

Company Registration No. SC254764

SPARROWS ANGOLA LIMITED

Report and Financial Statements

For the year ended 31 December 2019



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SPARROWS ANGOLA LIMITED

Report and financial statements for the year ended 31 December 2019

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SPARROWS ANGOLA LIMITED

Report and financial statements for the year ended 31 December 2019

Officers and professional advisers

Director

S A A Mitchell

N A Johnson

Secretary

Pinsent Masons Secretarial Limited

Registered Office

13 Queen's Road

Aberdeen

United Kingdom

AB15 4YL

Bankers

Royal Bank of Scotland plc

1 Albyn Place

Aberdeen

AB10 1BR

HSBC Bank Plc

8 Canada Square

London

E14 5HQ

Solicitors

Pinsent Masons LLP

13 Queen's Road

Aberdeen

AB15 4YL

Freshfields Bruckhaus Deringer LLP

65 Fleet Street

London

EC4Y 1HS

Independent Auditors

PricewaterhouseCoopers LLP

The Capitol

431 Union Street

Aberdeen

AB11 6DA

SPARROWS ANGOLA LIMITED

Strategic report for the year ended 31 December 2019

Principal activities

The company's principal activity is the provision of crane operation, manufacture, maintenance and associated services to the oil and gas industry.

Business Review

The company's mission, as part of the Sparrows Offshore Group, is to set and raise global standards in everything it does for its clients and with its suppliers. The company is committed to supporting the global oil and gas industry develop an efficiency driven culture by optimising the performance, reliability and safety of critical equipment and people through the provision of our engineering products and services, which optimise performance and minimise risk to energy producers and service providers. This is supported through its core values of:

- Health, Safety and Environment – upholding the highest standards of care for people and the environment.
- Customers – pursuing lasting relationships with clients, firmly founded on integrity, mutual benefit and trust.
- Employees – by providing a supportive and challenging environment in which talented people thrive.
- Suppliers – behaving in a manner that reflects mutual respect, understanding and sound business practice.

The company profit and loss account for the financial year is presented on page 9.

The directors report that the turnover for the current year was £764k (2018: £1,433k) and operating loss before taxation reported at £148k (2018: £75k profit). The loss for the financial year amounted to £7.2m (2018: £9.6m).

The company has considered the impact of Brexit in relation to its operations and is currently satisfied that any impact is unlikely to be material.

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of foreign currency risk, credit risk, liquidity risk and interest rate and cash flow risk. The company does not use derivative financial instruments for speculative purposes.

- **Liquidity risk:** the group actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the group has sufficient available funds for current and planned operations.
- **Interest rate and cash flow risk:** the group manages interest rate risk on its long-term borrowings by the use of interest rate swap contracts.
- **Credit risk:** the group's policies require appropriate credit checks on potential customers before sales are made. The amount of exposure to an individual counterparty is subject to a limit, which is reassessed on a regular basis.
- **Foreign currency risk:** the group manages foreign exchange risk by using foreign currency denominated debt as a natural hedge. Settlement risk is managed by matching foreign currency receipts and payments whenever possible.

SPARROWS ANGOLA LIMITED

Strategic report for the year ended 31 December 2019

Future developments

The COVID-19 (Coronavirus) situation was upgraded by the World Health Organization as a global health emergency and formally classed as a pandemic in March 2020. The consequences of the COVID-19 pandemic include (but are not limited to) global supply and manufacturing disruptions, workforce restrictions, global travel restrictions, and unfortunate fatalities. Additionally, the COVID-19 pandemic has had a significant impact on the global supply/demand equation for oil, resulting in oil price instability.

Management considers the implications of COVID-19 to be a subsequent event occurring after the balance sheet date of 31 December 2019, and which is therefore a non-adjusting event to the Company.

