foreign currency loans and borrowings	2,225	27,722
Total finance income	279,501	214,181

8. Finance costs

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Interest payable on bank overdrafts and loans	(120,749)	(116,597)
Interest payable on loans from group undertakings	(183,975)	(74,065)
Amortisation of loan arrangement fees	(9,842)	(13,029)
Exchange losses on foreign currency loans and borrowings	(160,122)	-
Write off arrangement fees on refinanced loans	-	(5,492)
Guarantee costs	(4,133)	(5,186)
Acquisition and transaction related costs	(4,387)	(4,673)
Provision for expected credit losses	(8,592)	(1,674)
Other	(3,952)	-
Total finance costs	(495,752)	(220,716)

9. Tax

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Corporation tax:		
UK corporation tax	(1,551)	(1,318)
Deferred tax:		
Origination and reversal of temporary differences	8,036	285
Changes in tax rates	(381)	359
Total tax credit/(charge)	6,104	(674)

The credit for the year can be reconciled to the loss in the income statement as follows:

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Loss before tax	(212,937)	(7,824)
Tax at the UK corporation tax rate of 19% (2019: 19%)	40,458	1,486
Tax effect of non-deductible acquisition expense	(6,615)	(3,123)
Tax effect of group relief surrendered for no payment	(16,872)	(2,024)
Tax effect of adjustments in respect of prior period	(1,275)	3,693
Tax effect of interest restriction	(9,211)	(748)
Tax effect of other non-deductible expenses	-	(317)
Effect of change in tax rates	(381)	359
Tax credit/(charge) for the year	6,104	(674)

The current tax rate used for the year is 19% (2019: 19%) based on rates already enacted in previous periods.

9. Tax (continued)

In the United Kingdom the Finance Act 2020, included legislation to maintain the main rate of UK corporation tax at 19%, rather than reducing it to 17% from 1 April 2020. The change to the main rate of corporation tax was substantively enacted by the balance sheet date and therefore included in these financial statements. Deferred tax has been calculated using these rates based on the timing of when each individual deferred tax balance is expected to reverse in the future. The UK Budget announcements on 3 March 2021 included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. These changes were not substantively enacted at the balance sheet date and hence have not been reflected in the measurement of deferred tax balances.

The effect of interest restriction represents the impact of the UK Corporate Interest Restriction rules (effective from 1 April 2017), which restrict the amount of interest that can be deducted for tax purposes by UK companies with reference to the Group's global interest expense.

No material amounts relating to tax have been recognised in other comprehensive income during the year (2019: nil).

The following are the deferred tax (assets)/liabilities recognised by the Company and movements thereon during the current and prior year.

	At 31 December 2019 £000	(Charged)/credited to income statement £000	At 31 December 2020 £000
Change of accounting policy (IFRS 9)	6,316	(139)	6,177
Tax losses	(2,500)	(7,690)	(10,190)
Provisions	(300)	173	(127)
Total	3,516	(7,656)	(4,140)

At the balance sheet date, the company had unused tax losses of £53.6m (2019: £15.1m) available for offset against future profits. A deferred tax asset has been recognised in respect of the losses as it is considered probable that there will be future taxable profits available against which the losses can be offset.

At the balance sheet date, the company had excess interest capacity carried forward of £182.8m (2019: £134.2m) available for offset against future profits. A deferred tax asset has not been recognised in respect of the excess interest capacity, as it is not considered probable that there will be future taxable profits available against which the excess interest capacity can be offset.

10. Profit/(loss) for the year

Profit/(loss) for the year has been arrived at after (crediting)/charging:

	Year ended 31 December 2020 £000	Year ended 31 December 2019 £000
Acquisition related transaction costs	26,148	11,442
Net foreign exchange (gain)/loss	157,897	(27,722)

EG Finco Limited

Notes to the financial statements (continued)
For the year ended 31 December 2020

11. Investments

	£000s
Cost and net book value	
At 1 January 2019	1,728,916
Incorporation of new subsidiary	50
At 31 December 2019 and 31 December 2020	1,728,966

The Company is a parent company which directly holds the following subsidiaries that operate and are incorporated internationally. EG Global Finance Plc, a new subsidiary, was incorporated on 20 March 2019, with share capital of £50,000.

