



**LIONEL BIDCO LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**



LIONEL BIDCO LIMITED



**COMPANY INFORMATION**

**Directors**  
J A Wilson  
K W Nelson  
W R Donaldson (appointed 1 January 2020)  
R J Jewkes (appointed 1 January 2020)

**Company secretary**  
Burness Paull LLP

**Registered number**  
SC484003

**Registered office**  
Union Plaza (6th Floor)  
1 Union Wynd  
Aberdeen  
AB10 1DQ

**Independent auditor**  
Anderson Anderson & Brown Audit LLP  
Kingshill View  
Prime Four Business Park  
Kingswells  
Aberdeen  
AB15 8PU

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**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**Introduction**

Lionel Bidco Limited is part of Rigmar Group (Holdings) Limited ("the group") which was incorporated on 8 August 2014 with the aim of providing market leading technical services for marine operations and asset integrity. The Group has continued to extend its offering of technical services across assets classes and geographies focusing on extending the asset life and operational uptime of clients' assets. The company's principal activity is that of a centralised management company.

**Business review**

The Group's financial performance is reflective of an improvement in oil and gas market activity and a diversification in to new markets while also sustaining a cost base to allow for an increase in activity as was experienced in 2019. The Group was forecasting continued growth during 2020 however the COVID 19 pandemic has had an impact on activity, measures have been taken to reduce overhead costs over this period to ensure sufficient cash flow to enable the Group to continue to trade and take advantage of future opportunities as the country's lock down measures are relaxed.

The directors are confident in the Group's strategic focus on technical services with actions being taken during the course of the year to ensure the Group continued its ability to maintain close controls of both costs and cash flow:

- a) **Operational Efficiencies:** the implementation of a new ERP system in 2016 has enabled the Group to continue to maintain a high level of control with an increased volume of work.
- b) **Integrated Services:** The Group continues to package integrated services to offer innovative and integrated technical solutions to clients.
- c) **Balance Sheet Restructuring:** The majority shareholder acquired the Group's external secured debt and invested capital to allow it to realise the growth opportunities in 2019.

The directors are of the opinion that the Group is both highly competitive in the oil and gas sector and in other industrial sectors. The Group witnessed an increase in activity during 2019 winning flagship civils and windfarm contracts, this diversification has been sustained in 2020 with further windfarm projects being awarded and completed.

**Principal risks and uncertainties**

The principal business risks and uncertainties affecting the company are considered to relate to competition from similar business, activity levels within the oil and gas sector and the volatility in the oil price. Further to these risks, there is continued uncertainty due to the economic and operational impact of COVID 19.

**Financial key performance indicators**

The directors monitor turnover and profitability as key performance indicators. The directors believe the profit and loss account presented gives sufficient information to assess performance.

This report was approved by the board and signed on its behalf.

K W Nelson  
Director

Date: 14/10/20



**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2019**

The directors present their report and the financial statements for the year ended 31 December 2019.

**Results and dividends**

The profit for the year, after taxation, amounted to £NIL (2018 - £NIL).

The directors do not propose payment of a dividend (2018 - £nil).

**Directors**

The directors who served during the year were:

J A Wilson  
K W Nelson

**Future developments**

The group continues to trade through the COVID 19 pandemic and has seen an increase in tender activity for wind farm projects in particular into 2021 for the full range of services the Group provides. The Group is well placed to extend its market share delivering cost effective yet profitable technical services, while also continuing its diversification into other sectors.

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

**Auditor**

The auditor, Anderson Anderson & Brown Audit LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

.....  
**K W Nelson**  
Director

Date: 14/10/20



**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2019**

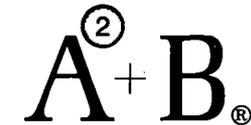
The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.



**Opinion**

We have audited the financial statements of Lionel Bidco Limited (the 'company') for the year ended 31 December 2019, which comprise the Statement of comprehensive income, the Statement of financial position 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 2019 and of its result 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 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.

**Material uncertainty related to going concern**

We draw attention to note 2.4 in the financial statements, which indicates that there remains uncertainty over whether the market will improve as anticipated in the financial projections which will enable the group to achieve budgeted EBITDA. As stated in note 2.4, these events or conditions, along with the other matters as set forth in note 2.4, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

**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.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
LIONEL BIDCO LIMITED (CONTINUED)**

**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 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.

**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 on page 3, 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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's report.

