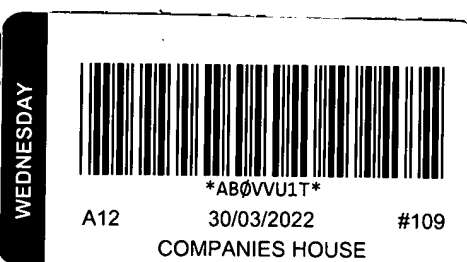


Company Registration No. 11532402 (England and Wales)

ATLANTIC MIDCO LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2021



ATLANTIC MIDCO LIMITED

COMPANY INFORMATION

Directors	K Brown S Pallister D W Muir B G Snow S A Hall
Company number	11532402
Registered office	Pacifica House 3 Mandarin Road Houghton Le Spring DH4 5RA England
Auditor	RSM UK Audit LLP Chartered Accountants 1 St. James' Gate Newcastle upon Tyne United Kingdom NE1 4AD

ATLANTIC MIDCO LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2021

The directors present the strategic report for the year ended 31 March 2021.

Principal activities, trading review and future developments

The principle activity of the Company is as an intermediate holding company. The groups principle activities are as follows:

- The repair, refurbishment, inspection of all types of Electrical Appliance and Technology Products
- The sale and administration of Insurance Products
- The repair, installation and servicing of Central Heating systems
- The sale and development of field service management software
- The sale and installation of renewable technology
- The storage and distribution of spare parts for the Appliance sector

Fair review of the business

The Company has been party to various financing transactions during the period, having loan notes in place with both subsidiary and external Group shareholders. Interest payable and receivable has been accounted for in this respect.

Principle risks and uncertainties

The primary risks to achieving the business strategy have been identified as the maintaining of high-quality services as the business enters periods of rapid growth and geographical expansion.

COVID 19 Impact

The Impact of COVID19 on the Company has been minimal due to its operations being a holding Company.

The markets in which this Companies subsidiary businesses operate were impacted significantly by COVID 19 during the financial year. However, our response to the pandemic has provided us with may positive outcomes including improved operational benefits.

Significant investment has been made in the operations structure and processes around the group, along with significant software improvements. This has resulted in a more efficient operation than before the pandemic began.

ATLANTIC MIDCO LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

Section 172(1) statement

The Directors of the Group (of which Atlantic Bidco Limited is an intermediate parent company), as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006 which is summarised as follows:

'A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so have regard (amongst other matters) to:

- The likely consequences of any decisions in the long-term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and

It is also important to recognise that in a large organisation such as ours, the Directors fulfil their duties partly through a governance framework that delegates day-to-day decision-making to employees of the Company.

Material decisions taken by the Board during the year include the development and approval of a 5 year forecast and strategy and the furlough of a number of employees, to mitigate the impact of COVID 19 on the Group.

Additionally, the Group continued infrastructure investment to support the growth objectives, investments included an expansion of capacity within our national distribution centre to increase capacity by adding an additional 25,000 sq feet of floor space as well as the continued investment in IT development.

The following paragraphs summarise how the Directors' fulfil their duties.

Our people

The Group is committed to being a responsible business. Our behaviour is aligned with the expectations of our people, clients, investors, communities and society as a whole. People are at the heart of our specialist services. For our business to succeed we need to manage our people's performance and develop and bring through talent while ensuring we operate as efficiently as possible. We must also ensure we share common values that inform and guide our behaviour so we achieve our goals in the right way.

We communicate regularly with our employees through a variety of channels including e-mails, group newsletters in addition to letters.

Business relationships

Part of our strategy is to generate organic growth, driven by cross-selling and up-selling services to existing clients and bringing new clients into the Group. To do this, we need to develop and maintain strong client relationships and take into account customer requirements when offering and delivering our services.

We value all of our suppliers and operate with transparency and honesty to maintain positive supplier relationships.

Community and environment

The Group's approach is to use our position of strength to create positive change for the people and communities with which we interact. We want to leverage our expertise and enable colleagues to support the communities around us.

ATLANTIC MIDCO LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

On behalf of the board

Kevin Brown

.....
K Brown
Director

Date: 28/03/22
.....

