

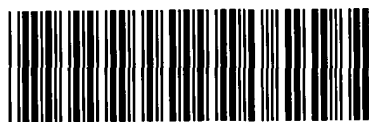
OS Phoenix Bidco Limited

Annual report and financial statements

Registered number 10878079

For the year ended 31 December 2021

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Strategic report

Business strategy

The principal activity of the Company was that of a holding company.

OS Phoenix Bidco Limited acts as an intermediate holding company to the OS Phoenix Group of companies ("Group"), providing management services. The principal activities of the OS Phoenix Group of companies continue to be the provision of outsourced waste management, recycling services and compliance services carried out across all business sectors throughout the UK.

Business review and future developments

The directors do not assess the performance of the Company with regard to key performance indicators.

On 19 March 2021, the Company issued 9,878,109 ordinary shares of £1 each for consideration of £9,878,110 and subscribed for £9,878,109 ordinary shares of £1 each in Reconomy (UK) Limited for a consideration of £9,878,110.

On 21 September 2021, the Company issued 200 ordinary shares of £1 each for consideration of £78,003,053.

On 21 December 2021, the Company issued 200 ordinary shares of £1 each for consideration of £48,729,461 and subscribed for 200 ordinary shares of £1 each in Reconomy (UK) Limited for a consideration of £67,250,552.

Acquisitively the Company and its subsidiaries have made a number of additions in the year.

Firstly, on 19 March 2021, Reconomy (UK) Limited completed the acquisition of the whole of the share capital of Eurokey Holdings Limited and its subsidiary Eurokey Recycling Limited ("Eurokey Group"). Then, on 1 December 2021, Reconomy (UK) Limited completed the acquisition of the whole of the share capital of GAE Smith Group Limited and its subsidiaries GAE Smith (Holdings) Limited and Oceala Limited ("GAE Smith Group"). Eurokey Group and GAE Smith Group provide processing and sorting capabilities of materials to enhance the recycling offering of the Group.

Secondly, on 2 September 2021, the Company completed the acquisition of the whole of the share capital of the intelligent supply chain business Advanced Supply Chain Group Limited and its subsidiary undertakings. This new acquisition further develops the Group's offering, providing intelligent and sustainable supply chain services to customers.

The directors are optimistic that the Group will continue to grow.

Funding position

On 15 July 2021, the Company refinanced its existing term loan facility to provide finance for further acquisitions by the Group. The new facility consisted of a £90.2 million non-amortising term loan facility, £7 million revolving credit facility and an incremental acquisition facility. The facilities are secured by a fixed and floating charge over the assets of the Group, bear interest at a margin over SONIA dependent on net leverage and are repayable in full on 14 July 2027. The revolving credit facility was subsequently increased to £15 million.

Following the year end, these facilities were refinanced to provide additional funding for future acquisitions and increase the working capital facilities available to the enlarged Group. The new facilities include a non-amortising term loan and acquisition facility repayable in full on 11 July 2029 plus a £30m revolving credit facility. The facilities are also secured by a fixed and floating charge over the assets of the Group and bear interest at a margin over SONIA dependent on net leverage.

The directors are confident that the funding position available to the Group is adequate to fund the Group's ongoing operational and growth requirements.

Results

The result for the period, after taxation, amounted to a loss of £19,601,000 (2020: £14,210,000).

Principal risks and uncertainties

The principal risk to the Company is that the investments in subsidiaries and debts due from/to other group undertakings became irrecoverable in the event that the underlying trading of the subsidiaries falls considerably short of current expectations. The OS Phoenix Bidco Limited group continually review financial and non-financial key performance indicators at both board and operational levels to monitor and mitigate this risk.

The main risks arising from the Company's Group's operations are customer risk, credit risk, liquidity risk and interest rate risk. The directors review and agree policies for managing each of these risks and they are summarised below.

Strategic report (*continued*)

Financial risk management objectives and policies

The Company is party to secured term loan facilities and revolving credit facilities in order to provide finance to the Group. The facilities are secured by a fixed and floating charge over the assets of the Group and bear interest at a margin over SONIA dependent on net leverage and are not repayable until 2029.