The Group, in which the Company is a member, is an integral part of the energy supply chain and as such will continue to operate across its various territories in providing essential services to its customers in the energy and critical infrastructure sectors. The Group migrated its office based workforce globally to work from home, wherever possible, leveraging off the investments it had made previously in cloud based IT Services. The Group has put in place effective social distancing measures in how its key employees operate and work effectively in its workshops. The Group continues to work proactively with its key customers in relation to ongoing projects and providing essential services to the continuity of supply, and ongoing efficiency of oil and gas production and electricity generation through renewables wind turbines in key markets. The Group and its customer base have worked collaboratively to be able to continue to provide its essential services, in a safe manner, whilst ensuring it protects the health and well-being of its own and its customers employees, suppliers and assets. This includes working collaboratively to ensure staff can undertake necessary quarantine periods, and/or undergo adequate testing, before mobilising to offshore assets or to other key customer sites.

However, there is a risk that the COVID-19 pandemic could potentially have adverse consequences for the Group's revenue and earnings in 2020, with the volume and timing of certain work potentially being impacted across a number of regions. As a result of the challenging market environment the Group has proactively put in place various cost reduction initiatives already in 2020 in response to the COVID-19 pandemic and the low oil price environment.

Management continue to closely monitor the impact of the COVID-19 pandemic and low oil price environment and respond as appropriate to ensure the ongoing future stability of the business, and continued supply of essential services to its customer base in the broader Energy sector. However, Management is unable to accurately predict the length and ultimate economic impact of the various lockdown measures put in place across a number of countries, and hence the potential impact that COVID-19 will have. Therefore, there exists an element of uncertainty on the final impact on revenue and earnings in 2020. Management is confident that the measures it has taken and will continue to take, together with the Group's sound financial strength, will ensure the long-term success of the Group.

The directors believe that the Group will continue to benefit from broadening its product and service offering within its existing territories and customer base, whilst continuing to diversify into new geographies. The Directors will continue to develop and expand its renewables business, and will further build upon its recent expansion into industrial markets, whilst proactively managing its cost base.

SPARROWS ANGOLA LIMITED

Strategic report for the year ended 31 December 2019

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



S A A Mitchell
Chief Executive Officer
27 April 2020

SPARROWS ANGOLA LIMITED

Directors' report for the year ended 31 December 2019

The directors present their annual report on the affairs of the company, together with the audited financial statements and independent auditors' report for the year ended 31 December 2019.

Going concern

After making enquiries, as described further in note 3 to the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence as a going concern for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in the preparation of the financial statements.

Future developments

The future developments of the are discussed in the strategic report.

As discussed in the Strategic Report the African business is going through a restructure process following tenders and will continue to do so within its African branches.

Directors

The present membership of the board is set out on page 1. The directors of the company who were in office during the year and up to the date of signing the financial statements were:

S A A Mitchell
N A Johnson

Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Provision of information to auditors

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

so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Independent auditors

PricewaterhouseCoopers LLP has indicated its willingness to be reappointed for another term and appropriate arrangements have been put in place for it to be deemed reappointed as auditors in the absence of an Annual General Meeting.

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



S A A Mitchell
Chief Executive Officer
27 April 2020

SPARROWS ANGOLA LIMITED

Directors' responsibilities statement for the year ended 31 December 2019

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of Sparrows Angola Limited

Report on the audit of the financial statements

Opinion

In our opinion, Sparrows Angola Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2019; the profit and loss account, the statement of comprehensive income, the statement of changes in equity for the year ended 31 December 2019; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' report for the year ended 31 December 2019, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' report for the year ended 31 December 2019

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' report for the year ended 31 December 2019.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' responsibilities statement for the year ended 31 December 2019 set out on page 6, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

Auditors' 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 auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

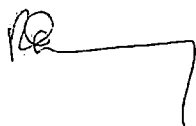
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Richard Spilsbury (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Aberdeen
28 April 2020

SPARROWS ANGOLA LIMITED

Profit and loss account Year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Turnover	5	764	1,433
Cost of sales		(773)	(1,124)
Gross(loss)/ profit		(9)	309
Administrative expenses		(91)	(234)
Exceptional costs	7	(48)	-
Operating (loss)/profit		(148)	75
Finance costs	8	(7,005)	(9,489)
Loss before taxation	9	(7,153)	(9,414)
Tax on loss	10	(1)	(179)
Loss for the financial year	15	(7,154)	(9,593)

All of the results for the current and prior year relates to continuing operations.