For the year ended 31 December 2020 impairment reviews were performed by comparing the carrying value of investments and the assets of the cash-generating units to which the investments relate with the recoverable amount of the cash-generating units. For the year ended December 31, 2020 impairment reviews were performed by comparing the carrying value the cash-generating units with their recoverable amount.

The recoverable amounts for cash-generating units has been determined based on their fair value less costs to sell. Management determined that due to the potential for increased use of alternative fuel vehicles in the long term, it was more appropriate to use fair value to assess impairment because accounting standards do not permit in a value in use calculation the inclusion of earnings generated from future expansionary capital expenditure on the Group's existing multi-use retail sites. To determine these values, the Group uses an approach based on forecast Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA", which is a non-IFRS measure) and EBITDA valuation multiples of comparable corporations and market transactions ranging from 6.9 times to 15 times.

All undertakings are held directly and indirectly by EG Finco Limited, which operate and are registered in either UK, Jersey or Continental Europe. A full list of the Company's related undertakings, registered office address and percentage of share class owned as at 31 December 2020 are disclosed below:

Subsidiary undertakings incorporated and operating in the United Kingdom

Name of undertaking	Principal activity	Principal place of business	Proportion of ordinary shares and voting power held %
Euro Garages Limited	Trading of fuel/other products	UK	100
EG Foodservice Limited	Dormant	UK	100
The Orchard Group Limited	Trading of fuel/other products	UK	100
Three Oaks Investments Limited	Holding company	UK	100
Three Elms Investments Limited	Holding company	UK	100
Wolfson Trago Limited	Restaurant operator	UK	100
Wycliffe Moore Limited	Restaurant operator	UK	100
EG Global Finance Plc	Holding company	UK	100
Urban Origin Limited	Holding company	UK	100
GB3 Limited	IT consultancy	UK	100

All companies incorporated in the United Kingdom are registered at Waterside Head Office, Haslingden Road, Blackburn, Lancashire, BB1 2FA.

11. Investments (continued)

International subsidiary undertakings

Name of undertaking	Principal Activity	Principal place of business	Proportion of ordinary shares and voting power held %
Euro Garages Jersey Limited[1]	Holding company	Jersey	100
Scotco Restaurants (Jersey) Ltd[1]	Restaurant operator	Jersey	100
EG Dutch Finco B.V.[2]	Holding company	Netherlands	100
EG Holdings B.V.[2]	Holding company	Netherlands	100
EG Europe B.V.[2]	Holding company	Netherlands	100
EG Retail B.V.[2]	Holding company	Netherlands	100
EG (Benelux) B.V.[2]	Holding company	Netherlands	100
EG Retail (Netherlands) B.V.[2]	Trading of fuel/other products	Netherlands	100
EG Services (Netherlands) B.V.[2]	Operator of service stations	Netherlands	100
NRGValue Branding Nederland B.V.[2]	Trading of fuel/other products	Netherlands	100
NRGValue Retail Nederland B.V.[2]	Trading of fuel/other products	Netherlands	100
NRGValue Tankstations Nederland B.V.[2]	Trading of fuel/other products	Netherlands	100
EG Fuels (Kampen Terminal)[3]	Fuels depot operations	Netherlands	100
EG Fuels (Logistics) B.V.[3]	Fuels transportation	Netherlands	100
EG (France) B.V.[2]	Holding company	Netherlands	100
AJJ Hermes B.V.[2]	Real estate development	Netherlands	100
EG (Germany) B.V.[2]	Holding company	Netherlands	100
EG Food Services (Netherlands) BV[2]	Restaurant operator	Netherlands	100
EG (Italy) B.V.[2]	Holding company	Netherlands	100
The Tasty Company BV[12]	Restaurant operator	Netherlands	100
The Spicy Company BV[9]	Restaurant operator	Netherlands	100
Paul Mahieu NV[13]	Trading of fuel/other products	Netherlands	99
EG Retail (Belgium) B.V.B.A.[4]	Trading of fuel/other products	Belgium	100
Station Services B.V.B.A.[4]	Dormant	Belgium	100
EG Retail (Station Support) B.V.B.A.[4]	Employer of service station colleagues	Belgium	100
Stars Loyalty Belgium C.V.B.A.[4]	Loyalty card business	Belgium	100
EG Services (Belgium) B.V.B.A.[4]	Employer of service station colleagues	Belgium	100
EG Services (Belgium Property) B.V.B.A.[4]	Real estate development	Belgium	100
Raga NV[4]	Real estate development	Belgium	100
EG Retail (Luxembourg) S.à.r.l.[5]	Trading of fuel/other products	Luxembourg	100
EG Services (Luxembourg) S.à.r.l.[5]	Trading of fuel/other products	Luxembourg	100
EG (Luxembourg) Holdings S.à.r.l.[5]	Holding company	Luxembourg	100
EG Business GmbH[6]	Trading of fuel/other products	Germany	100
EG Deutschland GmbH[8]	Holding company	Germany	100
Echo Tankstellen GmbH[8]	Trading of fuel/other products	Germany	100
Retail Operating Company GmbH[8]	Trading of fuel/other products	Germany	100
EG Deutschland Food Services GmbH[8]	Trading of fuel/other products	Germany	100
EG Deutschland K-Holding GmbH[8]	Holding company	Germany	100
EG Retail (Food Services France) SAS[7]	Trading of fuel/other products	France	100
EG Holdings (France) SAS[7]	Holding company	France	100
EG Retail (France) SAS[7]	Trading of fuel/other products	France	100
EG Services (France) SNC[7]	Operator of service stations	France	100
EG Italia S.p.A[10]	Trading of fuel/other products	Italy	100
EGI-2 GO S.R.L[10]	Trading of fuel/other products	Italy	100
Scotco ROI Limited[11]	Restaurant operator	ROI	100