ATLANTIC MIDCO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2021

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

Principal activities

The principal activity of the company continued to be that of an intermediary holding company.

Results and dividends

The results for the year are set out on page 10.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

K Brown	
S Pallister	
M R Norden	(Resigned 21 January 2022)
S K Jain	(Resigned 30 March 2021)
D W Muir	
B G Snow	(Appointed 30 March 2021)
S A Hall	(Appointed 21 February 2022)

Financial instruments

Objectives and policies

The company is that of an intermediary holding company that has issued debt instruments to fund group activities.

Price risk, credit risk, liquidity risk and cash flow risk

Cash flow and liquidity risk

Cash flow and liquidity risk is the risk that a company's available cash will not be sufficient to meet its financial obligations. The company sources funds via intercompany borrowings and following group investment this is managed at a group level. This is deemed sufficient to minimise the company's exposure to cash flow and liquidity risk.

Post reporting date events

On 19 January 2022 one of the group's main trading subsidiaries, Pacifica Home Services was disposed of, with 90% of the Pacifica Home Services Limited's share capital acquired, through a management buyout, by Viessmann Investment UK Holding Limited, a Company ultimately owned by Viessmann Group GMBH & CO KG, with Management acquiring the remaining 10%.

Part of the sales proceeds from the disposal of Pacifica Home Services has been utilised to repay c£15m of Debt instruments owed by Atlantic Midco Limited.

Future developments

No change in the nature of the company is anticipated.

ATLANTIC MIDCO LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

Going concern

The financial statements have been prepared on a going concern basis.

The company has minimal day to day working capital requirements, however these are funded through cash generated from intercompany borrowings.

The company has in place appropriate processes and controls in order to support the board's assessment of the business' viability of the group. In particular the business has prepared and reviewed forecasts and projections for the next twelve months that show that the company should be able to continue to trade at least for that period. A letter of support has also been received from the company's immediate parent.

The preparation of those forecasts takes into account possible changes in group trading performance and the potential impact on the business of possible future scenarios.

This also considers the effectiveness of available measures to assist in mitigating possible operational and financial impact to the group. These mitigations include possible changes in a fall in demand and potential cost savings which are reflective of their business continuity plan. The business has used COVID-19 support mechanisms provided by the UK government and will do so again, where available, should it be necessary.

With reference to the disposal of Pacifica Home Services Limited in note 16, Post Balance sheet events, the Directors have prepared and reviewed forecasts and projections which have taken into account the revised group structure and the banking facilities that remain in place.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Based on the factors set out above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Auditor

RSM UK Audit LLP were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

Kevin Brown

.....

K Brown

Director

Date: 28/03/22
.....

ATLANTIC MIDCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2021

The directors are responsible for preparing the Strategic Report and 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLANTIC MIDCO LIMITED

Opinion

We have audited the financial statements of Atlantic Midco Limited (the 'company') for the year ended 31 March 2021 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLANTIC MIDCO LIMITED (CONTINUED)

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATLANTIC MIDCO LIMITED (CONTINUED)

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and board meeting minutes inquiries with directors and those charged with governance.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed in relation to the risk of management override of internal controls included but were not limited to testing journal entries and other adjustments made and evaluating the business rationale in relation to significant transactions that are unusual or outside the normal course of business.

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

Use of our report

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

Rachel Fleming

Rachel Fleming (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
1 St. James' Gate
Newcastle upon Tyne
United Kingdom, NE1 4AD

.....
29 March 2022

ATLANTIC MIDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2021

		2021	2020
	Notes	£	£
Administrative expenses		(5,449)	-
Interest receivable and similar income	5	3,595,509	3,269,548
Interest payable and similar expenses	6	(3,595,509)	(3,269,548)
Loss before taxation		(5,449)	-
Tax on loss	7	228,384	4,297
Profit for the financial year		222,935	4,297