Statement of comprehensive income Year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Loss for the financial year	15	(7,154)	(9,593)
Currency translation difference on foreign branch	15	6,203	5,856
Total comprehensive expense		(951)	(3,737)

SPARROWS ANGOLA LIMITED

Balance sheet As at 31 December 2019

	Note	2019 £'000	2018 £'000
Fixed assets			
Tangible assets	11	-	42
Current assets			
Debtors	12	8,063	8,761
Cash at bank and in hand		119	484
		8,182	9,245
Creditors: amounts falling due within one year	13	(20,783)	(20,937)
Net current liabilities		(12,601)	(11,692)
Total assets less current liabilities		(12,601)	(11,650)
Net liabilities		(12,601)	(11,650)
Capital and reserves			
Called up share capital	14	100	100
Profit and loss account	15	(12,701)	(11,750)
Total shareholders' deficit		(12,601)	(11,650)

The financial statements of Sparrows Angola Limited (registered number SC254764) on pages 9 to 20 were approved by the Board of Directors on 27 April 2020 and signed on its behalf by



N A Johnson
Chief Financial Officer

SPARROWS ANGOLA LIMITED

Statement of changes in equity For the year ended 31 December 2019

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' deficit £'000
Balance as at 1 January 2018	100	(8,013)	(7,913)
Loss for the financial year	-	(9,593)	(9,593)
Other comprehensive income for the year	-	5,856	5,856
Total comprehensive expense for the year	-	(3,737)	(3,737)
Balance as at 31 December 2018	100	(11,750)	(11,650)
Balance as at 1 January 2019	100	(11,750)	(11,650)
Loss for the financial year	-	(7,154)	(7,154)
Other comprehensive income for the year	-	6,203	6,203
Total comprehensive expense for the year	-	(951)	(951)
Balance as at 31 December 2019	100	(12,701)	(12,601)

SPARROWS ANGOLA LIMITED

Notes to the financial statements Year ended 31 December 2019

1. General information

The company's principal activity is the provision of crane operation, manufacture, maintenance and associated services to the oil and gas industry.

The company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 13 Queens Road, Aberdeen, AB15 4YL.

2. Statement of compliance

The individual financial statements of Sparrows Angola Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the Companies Act 2006, under the provision of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

3. Summary of significant 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 years presented, unless otherwise stated.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of land and buildings and certain financial assets and liabilities measured at fair value through profit or loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

Going concern

The company is a member of the Sparrows Offshore Group Limited group of companies ("the Group"). The company is party to cross-guarantees in respect of the group's banking facilities, which comprise term loan and revolving credit facilities (note 15).

At 31 December 2019, the company has net current liabilities of £12.6m (2018: £11.6m) and continues to be reliant on advances provided by other group companies in order to meet its obligations. The company has confirmed the continuing support of the Group and that repayment of the advances from other group entities will not be sought if it would compromise the ability of the company to trade in the ordinary course of business.

The forecast results include reasonably possible sensitivities. Forecasts have also been reviewed and updated following the COVID-19 pandemic, recognising possible reductions in revenue and cost down measures that have been implemented by management. Although inherent uncertainties exist within the company's future projections, primarily in relation to future market activity levels and the impact of exchange rate movements on future reported performance and financial position, the company expects to be in compliance with the current banking terms and conditions for the foreseeable future.

Having considered the foregoing, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the going concern basis continues to be applied in the preparation of these financial statements.

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

3. Summary of significant accounting policies (continued)

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The company has taken advantage of the following exemptions:

- (i) A reconciliation of the number of shares outstanding at the beginning and end of the period [FRS 102 para 4.12(a)(iv)];
- (ii) The requirement to prepare a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Sparrows Offshore Group Limited, includes the company's cash flows in its own consolidated financial statements [Section 7 of FRS 102 and para 3.17(d)]
- (iii) The non-disclosure of key management personnel compensation in total [FRS 102 para 33.7]
- (iv) The non-disclosure of related party transactions between two or more members of a group, provided that any subsidiary which is party to the transaction is wholly owned by such a member [FRS 102 para 33.1A]

Consolidated financial statements

The company is a wholly owned subsidiary of Sparrows Offshore International Group Limited and of Sparrows Offshore Group Limited, the largest group to prepare consolidated financial statements which are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the company's separate financial statements.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of accumulated depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Plant and Machinery	3-10 years
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Residual value is calculated on prices prevailing at the date of acquisition.

Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial Assets

Basic financial assets, including trade and other receivables and cash and bank balances are initially recognised at transaction price. At the end of each reporting period such assets are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is 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 amounts would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset expire or are settled, or (c) substantially all the risks and rewards of the ownership of the asset are transferred to another party or, (d) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

3. Summary of significant accounting policies (continued)

Financial liabilities

Basic financial liabilities, including trade and other payables and loans from Group companies are initially recognised at transaction price.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts and VAT. Turnover from the provision of goods or services is recognised when the risks and rewards of ownership of goods have been transferred to the customer.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated by reference to the value of work performed at the period end as a proportion of the total contract value. Full provision is made for losses on contracts as soon as they are foreseen.

Interest income is recognised using the effective interest rate method.

Exceptional items

Exceptional items are non-recurring items which are material in size or by nature and are outside the normal scope of the Company's ordinary activities. Such items are disclosed separately within the financial statements.

Foreign currency

Amounts expressed in foreign currencies are translated into sterling at the middle market rate of exchange ruling at the close of business at the balance sheet date. Transactions during the year are translated at the middle market rates prevailing at the date of the transactions. Exchange gains or losses are recorded in the profit and loss account.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets and liabilities are not discounted.

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

4. Critical accounting judgements and estimation uncertainty

(a) Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of the property plant and equipment, and note 3 for the useful economic lives for each class of assets.

(ii) Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 11 for the carrying amount of the debtors and any associated impairment provision.

5. Turnover

The turnover is wholly attributable to the company's principal activities.

Geographical analysis of turnover:

	2019 £'000	2018 £'000
Turnover by origin		
Africa	764	1,433

The turnover is wholly attributable to the company's principal activity. No further segmental analysis of turnover and operating (loss)/profit is provided as the directors believe this may be prejudicial to the best interests of the company.

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

6. Information regarding directors and employees

The directors are also directors of other group companies who settle their remuneration. It is not considered possible to apportion directors' remuneration to this subsidiary on the basis of the level of service and accordingly no allocation has been made. The remuneration paid by other group companies has been disclosed in the financial statements of the companies concerned.

The company had not employees during the current and preceding year.

7. Exceptional costs

	2019 £'000	2018 £'000
Reorganisation	48	-

During 2018 the company incurred exceptional costs in relation to reorganisation and redundancy costs as a result of the continued restructuring of its Angolan operations.

8. Finance costs

	2019 £'000	2018 £'000
Foreign exchange loss	7,005	9,489

9. Loss before taxation

Loss before taxation is stated after charging:

	2019 £'000	2018 £'000
Depreciation of tangible fixed assets	11	29

The audit fee of £8,000 (2018: £8,000) was borne by a fellow group company in the current and prior year.

10. Tax on loss

	2019 £'000	2018 £'000
Current taxation		
Foreign tax	-	5
Adjustments in respect of prior periods		
Foreign tax	1	174
Total current tax	1	179
Total tax charge on loss	1	179

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

10. Tax on loss (continued)

The tax assessed on the loss for the year is higher (2018: higher) than the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are reconciled below:

	2019 £'000	2018 £'000
Loss before taxation	(7,153)	(9,414)
Tax on loss at standard rate of 19% (2018: 19%)	(1,359)	(1,789)
<i>Factors affecting charge for the year:</i>		
Foreign taxes not recoverable	-	(11)
Depreciation in excess of capital allowances	(7)	(6)
Higher taxes on overseas earnings	-	6
Adjustments in respect of prior periods	1	174
Group relief - not paid for	1,366	1,684
Losses not utilised	-	109
Expenses not deductible for tax purposes	-	12
Total tax charge for the year	1	179

A deferred tax asset of £502k (2018: £506k) relating to tax losses carried forward has not been recognised on the basis that there is insufficient evidence of future profitability. Relief for these losses will only be obtained when the company obtains sufficient profits on which to utilise the losses.