1. Registered address: 47 Esplanade, St Helier, Jersey JE1 0BD
2. Registered address: Princenhagelaan 9, 4813 DA, BREDA, The Netherlands
3. Registered address: Genuakade 4, 8263 CG, Kampen, The Netherlands
4. Registered address: Kapelsesteenweg 71, 2180 Ekeren, Belgium
5. Registered address: Bei der Härewiss 103, 1141 Luxembourg
6. Registered address: Bentheimer Strasse 120, 48529, Nordhorn, Germany
7. Registered address: Immeuble Le Cervier B, 12, avenue des Béguines, Cergy Saint Christophe, 95800 Cergy Pontoise, France
8. Registered address: Ludwig-Erhard-Straße 22, Hamburg, Germany
9. Registered address: Harderwijkweg 1, 2803 PW, Gouda

11. Investments (continued)

International subsidiary undertakings (continued)

10. Registered address: Via Giovanni Marradi 4, Livorno, Livorno, 57126 Italy
11. Registered address: Unit 1, Gregg Court, Parnell Street, Dublin 1, 662880, Republic of Ireland
12. Registered address: Jadestraat 11, 2665 NS, Bleiswijk
13. Registered address: Kapelsesteenweg 71, 2180 Ekeren

12. Non-current assets: other receivables

	31 December 2020 £000	31 December 2019 £000
Amounts owed by parent undertaking falling due after one year	76	77
Amounts owed by fellow subsidiary undertakings falling due after one year	4,169,324	4,185,890
	4,169,400	4,185,967

Amounts receivable from group undertakings carry interest 4% (2019: 4.0%) above 1 month EURIBOR in case of EUR balances, 7.75% (2019: 7.75%) above 1 month US LIBOR for long term USD debt, and 5% (2019: 5.0%) above 1 month LIBOR in case of GBP. Balances are repayable in 2023.

Expected credit losses totalling £10,265,906 (2019: £1,673,733) are included in the balance of non-current trade and other receivables.

13. Trade and other receivables

	31 December 2020 £000	31 December 2019 £000
Amounts owed by fellow subsidiary undertakings	529,321	141,491
Other taxes	1,401	-
Prepayments	26	583
Loans to related parties	37,040	10,832
	567,788	152,906

Amounts receivable from group undertakings are repayable on demand and carry interest at 3.5% (2019: 3.5%) above 1 month EURIBOR in the case of EUR balances, 3.5% (2019: 3.5%) above 1 month LIBOR in the case of GBP balances, and 3.5% above US LIBOR in the case of USD balances.

Included within Loans to related parties above are balances receivable from Clearsky 1 LP and Clearsky 2 LP of £13,467k (2019: £3,733k) and £476k (2019: liability of £7,099k) respectively. Clearsky 1 LP is a partnership in which the controlling parties are also Directors of the Group. Purchases from Clearsky 1 LP in the year are for the provision of commercial transport for the Group at arm's length rates. Amounts owed by Clearsky 1 LP to the Group are for a short-term loan, repayable on demand. Clearsky 2 LP is a partnership in which the controlling parties are also Directors of the Group. Amounts owed by Clearsky 2 LP to the Group are for a short-term loan, repayable on demand. Also included a balance owed by the Group's ultimate parent company Optima Bidco Jersey for £23,182k.

