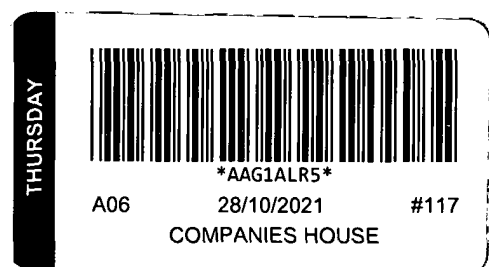


Warrens Group Holdings Ltd

Annual report

31 December 2020



Warrens Group Holdings Ltd

Company information

Directors	P E Gill I Raanan
Registered number	12001229
Registered office	3rd Floor South Building 200 Aldersgate Street London EC1A 4HD
Independent auditor	UNW LLP Chartered Accountants Citygate St James' Boulevard Newcastle upon Tyne NE1 4JE

Warrens Group Holdings Ltd

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Warrens Group Holdings Ltd

Directors' report Period ended 31 December 2020

The directors present their report and the financial statements for the period ended 31 December 2020.

Directors

The directors who served during the period were:

P E Gill (appointed 9 June 2020)

E Gissin (appointed 11 December 2019, resigned 7 July 2021)

I Raanan (appointed 7 July 2021)

R A Cooper (appointed 11 December 2019, resigned 9 June 2020)

Disclosure of information to auditor

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

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

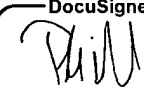
Auditor

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

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 27 September 2021 and signed on its behalf by:

DocuSigned by:

98F376A5F981459...
P E Gill
Director

Warrens Group Holdings Ltd

Directors' responsibilities statement **Period ended 31 December 2020**

The directors are responsible for preparing 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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 to 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 Warrens Group Holdings Ltd

Opinion

We have audited the financial statements of Warrens Group Holdings Ltd (the 'company') for the period ended 31 December 2020, which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 December 2020 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 United Kingdom, including the Financial Reporting Council'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.



Independent auditor's report to the members of Warrens Group Holdings Ltd (continued)

Other information

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

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinion 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 directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 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.



Independent auditor's report to the members of Warrens Group Holdings Ltd (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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.

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

We identified areas of law and regulations that could reasonably be expected to have a material effect on the financial statements from our general and sector experience and through discussions with the directors and other management (as required by Auditing Standards) and from inspection of the company's legal correspondence and we discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations. We have communicated identified laws and regulations within our team and remained alert to any indications of non compliance throughout the audit.

Firstly, 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 have assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the company is subject to many other laws and regulations where the consequences of non compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines and litigation. We identified the following areas as those most likely to have such an effect; health and safety, employment law, data protection and certain aspects of company legislation, recognising the nature of the company's activities. Auditing Standards limit the required audit procedures to identify non compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Through these procedures we have not become aware of any actual or suspected non-compliance.



Independent auditor's report to the members of Warrens Group Holdings Ltd (continued)

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: 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.

A handwritten signature in black ink, appearing to read 'Michael Morris'.

Michael Morris FCA FCCA (Senior Statutory Auditor)
for and on behalf of UNW LLP, Statutory Auditor
Chartered Accountants
Newcastle upon Tyne

27 September 2021

Warrens Group Holdings Ltd

Statement of comprehensive income Period ended 31 December 2020

	Note	7 months ended 31 December 2020 £	13 months ended 31 May 2020 £
Profit and loss account			
Turnover		-	391,654
Cost of sales		-	(162,571)
Gross profit		-	229,083
Administrative expenses		(66)	(311,545)
Exceptional administrative expenses	5	-	(4,291,596)
Other operating income		-	10
Operating loss		(66)	(4,374,048)
Income from shares in group undertakings		217,066	-
Interest receivable and similar income		-	2,170
Interest payable and similar expenses		-	(25)
Profit/(loss) before tax		217,000	(4,371,903)
Tax on profit/(loss)		-	165
Profit/(loss) for the financial period		217,000	(4,371,738)

There was no other comprehensive income for the period to 31 December 2020 (31 May 2020: £nil).

The notes on pages 10 to 13 form part of these financial statements.

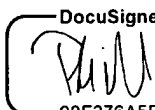
Warrens Group Holdings Ltd

Balance sheet At 31 December 2020

	Note	31 December 2020 £	31 May 2020 £
Fixed assets			
Investments	6	33,101,503	33,101,503
		<u>33,101,503</u>	<u>33,101,503</u>
Current assets			
Debtors	7	105,676	105,676
Cash at bank and in hand		17,801	17,724
		<u>123,477</u>	<u>123,400</u>
Creditors: amounts falling due within one year	8	(1,577,950)	(1,577,806)
Net current liabilities		<u>(1,454,473)</u>	<u>(1,454,406)</u>
Total assets less current liabilities		<u>31,647,030</u>	<u>31,647,097</u>
Net assets		<u>31,647,030</u>	<u>31,647,097</u>
Capital and reserves			
Called up share capital		93	93
Merger reserve		30,441,411	30,441,411
Profit and loss account		1,205,526	1,205,593
Total shareholders' funds		<u>31,647,030</u>	<u>31,647,097</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 September 2021.

DocuSigned by:

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 Directors

The notes on pages 10 to 13 form part of these financial statements.