The Company has also issued financial instruments in the form of Unsecured 2047 Loan Notes as part of the funding for the OS Phoenix Midco Limited group. The Unsecured 2047 Loan Notes have a fixed coupon of 12% per annum, do not require cash servicing and are not due for repayment until 2047. Repayments may be made on a voluntary basis.

Statement by the Directors in performance of their statutory duties in accordance with s172(1) of the Companies Act 2006

The Company, as an intermediate holding company, has no employees, customers, or suppliers and as such the directors primarily consider the interests of the ultimate parent, OS Phoenix Topco Limited, with regard to performing their duties on matters set out under section 172. The key board decisions approved during the year related solely to the acquisitions made by subsidiaries, being in line with the strategic goals of both the Company and the parent company.

By order of the board



J Sullivan
Director

Kelsall House
Stafford Court
Stafford Park 1
Telford

20 July 2022

Directors' report

The directors present their annual report and financial statements for the year ended 31 December 2021.

Principal activities

The principal activity of the Company was that of an intermediate holding company.

Dividends

No dividends were paid during the year (2020: £nil). The directors do not recommend the payment of a final dividend (2020: £nil).

Directors

The directors who held office during the period and to the date of this report were as follows:

N Armstrong
P Cox
R Ellis
M Joseph
E Lazarus
J Sullivan

The directors and officers were insured by third party indemnity insurance during the period.

Going concern

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 a going concern assessment for the consolidated financial statements of OS Phoenix Midco Limited (Group), of which this Company is a member, for a period of at least 12 months from the date of approval of these financial statements, which includes modelling severe but plausible financial scenarios that take into consideration the current economic uncertainties. This indicates that, the Group will have sufficient funds to meet its liabilities as they fall due for that period.

The OS Phoenix Midco Limited Group is funded through a combination of Shareholders' Funds, Secured term loans, Unsecured loan notes, intercompany balances and cash generated through operating profits. On 24 June 2022, the loan facilities were refinanced under normal commercial terms to provide further funding for future growth, with facilities then due for repayment no earlier than 2028.

The Directors are satisfied that the maturity of these financing arrangements is sufficiently long term and there is not an immediate requirement to refinance or review the capital structure at this time. Whilst the UK's economic outlook remains uncertain, the Directors have considered the impact to the Group by conducting extensive scenario analysis on the Group's profitability, the availability of cash to meet liabilities as they fall due and its compliance with the debt covenant attached to the Secured term loans.

OS Phoenix Bidco Limited's intermediate parent, OS Phoenix Midco Limited, have provided a letter of support to confirm their intention to continue to operate a centralised Group treasury arrangement, facilitating the Company to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of these financial statements. 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.

Taking the above into consideration, the Directors believe that there are no material uncertainties to the Group's ability to operate as a going concern and to continue realising its assets and discharging its liabilities in the normal course of business.

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.

Directors' report (*continued*)

Political contributions

The Company made no political donations or incurred any political expenditure during the period.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



J Sullivan
Director

Kelsall House
Stafford Court
Stafford Park 1
Telford

20 July 2022

Statement of directors' responsibilities in respect of the Strategic report, Directors' report and the financial statements

The directors are responsible for preparing the 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 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 OS Phoenix Bidco Limited

Opinion

We have audited the financial statements of OS Phoenix Bidco Limited ("the company") for the year ended 31 December 2021 which comprise the Profit and Loss Account, the Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 OS Phoenix Bidco Limited'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.

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 the revenue recognised relates to management services which are simplistic in nature. 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.

Independent auditor's report to the members of OS Phoenix Bidco Limited *(continued)*

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.

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 4, 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

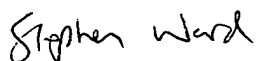
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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.

Independent auditor's report to the members of OS Phoenix Bidco Limited *(continued)*

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.



Stephen Ward (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

20 July 2022

Profit and loss account
for the year ended 31 December 2021

	<i>Note</i>	2021 £000	2020 £000
Turnover	2	866	1,319
Cost of sales		-	-
Gross profit		866	1,319
Administrative expenses		(824)	(1,241)
Operating profit	3	42	78
Interest receivable and similar income	5	664	247
Interest payable and similar charges	6	(20,306)	(14,535)
Loss before taxation		(19,600)	(14,210)
Taxation	7	-	-
Loss for the financial year		(19,600)	(14,210)

All results are from continuing operations.