The receivables are unsecured in nature, and unless otherwise stated, bear no interest. No guarantees have been given or received and no provisions have been made for doubtful debts in respect of the amounts owed by related parties.

14. Trade and other payables

	31 December 2020 £000	31 December 2019 £000
Trade payables	(860)	(8,108)
Amounts due to fellow subsidiary undertakings	(1,135,479)	(387,961)
Accrued expenses	(26,108)	(10,717)
Social security and other taxes	(559)	(337)
Amounts due to related parties	(15,577)	(24,181)
Included in payables: amounts falling due within one year	(1,178,583)	(431,304)

Amounts owed to group undertakings are repayable on demand and carry interest at 3.5% (2019: 3.5%) above 1 month EURIBOR in case of EUR balances and 3.5% (2019: 3.5%) above 1 month LIBOR in case of GBP balances.

Included within the balances above is £7,770,128 (2019: £12,094,628) and £7,806,946 (2019: £12,086,325) relating to dividends declared by the Company's ultimate parent company Optima Bidco Jersey, owed to Mohsin Issa and Zuber Issa respectively (both Company Directors), repayable on demand.

15. Other payables

	31 December 2020 £000	31 December 2019 £000
Amounts due to fellow subsidiary undertakings	(2,694,369)	(2,653,797)
Included in payables: amounts falling due after more than one year	(2,694,369)	(2,653,797)

Amounts due to group undertakings (shown above) are payable after 5 years from 31 December 2020 and carry interest at 6.75% or 4.5% above US LIBOR for USD balances and 3.86% for EUR balances.

EG Finco Limited

Notes to the financial statements (continued)
For the year ended 31 December 2020

16. Borrowings

	31 December 2020 £000	31 December 2019 £000
Un-secured borrowing		
Bank overdrafts	-	17,269
Secured borrowing		
Revolving credit facilities	-	216,117
Bank loans	2,475,573	2,244,420
	2,475,573	2,460,537
Total borrowings	2,475,573	2,477,806
Amount due for settlement within 12 months:		
Bank overdrafts	-	17,269
Revolving credit facilities	-	216,117
Bank loans	23,407	22,378
	23,407	255,764
Amount due for settlement after 12 months:		
Bank loans	2,452,166	2,222,042
Amount due for settlement after 5 years	-	-

At 31 December 2020 the Company has the below term loans:

(i) a Facility B GBP loan of £400m. The loan was taken out on 7 February 2018. Repayments totalling 1% per annum of the initial drawdown are made quarterly, with the balance repayable on maturity in 2025. The loan carries interest at 4.75% above LIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group.

(ii) a Facility B1 EUR loan of €835m, The loan was taken out on 7 February 2018. Repayments totalling 1% per annum of the initial drawdown are made quarterly, with the balance repayable on maturity in 2025. The loan carries interest at 4.0% above EURIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group.

(iii) a Facility B2 EUR loan of €250m. The loan was taken out on 7 February 2018. Repayments totalling 1% per annum of the initial drawdown are made quarterly, with the balance repayable on maturity in 2025. The loan carries interest at 4.0% above EURIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group.

(iv) an additional term facility EUR loan of €100m. The loan was taken out on 18 April 2018. Repayments totalling 1% per annum of the initial drawdown are made quarterly, with the balance repayable on maturity in 2025. The loan carries interest at 4.0% above EURIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group.

(v) a second lien EUR loan of €125m. The loan was taken out on April 18, 2018, repayable on maturity in 2026 with an initial value of €200m. An early repayment of €75m was made during 2019. The loan carries interest at 8.75% and is secured on the assets of the Group and guaranteed by certain entities of the Group. This facility was repaid post year end, see note 20 for further details.

16. Borrowings (continued)

(vi) a Facility B3 EUR loan of €900m. The loan was taken out on 28 September 2018. Repayments totalling 1% per annum of the initial drawdown are made quarterly, with the balance repayable on maturity in 2025. The loan carries interest at 4.0% above EURIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group.