Warrens Group Holdings Ltd

Statement of changes in equity Period ended 31 December 2020

	Called up share capital £	Merger reserve £	Profit and loss account £	Total equity £
Loss and total comprehensive expense for the period	-	-	(4,371,738)	(4,371,738)
Distribution of Animal By-Products business	-	-	(1,374,265)	(1,374,265)
Shares issued during the period	100	-	-	100
Fair value adjustment	-	37,393,000	-	37,393,000
Transfer to merger reserve for impairment of investment	-	(4,291,596)	4,291,596	-
Bonus share issue	2,659,993	(2,659,993)	-	-
Capital reduction	(2,660,000)	-	2,660,000	-
At 1 June 2020	93	30,441,411	1,205,593	31,647,097
Profit and total comprehensive income for the period	-	-	217,000	217,000
Dividends paid	-	-	(217,067)	(217,067)
At 31 December 2020	93	30,441,411	1,205,526	31,647,030

The notes on pages 10 to 13 form part of these financial statements.

Warrens Group Holdings Ltd

Notes to the financial statements Period ended 31 December 2020

1. General information

Warrens Group Holdings Ltd ("the company") is a private company limited by shares, incorporated and domiciled in United Kingdom and registered in England and Wales. The address of the registered office is 3rd Floor South Building, 200 Aldersgate Street, London, England, EC1A 4HD.

2. Statement of compliance

The financial statements have been prepared in accordance with United Kingdom Accounting Standards, including section 1A of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

3. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

3.1 Basis of preparation

The financial statements are prepared on a going concern basis and under the historical cost convention. They are presented in pounds sterling and rounded to the nearest pound.

3.2 Going concern

In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the company can continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of signing of these financial statements.

In light of global events which persist at the date of approval of these financial statements, the directors have taken measures to counter the potential impact of COVID-19 on the company's operations and the resultant impact on financial headroom. Contingency plans have been implemented and are considered to mitigate the risk and reduce this to an acceptable level.

Whilst the above risks and others cannot be completely mitigated and therefore some level of future uncertainty remains, the directors have adopted measures and assessed the financial implications of associated factors outside their control and are satisfied the company has adequate facilities in place to be considered a going concern.

3.3 Revenue recognition

Provision of services

Turnover comprises revenue recognised in respect of services supplied during the period, net of discounts and excluding Value Added Tax. Revenue is recognised as the service is provided.

Interest income

Revenue is recognised within interest receivable as interest accrues, using the effective interest method.

3.4 Investments

Investments in subsidiary undertakings are measured at cost less accumulated impairment losses.

Warrens Group Holdings Ltd

Notes to the financial statements **Period ended 31 December 2020**

3. Accounting policies (continued)

3.5 Financial instruments

The company only enters into financial instruments transactions that result in the recognition of basic debt financial assets and liabilities like trade and other debtors and creditors, cash and bank balances and loans to or from related parties, including fellow group companies.

Debt instruments due within one year are measured, initially and subsequently at the transaction price. Debt instruments due after one year are measured initially at the transaction price and subsequently at amortised cost using the effective interest method.

At the end of each reporting period debt financial assets are assessed for impairment, and their carrying value reduced if necessary. Any impairment charge is recognised in the profit and loss account.

3.6 Taxation

The taxation expense for the period comprises current and deferred tax and is recognised in the profit and loss account.

Current tax is the amount of income tax payable in respect of the taxable profit for the current or past reporting periods. It is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods. It is recognised in respect of all timing differences, with certain exceptions. Timing differences arise from the inclusion of transactions and events in the financial statements in periods different from those in which they are assessed for tax.

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.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing differences.

3.7 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the company but are presented separately due to their size or incidence.

4. Employees

The company has no employees other than the directors, who did not receive any remuneration (31 May 2020: £nil).

Warrens Group Holdings Ltd

Notes to the financial statements Period ended 31 December 2020

5. Exceptional items

	7 months ended 31 December 2020 £	13 months ended 31 May 2020 £
Impairment of investment	-	4,291,596

6. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 June 2020	37,393,099
At 31 December 2020	37,393,099
Impairment	
At 1 June 2020	4,291,596
At 31 December 2020	4,291,596
Net book value	
At 31 December 2020	33,101,503
At 31 May 2020	33,101,503

The investment held represents the fair value of 10,002 Ordinary shares of £0.01 each in Warrens Group Limited, a subsidiary undertaking, incorporated in the United Kingdom.

The principal activity of Warrens Group Limited is the collection of food waste and the conversion of waste into renewable energy.

Warrens Group Holdings Ltd

Notes to the financial statements Period ended 31 December 2020

7. Debtors

	31 December 2020 £	31 May 2020 £
Amounts owed by group undertakings	<u>105,676</u>	<u>105,676</u>

8. Creditors: amounts falling due within one year

	31 December 2020 £	31 May 2020 £
Amounts owed to group undertakings	1,575,506	1,575,506
Other creditors	2,444	2,300
	<u>1,577,950</u>	<u>1,577,806</u>

9. Post balance sheet events

Since the balance sheet date, a non adjusting event has occurred as follows:

Deed of waiver

Included on the balance sheet is £1,575,506 owed to group undertakings (note 8) offset by £105,676 owed by group undertakings (note 7). These amounts reflect transactions with the same group company, Warrens Group Limited, with a net amount owing of £1,469,830. Since the balance sheet date, a deed of waiver has been signed, irrevocably and unconditionally waiving Warrens Group Limited's right to receive and make any claim or demand in respect of, and releases and discharges Warrens Group Holdings Limited from its obligation and liability to pay the intercompany balance.