There was no other comprehensive income in the current or preceding period. Comprehensive income comprises the loss for the current and preceding period.

The notes on pages 12 to 18 form part of these financial statements.

Balance sheet
at 31 December 2021

	<i>Note</i>	2021	2020
		£000	£000
Fixed assets			
Investments	8	389,247	136,331
Current assets			
Debtors	9	35,300	4,569
Creditors: amounts falling due within one year	10	(22,961)	(7,429)
Net current assets/(liabilities)		12,339	(2,860)
Total assets less current liabilities		401,586	133,471
Creditors: Amount falling due after more than one year	11	(324,091)	(169,987)
Net assets/(liabilities)		77,495	(36,516)
Capital and reserves			
Share capital	12	9,880	1
Share premium		124,789	1,057
Profit and loss account		(57,174)	(37,574)
Shareholders' funds/(deficit)		77,495	(36,516)

The notes on pages 12 to 18 form part of these financial statements.

These financial statements were approved by the board of directors on 20 July 2022 and were signed on its behalf by:



J Sullivan
Director

Company registered number: 10878079

Statement of changes in equity

	Share capital	Share premium	Profit and loss account	Total equity
	£000	£000	£000	£000
Balance at 1 January 2020	1	977	(23,364)	(22,386)
Issue of shares at premium	-	80	-	80
Total comprehensive income for the period				
Loss for the year	-	-	(14,210)	(14,210)
Balance at 31 December 2020	1	1,057	(37,574)	(36,516)

	Share capital	Share premium	Profit and loss account	Total equity
	£000	£000	£000	£000
Balance at 1 January 2021	1	1,057	(37,574)	(36,516)
Issue of shares at premium	9,879	123,732	-	133,611
Total comprehensive income for the period				
Loss for the year	-	-	(19,600)	(19,601)
Balance at 31 December 2021	9,880	124,789	(57,174)	77,495

The notes on pages 12 to 18 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements:

1.1 Company information

OS Phoenix Bidco Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

1.2 Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102, *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The largest group in which the results of the Company and its group are consolidated is that headed by OS Phoenix Midco Limited. The consolidated financial statements of OS Phoenix Midco Limited are available to the public and may be obtained from Companies House. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of OS Phoenix Midco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The financial statements are prepared on a historic cost basis.

1.3 Accounting estimates and judgements

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The directors do not consider that there have been any key assumptions made concerning the future and other key sources of estimation uncertainty or critical accounting judgements made at the balance sheet date which may cause material adjustment to the carrying value of assets or liabilities within the next financial period, other than as disclosed in these financial statements

1.4 Going concern

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 a going concern assessment for the consolidated financial statements of OS Phoenix Midco Limited (Group), of which this Company is a member, for a period of at least 12 months from the date of approval of these financial statements, which includes modelling severe but plausible financial scenarios that take into consideration the current economic uncertainties. This indicates that, the Group will have sufficient funds to meet its liabilities as they fall due for that period.

The OS Phoenix Midco Limited Group is funded through a combination of Shareholders' Funds, Secured term loans, Unsecured loan notes, intercompany balances and cash generated through operating profits. On 24 June 2022, the loan facilities were refinanced under normal commercial terms to provide further funding for future growth, with facilities then due for repayment no earlier than 2028.

The Directors are satisfied that the maturity of these financing arrangements is sufficiently long term and there is not an immediate requirement to refinance or review the capital structure at this time. Whilst the UK's economic outlook remains uncertain, the Directors have considered the impact to the Group by conducting extensive scenario analysis on the Group's profitability, the availability of cash to meet liabilities as they fall due and its compliance with the debt covenant attached to the Secured term loans.

Notes (continued)

1 Accounting policies (continued)

1.4 Going concern (continued)

OS Phoenix Bidco Limited's intermediate parent, OS Phoenix Midco Limited, have provided a letter of support to confirm their intention to continue to operate a centralised Group treasury arrangement, facilitating the Company to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of these financial statements. 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.

Taking the above into consideration, the Directors believe that there are no material uncertainties to the Group's ability to operate as a going concern and to continue realising its assets and discharging its liabilities in the normal course of business.