ATLANTIC MIDCO LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2021**

	Notes	2021 £	£	2020 £	£
Fixed assets					
Investments	8		1		1
Current assets					
Debtors	10	33,797,977		29,974,084	
Cash at bank and in hand		250		-	
		<u>33,798,227</u>		<u>29,974,084</u>	
Creditors: amounts falling due within one year	11	<u>(7,802,543)</u>		<u>(6,968,992)</u>	
Net current assets		<u>25,995,684</u>		<u>23,005,092</u>	
Total assets less current liabilities		<u>25,995,685</u>		<u>23,005,093</u>	
Creditors: amounts falling due after more than one year	12	(25,768,452)		(23,000,795)	
Net assets		<u>227,233</u>		<u>4,298</u>	
Capital and reserves					
Called up share capital	15	1		1	
Profit and loss reserves		<u>227,232</u>		<u>4,297</u>	
Total equity		<u>227,233</u>		<u>4,298</u>	

The financial statements were approved by the board of directors and authorised for issue on 28/03/22
and are signed on its behalf by:

Kevin Brown
.....
K Brown
Director

ATLANTIC MIDCO LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2021

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 1 April 2019	1	-	1
Year ended 31 March 2020:			
Profit and total comprehensive income for the year	-	4,297	4,297
Balance at 31 March 2020	1	4,297	4,298
Year ended 31 March 2021:			
Profit and total comprehensive income for the year	-	222,935	222,935
Balance at 31 March 2021	1	227,232	227,233

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

Company information

Atlantic Midco Limited (the 'company') is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Pacifica House, 3 Mandarin Road, Houghton Le Spring, England, DH4 5RA.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Reduced disclosures

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments': Interest income/expense and net gains/losses for financial instruments not measured at fair value; and
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Atlantic Topco Limited. These consolidated financial statements are available from its registered office, 55 Wells Street, London, W1T 3PT.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies (Continued)

Going concern

The financial statements have been prepared on a going concern basis.

The company has minimal day to day working capital requirements, however these are funded through cash generated from intercompany borrowings.

The company has in place appropriate processes and controls in order to support the board's assessment of the business' viability of the group. In particular the business has prepared and reviewed forecasts and projections for the next twelve months that show that the company should be able to continue to trade at least for that period. A letter of support has also been received from the company's immediate parent.

The preparation of those forecasts takes into account possible changes in group trading performance and the potential impact on the business of possible future scenarios.

This also considers the effectiveness of available measures to assist in mitigating possible operational and financial impact to the group. These mitigations include possible changes in a fall in demand and potential cost savings which are reflective of their business continuity plan. The business has used COVID-19 support mechanisms provided by the UK government and will do so again, where available, should it be necessary.

With reference to the disposal of Pacifica Home Services Limited in note 16, Post Balance sheet events, the Directors have prepared and reviewed forecasts and projections which have taken into account the revised group structure and the banking facilities that remain in place.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Based on the factors set out above, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand and deposits held at call with banks.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of ERS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies (Continued)

Basic financial assets

Basic financial assets, which include other debtors, amounts due to group undertakings and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Other financial assets

Other financial assets, including trade investments, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including other creditors and amounts owed to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies (Continued)

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments where the contractual returns, repayment of the principal, or other terms (such as prepayment provisions or term extensions) do not meet the conditions to be measured at amortised cost, are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries, that will be assessed to or allow for tax in a future period except where the company is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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 to be 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Impairment of debtors

The company makes an estimate of the recoverable value of debtors. When assessing impairment of debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

Impairment of investments

The company holds a significant value in respect of investments in group companies. In line with the accounting policies set out in note 1, these investments are held at cost less impairment. A provision would therefore be made if the directors did not believe the carrying value of the investments to be fully recoverable giving consideration to the company's best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. This therefore takes account of the net assets of the subsidiaries and their potential future earnings.

3 Operating profit

There are no employees of the company. The directors did not receive any emoluments in respect of their services to the company.

4 Auditor's remuneration

The fee in connection with the audit of the financial statements is borne by Pacifica Group Limited on behalf of all of the entities of the group. The audit fee for the group is £55,000 (2020: £43,500).

Non-audit fees for the group borne by Pacifica Group Limited on behalf of all of the entities of the group amounted to £28,500.