(vii) an additional term facility EUR loan of €75m. The loan was taken out on 4 December 2018. Repayments totalling 1% per annum of the initial drawdown are made quarterly, with the balance repayable on maturity in 2025. The loan carries interest at 4.0% above EURIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group.

(viii) an additional term facility GBP loan of £138m. The loan was taken out on March 9, 2020. The loan carries interest at 5.25% above LIBOR and is secured on the assets of the Group and guaranteed by certain entities of the Group. This facility was repaid post year end, see note 20 for further details.

The other principal features of the Company's borrowings are as follows:

(i) The Company has Revolving Credit Facilities available totalling £250m (2019: £250m) which expire in 2022. These carry an interest rate of LIBOR/EURIBOR+3% (2019: LIBOR + 3.0%) and are secured on the Group's assets.

17. Share capital

	No. of shares	£000s
Authorised, issued and fully paid ordinary shares of £1 each:		
At 31 December 2018	1,911	2
Issue of shares on 21 October 2019	100	-
At 31 December 2019	2,011	2
At 31 December 2020	2,011	2

The Company has one class of ordinary shares which carry no right to fixed income. On 21 October 2019 the Company issued 100 ordinary shares for a cash consideration of £345.7m.

18. Share premium account

	£000s
At 31 December 2018	1,212,491
Issue of shares on 21 October 2019	345,740
Capital reduction	(1,245,002)
At 31 December 2019 and 31 December 2020	313,229

On 21 October 2019 the Company issued 100 ordinary shares for a cash consideration of £345.7m. The Company performed a capital reduction of £1.2bn during the prior year, reducing share premium and increasing retained earnings, in order to increase distributable reserves.

19. Dividends declared

During 2019, the Company declared an interim dividend of £743,629,000 to its parent, EG Group Limited. This dividend was settled in specie through transfer of loans owed by EG AsiaPac Limited to the Company.

20. Events after the balance sheet date

On February 8, 2021 the Company purchased interest bearing debt instruments for £160m. The asset is recognised at amortised cost. The debt instruments were repaid on January 13, 2022.

On February 26, 2021, the Group negotiated the private placement at par of £675m in aggregate principal amount of 6.25% Senior Secured Notes due 2026. The proceeds were intended to fund the Group's acquisitions of the Asda Forecourt Business. As a consequence of the termination of the agreement to acquire the Asda Forecourt Business on October 18, 2021, the Group initiated a process, also on October 18, 2021, to redeem the Senior Secured Notes due 2026 and unwind the related escrow arrangement. This redemption process completed on October 26, 2021.

On March 11, 2021 the Group successfully completed the financing of two new facilities, an additional $510m term loan due 2026 under a new term B facility and also a second lien EUR loan of €610m due 2027. These additional funding arrangements were completed in order to support the acquisition of the OMV forecourt business in Germany and also to refinance the £138m term loan taken out in 2020 and the Group's existing second lien facilities.

In addition, the Group's existing Letter of Credit facilities were increased from c.$613m to c.$852m, with c.$804m of this facility being extended to August 2024, and the majority of the Revolving Credit Facility was extended to August 2024.

On June 10, 2021 a new second lien EUR loan was drawn down and the second lien EUR loan of €125m and additional term facility GBP loan of £138m were repaid by EG Finco Limited on May 14, 2021 and May 6, 2021 respectively.

On November 15, 2021 the Group signed a £220m bridge facility to fund the recent acquisitions which were made in the Group during 2021. The facility was drawn down on December 13, 2021.

From January 1, 2022, the Company transitioned its variable rate borrowings from LIBOR to SONIA.

21. Controlling party

In the opinion of the Directors, the Company's ultimate parent company and ultimate controlling party is Optima Bidco (Jersey) Limited, a company registered in Jersey Channel Islands.

The parent undertaking of the largest group, which includes the Company and for which group accounts are prepared, is EG Group Holdings Limited, a company incorporated in Great Britain, registered at Waterside Head Office, Haslingden Road, Blackburn, BB1 2FA, United Kingdom.

The parent undertaking of the smallest such group is EG Group Limited, a company incorporated in Great Britain, registered at Waterside Head Office, Haslingden Road, Blackburn, BB1 2FA, United Kingdom.

Copies of the group financial statements of EG Group Holdings Limited and EG Group Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. The Company's immediate controlling party is EG Group Limited.