11. Tangible assets

	Plant and Machinery £'000
Cost	
At 1 January 2019	115
Disposals	(71)
Foreign exchange movements	(44)
At 31 December 2019	-
Accumulated depreciation	
At 1 January 2019	73
Charge for the year	11
Disposals	(56)
Foreign exchange movements	(28)
At 31 December 2019	-
Net book value	
At 31 December 2019	-
At 31 December 2018	42

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

12. Debtors

	2019 £'000	2018 £'000
Amounts owed by group undertakings	8,063	8,761

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

13. Creditors: amounts falling due within one year

	2019 £'000	2018 £'000
Trade creditors	-	4
Amounts owed to group undertakings	20,627	20,726
Other creditors	-	89
Accruals and deferred income	156	118
	20,783	20,937

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

14. Called up share capital

	2019 £'000	2018 £'000
Called up, allotted and fully paid		
100,000 (2018: 100,000) ordinary shares of £1 each	100	100

15. Profit and loss account

	2019 £'000	2018 £'000
At 1 January	(11,750)	(8,013)
Loss for the financial year	(7,154)	(9,593)
Exchange gain arising on translation of foreign branches	6,203	5,856
At 31 December	(12,701)	(11,750)

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) Year ended 31 December 2019

16. Financial commitments

The company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2019 £'000	2018 £'000
Payments due		
Not later than one year	5	6
Later than one year and not later than five years	-	-
Later than five years	-	-
	<u>5</u>	<u>6</u>

17. Contingent liabilities

The company has entered into an arrangement with the Group bankers of its intermediate parent company, Hawk Noteco Limited, and subsidiaries, whereby cross-guarantees and securities have been granted in respect of the Group debt.

For the purposes of the group banking facilities, the parent company is Hawk Noteco Limited

Group bank loans and overdrafts are secured by a standard security over any fixed assets and cash balances of the company and certain other group companies and a floating charge over the whole of the assets of the company and certain other group companies.

18. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Sparrows Offshore International Group Limited.

The directors regard Hawk Caledonia LP, a limited partnership incorporated in Scotland, as the ultimate parent undertaking and controlling party.

The largest group in which the results of the company are consolidated at 31 December 2019 is that headed by Sparrows Offshore Group Limited. The smallest group in which the results of the company are consolidated at 31 December 2019 is that headed by Hawk Noteco Limited. The consolidated financial statements of these groups are available from Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.

SPARROWS ANGOLA LIMITED

Notes to the financial statements (continued) **Year ended 31 December 2019**

19. Post Balance Sheet Events

The COVID-19 situation was upgraded by the World Health Organization as a global health emergency and classed as a pandemic in March 2020. The consequences of the COVID-19 (Coronavirus) pandemic include (but are not limited to) global supply and manufacturing disruptions, workforce restrictions, global travel restrictions, and unfortunate fatalities. Additionally, the COVID-19 pandemic has had a significant impact on the global supply/demand equation for oil, resulting in oil price instability.

Management considers the implications of COVID-19 to be a subsequent event occurring after the balance sheet date of 31 December 2019, and which is therefore a non-adjusting event to the Company.

The Group, in which the Company is a member, is an integral part of the energy supply chain and as such will continue to operate across its various territories as an essential service the Group continues to work proactively with its customers in relation to ongoing projects and providing essential services to the continuity of supply, and ongoing efficiency of oil and gas production and electricity generation through renewables and wind turbines in key markets.

However, there is a risk that the COVID-19 pandemic could potentially have adverse consequences for the Group's revenue and earnings in 2020 with the volume and timing of certain work potentially being impacted, across a number of regions. As a result of the challenging market environment the Group has proactively put in place various cost reduction initiatives in response to the COVID-19 pandemic and the low oil price environment.

Management continue to closely monitor impact of the COVID-19 pandemic and respond as appropriate to ensure the ongoing future stability of the business, and continued supply of essential services to its customer base in the broader energy sector. However, Management is unable to accurately predict the length and ultimate economic impact of the various lockdown measures put in place across a number of countries, and hence the potential impact that COVID-19. Therefore, there exists an element of inherent uncertainty on the final impact on revenue and earnings in 2020, however Management is confident that the measures it has taken and will continue to take, together with the Group's sound financial strength and cash resources, will ensure the long term success of the Group.