5 Interest receivable and similar income

	2021 £	2020 £
Interest income		
Interest receivable from group companies	3,595,509	3,269,548

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

6 Interest payable and similar expenses

	2021 £	2020 £
Interest payable to group undertakings	2,108,579	1,917,420
Other interest on financial liabilities	1,486,930	1,352,128
	<u>3,595,509</u>	<u>3,269,548</u>

7 Taxation

	2021 £	2020 £
Deferred tax		
Origination and reversal of timing differences	(212,923)	(4,297)
Adjustment in respect of prior periods	(15,461)	-
	<u>(228,384)</u>	<u>(4,297)</u>
Total deferred tax	<u>(228,384)</u>	<u>(4,297)</u>

The total tax credit for the year included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2021 £	2020 £
Loss before taxation	<u>(5,449)</u>	<u>-</u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	(1,035)	-
Tax effect of expenses that are not deductible in determining taxable profit	471,259	(192,679)
Tax effect of income not taxable in determining taxable profit	(683,147)	-
Adjustments in respect of prior years	(15,461)	-
Group relief	-	188,382
	<u>(228,384)</u>	<u>(4,297)</u>
Taxation credit for the year	<u>(228,384)</u>	<u>(4,297)</u>

8 Fixed asset investments

	Notes	2021 £	2020 £
Investments in subsidiaries	9	<u>1</u>	<u>1</u>

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

8 Fixed asset investments (Continued)

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 April 2020 & 31 March 2021	1
Carrying amount	
At 31 March 2021	1
At 31 March 2020	1

9 Subsidiaries

Details of the company's subsidiaries at 31 March 2021 are as follows:

Name of undertaking	Address	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Atlantic Bidco Limited	7	Holding company	Ordinary	100.00	-
Pacifica Group Limited	1	Holding company, and sale & development of field management software	Ordinary	-	100.00
UK Warranty Limited	1	Electrical appliance warranty administration	Ordinary	-	90.00
Pacifica Appliance Services Limited	1	Electrical appliance repair services	Ordinary	-	100.00
Pacifica Home Services Limited	2	Gas installation and repair services	Ordinary	-	100.00
Key Group Holdings Limited	1	Dormant	Ordinary	-	100.00
PAC Oldco Limited	1	Dormant	Ordinary	-	100.00
FXZ Oldco Limited	1	Dormant	Ordinary	-	100.00
Manor Retail Company 2 Limited	3	Dormant	Ordinary	-	100.00
Appliance Network Limited	1	Dormant	Ordinary	-	100.00
Megan Technical Services Limited	4	Dormant	Ordinary	-	100.00
Award Appliances Limited	3	Dormant	Ordinary	-	100.00
Oakes Energy Services Limited	5	Design and installation of commercial and domestic renewable energy systems	Ordinary	-	100.00
T K Garnham & Sons Ltd	6	Electrical appliance repair services	Ordinary	-	100.00
The Domestic Appliance Company Limited	6	Electrical appliance repair services	Ordinary	-	100.00
0800 Repair Limited	1	Dormant	Ordinary	-	100.00
Pacifica Limited	1	Dormant	Ordinary	-	100.00
Fixzone (UK) Limited	1	Dormant	Ordinary	-	100.00

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

9 Subsidiaries (Continued)

Registered office addresses (all UK unless otherwise indicated):

- 1 Pacifica House, Rainton Business Park, Houghton le Spring, DH4 5RA
- 2 Pacifica Group, Rainton Business Park, Houghton le Spring, DH4 5RA
- 3 The Venter Building, Mandarin Road, Houghton Le Spring, England, DH4 5RA
- 4 The Venter Building Pacifica Group, Mandarin Road, Houghton Le Spring, England, DH4 5RA
- 5 The Venture Building Rainton Business Park, Mandarin Road, Houghton Le Spring, England, DH4 5RA
- 6 Pacifica House, Mandarin Road, Houghton le Spring, England, DH4 5RA
- 7 55 Wells Street, London, United Kingdom, W1T 3PT