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.

1.5 Group financial statements

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

1.6 Related party transactions

As the whole of the Company's voting rights are controlled within the group headed by OS Phoenix Midco Limited, the Company has taken advantage of the exemption contained in FRS 102 and has, therefore, not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of OS Phoenix Midco Limited, within which this Company is included, can be obtained from Companies House.

1.7 Classification of financial instruments issued by the Company

Following the adoption of FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.8 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in subsidiaries

These are separate financial statements of the Company. Investments in subsidiaries are carried at cost less impairment.

Notes (continued)

1 Accounting policies (continued)

1.9 Other financial instruments

Financial instruments not considered to be Basic financial instruments (Other financial instruments)

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

1.10 Expenses

Interest receivable and Interest payable

Other interest receivable and similar income includes interest receivable on funds invested. Interest income and similar income are recognised in profit or loss as they accrue, using the effective interest method.

Interest payable and similar charges includes interest payable on the secured term loan, intercompany 2047 loan notes and intercompany loans as well as bank interest and unwinding of facility fees payable and are recognised in profit and loss over the period for which the loans were issued using the effective interest method.

Dividend income is recognised in the profit and loss account on the date the Company's right to receive payments is established.

1.11 Turnover

Turnover comprises revenue recognised in respect of management services supplied during the year, exclusive of Value Added Tax.

1.12 Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2 Analysis of turnover

The whole of turnover is attributable to the principal activity of the Company being management services to the OS Phoenix group of companies.

All turnover arose within the United Kingdom.

3 Expenses and auditor's remuneration

Amounts receivable by the Company's auditor and its associates in respect of the audit of the financial statements of the Company is £7,150 (2020: £7,000). Auditor's remuneration has been borne by another group company.

Notes (continued)

4 Staff numbers and costs

The Company has no employees other than the directors, who did not receive any remuneration for their services to the Company during the period.

5 Interest receivable and similar income

	2021	2020
	£000	£000
Interest receivable on 12% unsecured 2047 loan notes issued to group undertakings	276	247
Interest receivable on amounts owed by group undertakings	388	-
	<u>664</u>	<u>247</u>

6 Interest payable and similar charges

	2021	2020
	£000	£000
Interest payable on 12% unsecured 2047 loan notes issued by group undertakings	657	588
Interest payable on amounts owed to group undertakings	12,673	9,762
Secured term loan interest payable	4,945	3,799
Amortisation of debt issue costs relating to secured term loan	2,031	380
Change in fair value of interest rate cap	-	6
	<u>20,306</u>	<u>14,535</u>

7 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2021	2020
	£000	£000
<i>UK corporation tax:</i>		
Current tax on loss for the period	-	-
Total current tax	<u>-</u>	<u>-</u>
Total deferred tax	-	-
Total tax	<u>-</u>	<u>-</u>

Factors affecting the tax charge for the current period

The current tax charge for the period is higher (2020: higher) than the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	2021	2020
	£000	£000
<i>Reconciliation of effective tax rate</i>		
Loss before tax	(19,600)	(14,210)
Tax using the UK corporation tax rate of 19% (2020: 19%)	(3,724)	(2,700)
<i>Effects of:</i>		
Group relief	3,664	2,710
Transfer pricing adjustments	60	(10)
Total tax charge included in profit or loss	<u>-</u>	<u>-</u>

Factors that may affect future current and total tax charges

In the 3 March 2021 Budget, it was announced that the UK tax rate will increase from 19% to 25% from 1 April 2023. There is no impact on OS Phoenix Bidco Limited as they have no deferred tax balance.

Notes (continued)

8 Fixed asset investments

	Investments in subsidiary undertakings £000
<i>Cost</i>	
At 1 January 2021	136,331
Additions	252,916
At 31 December 2021	389,247
<i>Net book value</i>	
At 31 December 2021	389,247
At 31 December 2020	136,331

On 19 March 2021, the Company subscribed for £9,878,109 ordinary shares of £1 each in Reconomy (UK) Limited for a consideration of £9,878,110 as part of the funding to acquire Eurokey Holdings Limited and its subsidiary Eurokey recycling Limited.

On 21 September 2021, the Company acquired the entire share capital of Advanced Supply Chain Group Limited and its subsidiaries for a total consideration, including acquisition costs, of £175,786,949.

On 21 December 2021, the Company subscribed for 200 ordinary shares of £1 each in Reconomy (UK) Limited for a consideration of £67,250,552 as part of the funding to acquire GAE Smith Group Limited and its subsidiaries.

The following were the principal subsidiary undertakings of the Company at the year end:

Company name	Country of incorporation	% shareholding	Description
OS Phoenix Acquisition Limited	England & Wales – (1)	100	Intermediate holding company
Advanced Supply Chain Group Limited	England & Wales – (1)	100	End to end supply chain services
Advanced Processing Limited*	England & Wales – (1)	100	End to end supply chain services
Advanced Supply Chain (BFD) Limited*	England & Wales – (1)	100	End to end supply chain services
Advanced Supply Chain (HF) Limited*	England & Wales – (1)	100	End to end supply chain services
Advanced Supply Chain (COR) Limited*	England & Wales – (1)	100	End to end supply chain services
Advanced Supply Chain (Logistics) Limited*	England & Wales – (1)	100	End to end supply chain services
Advanced Forwarding Limited*	England & Wales – (1)	100	End to end supply chain services
Advanced Supply Chain (CR) s.r.o.*	Czech Republic – (5)	100	End to end supply chain services
AISC Middle East Cargo Services LLC*	United Arab Emirates – (6)	100	End to end supply chain services
Advanced Supply Chain (Asia) Limited*	Hong Kong – (7)	100	End to end supply chain services
Reconomy (UK) Limited	England & Wales – (1)	100	Waste management and environmental services
Prismm Limited*	England & Wales – (1)	100	Waste management and environmental services
Advanced Waste Solutions Limited*	England & Wales – (1)	100	Waste management and environmental services
Nationwide Services Group Limited*	England & Wales – (1)	100	Waste management and environmental services
Cauda Limited*	England & Wales – (1)	100	Waste management and environmental services
ACM Eco Holdings Limited*	England & Wales – (1)	100	Intermediate holding company
ACM Environmental Limited*	England & Wales – (1)	100	Waste management and environmental services
Waste Source Limited	England & Wales – (1)	100	Waste management and environmental services
Eurokey Holdings Limited*	England & Wales – (1)	100	Intermediate holding company
Eurokey Recycling Limited*	England & Wales – (1)	100	Waste management and environmental services
GAE Smith Group Limited*	England & Wales – (1)	100	Intermediate holding company
GAE Smith (Holdings) Limited*	England & Wales – (1)	100	Waste management and environmental services
Oceala Limited*	England & Wales – (1)	100	Waste management and environmental services
Kingscote Limited*	England & Wales – (1)	100	Training services
Valpak Holdings Limited*	England & Wales – (2)	100	Intermediate holding company
Valpak Limited*	England & Wales – (2)	100	Producer responsibility compliance and consultancy services
Valpak Scotland Limited*	Scotland – (3)	100	Producer responsibility compliance and consultancy services
Valpak Recycling Limited *	England & Wales – (2)	100	Waste management and environmental services
Valpak Retail WEEE Services Limited *	England & Wales – (2)	100	Operator of distributor take back scheme

Notes (continued)

8 Fixed Asset investments (continued)

Company name	Country of incorporation	% shareholding	Description
Reconomy Deutschland GmbH *	Germany – (4)	100	Intermediate holding company
Noventiz GmbH *	Germany – (4)	100	Producer responsibility compliance services
Noventiz Dual GmbH *	Germany – (4)	100	Producer responsibility compliance services
Noventiz Digital GmbH *	Germany – (4)	100	Producer responsibility compliance services
Noventiz Select GmbH *	Germany – (4)	100	Producer responsibility compliance services