10 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Amounts owed by group undertakings	20,314,295	18,132,442
Prepayments and accrued income	964,623	870,584
	<u>21,278,918</u>	<u>19,003,026</u>
Deferred tax asset (note 14)	232,681	4,297
	<u>21,511,599</u>	<u>19,007,323</u>
	2021 £	2020 £
Amounts falling due after more than one year:		
Other debtors	12,286,378	10,966,761
	<u>12,286,378</u>	<u>10,966,761</u>
Total debtors	<u>33,797,977</u>	<u>29,974,084</u>

£12,286,378 (2020: £10,966,761) of Fixed Rate Unsecured Investor Loan Notes is classified as non-current. The loan notes are redeemable in 2025.

In the current period, a further £1,319,617 (2020: £966,761) was added to the capital of the amount owed following the issue of loan notes in settlement of interest due.

11 Creditors: amounts falling due within one year

	2021 £	2020 £
Amounts owed to group undertakings	6,834,671	6,098,408
Accrued interest	967,872	870,584
	<u>7,802,543</u>	<u>6,968,992</u>

Intercompany loans of £6,832,222 (2020: £6,098,408), included above are repayable on demand and incur an interest charge of 12% per annum.

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

12 Creditors: amounts falling due after more than one year

	Notes	2021 £	2020 £
Other borrowings	13	13,482,074	12,034,034
Amounts owed to group undertakings	13	12,286,378	10,966,761
		<u>25,768,452</u>	<u>23,000,795</u>

13 Borrowings

	2021 £	2020 £
Other loans	<u>25,768,452</u>	<u>23,000,795</u>
Payable after one year	<u>25,768,452</u>	<u>23,000,795</u>

The company has in issue 1,000,000,036 £0.01 Fixed Rate Unsecured Investor Loan Notes and 10,973,189 £1 Fixed Rate Unsecured Investor Loan Notes redeemable in December 2025. The loan notes accrue interest at 12%. In the current year, a further £2,767,657 (2020: £2,027,606) was added to the capital of the amount owed following the issue of loan notes in settlement of interest.

14 Deferred taxation

The major deferred tax liabilities and assets recognised by the company are:

	Assets 2021 £	Assets 2020 £
Balances:		
Tax losses	<u>232,681</u>	<u>4,297</u>
Movements in the year:		2021 £
Asset at 1 April 2020		(4,297)
Credit to profit or loss		(228,384)
Asset at 31 March 2021		<u>(232,681)</u>

15 Share capital

	2021 Number	2020 Number	2021 £	2020 £
Ordinary share capital Issued and fully paid				
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

ATLANTIC MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

15 Share capital (Continued)

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption.

16 Events after the reporting date

On 19 January 2022 one of the group's main trading subsidiaries, Pacifica Home Services Limited was disposed of, with 90% of the Pacifica Home Services Limited's share capital acquired, through a management buyout, by Viessmann Investment UK Holding Limited, a Company ultimately owned by Viessmann Group GMBH & CO KG, with Management acquiring the remaining 10%.

Part of the sales proceeds from the disposal of Pacifica Home Services has been utilised to repay c£15m of Debt instruments owed by Atlantic Midco Limited.

17 Related party transactions

Transactions with related parties

During the year the company entered into the following transactions with related parties:

	Interest payable	
	2021	2020
	£	£
Other related parties	1,486,930	1,352,128
	<u>1,486,930</u>	<u>1,352,128</u>
	2021	2020
	£	£
Amounts due to related parties		
Other related parties	13,880,996	12,394,065
	<u>13,880,996</u>	<u>12,394,065</u>

Amounts due to related parties relate to other borrowing including accrued interest.

18 Ultimate controlling party

The company's immediate parent is Atlantic Topco Limited, incorporated in England and Wales.

The most senior parent entity producing publically available financial statements is Atlantic Topco Limited. These financial statements are available upon request from 55 Wells Street, London, W1T 3PT.

The ultimate controlling party is considered to be Synova Capital Fund III LP (the "Fund"). The shares of which are held by Synova Capital GP 5 Limited on behalf of the Fund. The registered office is 55 Wells Street, London, W1T 3PT.