* held indirectly

- (1) Registered office – Kelsall House, Stafford Court, Stafford Park 1, Telford, Shropshire TF3 3BD
(2) Registered office – Unit 4 Stratford Business Park, Banbury Road, Stratford-Upon-Avon, Warwickshire CV37 7GW
(3) Registered office – Saltire Court 2nd Floor North, 20 Castle Terrace, Edinburgh EH1 2EN
(4) Registered office – Dürer Straße 350, 50935 Cologne, Germany
(5) Registered office – Vaclavské náměstí 808/66, Nove Mesto, Prague 1, Postal Code 110 00, Czech Republic.
(6) Registered office – Al Fattan Plaza, Airport Road, Office 712, Al Garhoud, Dubai
(7) Registered office – 2/F, Tak Tai Industrial Building, 66-72 Lei Muk Road, Kwai Chung, New Territories, Hong Kong

9 Debtors

	2021 £000	2020 £000
<i>Due within one year</i>		
Amounts owed by group undertakings	32,724	2,269
<i>Due after more than one year</i>		
12% Unsecured Loan Notes	2,576	2,300
	<u>35,300</u>	<u>4,569</u>

Amounts owed by group undertakings due within a year are unsecured and repayable on demand. Of the balance outstanding at the year-end, £19.342m bears interest at 4.75% per annum and £6.905m bears interest at 1.8% per annum with the remainder being interest free.

The 12% Unsecured 2047 Loan Notes are unsecured, bear interest at 12% per annum and are repayable other than by instalments on 8 August 2047 or on an exit event although earlier repayments may be made on a voluntary basis. Interest is not required to be paid in cash until the date of repayment.

10 Creditors: amounts falling due within one year

	2021 £000	2020 £000
Revolving credit facility	12,000	-
Amounts owed to group undertakings	10,956	7,429
Accruals	5	-
	<u>22,961</u>	<u>7,429</u>

The revolving credit facility is secured by a fixed and floating charge against the Group's assets and currently bears interest at 4.75% above SONIA on the amount drawn, the balance is repayable on demand.

Amounts owed to group undertakings are unsecured and repayable on demand. Of the balance outstanding at the year-end £10m bears interest at 4.75% per annum with the remainder being interest free

Notes (continued)

11 Creditors: amounts falling due after more than one year

	2021 £000	2020 £000
Secured term loan	146,588	72,946
Amounts owed to group undertakings	171,374	91,569
12% Unsecured 2047 loan notes	6,129	5,472
	<u>324,091</u>	<u>169,987</u>

The secured term loan facility is secured by a fixed and floating charge against the Group's assets, currently bears interest at 4.75% above SONIA and is repayable otherwise than by instalments on 14 July 2028. Interest on the secured term loans is payable quarterly.

Amounts owed to group undertakings are unsecured, bears interest at 12% per annum and are repayable otherwise than by instalments on 8 August 2047 or on an exit event. The 12% Unsecured 2047 Loan Notes are unsecured and repayable otherwise than by instalments on 8 August 2047 or on an exit event.

No mandatory cash interest or capital repayments are due on either the 12% Unsecured 2047 Loan Notes or amounts owed to group undertakings.

12 Share capital

	2021 £000	2020 £000
<i>Allotted, called up and fully paid</i>		
9,879,809 ordinary shares of £1 each (2020: 1,300 ordinary shares of £1 each)	<u>9,880</u>	<u>1</u>

On 19 March 2021 the Company issued 9,878,109 ordinary shares of £1 each for consideration of £9,878,110. On 21 September 2021 the Company issued 200 ordinary shares of £1 each for a consideration of £78,003,053. On 21 December 2021 the Company issued 200 ordinary shares of £1 each for a consideration of £45,729,461.

13 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of OS Phoenix Holdco Limited.

At the balance sheet date, OS Phoenix Midco Limited is the parent undertaking of the largest group for which group financial statements have been prepared. These consolidated financial statements are available from Companies House.

The ultimate parent undertaking and controlling party is OS Phoenix Topco Limited (registered in Jersey at 11-15 Seaton Place, St Helier, Jersey JE4 0QH).

14 Post balance sheet events

Following the year end, the company have refinanced the debt facilities to provide additional funding for future acquisitions and increase the working capital facilities available to the enlarged Group. The new facilities include a non-amortising term loan and acquisition facility repayable in full on 11 July 2029 plus a £30m revolving credit facility. The facilities are also secured by a fixed and floating charge over the assets of the Group and bear interest at a margin over SONIA dependent on net leverage.