LIONEL BIDCO LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
LIONEL BIDCO LIMITED (CONTINUED)**



**Use of our report**

This report is made solely to the company's members 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 for our audit work, for this report, or for the opinions we have formed.

*Anderson Anderson & Brown Audit LLP*

John Black (Senior statutory auditor)

for and on behalf of

**Anderson Anderson & Brown Audit LLP**

Statutory Auditor

Kingshill View  
Prime Four Business Park  
Kingswells  
Aberdeen  
AB15 8PU

Date: 14 OCTOBER 2020

STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	2019 £	As restated 2018 £
Turnover	3	1,002,292	1,277,089
<b>Gross profit</b>		<u>1,002,292</u>	<u>1,277,089</u>
Administrative expenses		(230,437)	(305,227)
Exceptional administrative expenses		(9,070)	(46,755)
<b>Operating profit</b>	4	<u>762,785</u>	<u>925,107</u>
Interest payable and expenses	7	(762,785)	(925,107)
<b>Profit before tax</b>		<u>-</u>	<u>-</u>
Tax on profit	8	-	-
<b>Profit for the financial year</b>		<u><u>-</u></u>	<u><u>-</u></u>

There was no other comprehensive income for 2019 (2018:£NIL).

The notes on pages 9 to 20 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
<b>Fixed assets</b>			
Investments	10	15,965,383	15,965,383
		<u>15,965,383</u>	<u>15,965,383</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	12,809,425	11,140,417
Cash at bank and in hand	12	1,174	1,154
		<u>12,810,599</u>	<u>11,141,571</u>
Creditors: amounts falling due within one year	13	(2,488,425)	(2,499,467)
<b>Net current assets</b>		<u>10,322,174</u>	<u>8,642,104</u>
<b>Total assets less current liabilities</b>		<u>26,287,557</u>	<u>24,607,487</u>
Creditors: amounts falling due after more than one year	14	(19,230,226)	(17,550,156)
<b>Net assets</b>		<u><u>7,057,331</u></u>	<u><u>7,057,331</u></u>
<b>Capital and reserves</b>			
Called up share capital		10,964	10,964
Share premium account		10,952,726	10,952,726
Profit and loss account		(3,906,359)	(3,906,359)
		<u>7,057,331</u>	<u>7,057,331</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



K W Nelson  
Director

Date: 14/10/20

The notes on pages 9 to 20 form part of these financial statements.



**1. General information**

Lionel Bidco Limited is a company incorporated in Scotland. The registered office is Union Plaza, 6th Floor, 1 Union Wynd, Aberdeen, Aberdeenshire, AB10 1DQ.

The company's principal activity is that of a centralised management company.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**2.2 Financial reporting standard 102 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Rigmar Group (Holdings) Limited as at 31 December 2018 and these financial statements may be obtained from Union Plaza (6th Floor), 1 Union Wynd, Aberdeen, AB10 1DQ.

**2.3 Exemption from preparing consolidated financial statements**

The company is a parent company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

**2. Accounting policies (continued)**

**2.4 Going concern**

The directors, having made due and careful enquiry including the preparation of detailed forecasts, review of the order book and anticipated market conditions, are of the opinion that the company has adequate working capital to execute their operations over the next 12 months.

Financial projections have been prepared for the group until 2021 which anticipate improving market conditions and the group achieving EBITDA of £0.66m in 2021. The financial statements have been prepared on a going concern basis due to the continuing availability of existing debt facilities and the support of investors. These funders have provided additional financial support in 2019 through an injection of £900,000 to finance working capital. Despite this, there remains uncertainty over whether the market will improve as anticipated which will enable the group to achieve the budgeted EBITDA. Accordingly it may be that further financial support from shareholders is required.

In arriving at this conclusion, the directors have given due consideration to the impact of the worldwide Covid-19 pandemic on future operations and the ability of the group to continue to as a going concern. The directors recognise that the situation remains highly fluid and as a result making accurate forecasts on the likely implications is difficult but the directors do recognise that trading over the coming months is likely to be adversely affected.

Despite this, the directors remain confident that the group can continue to operate as a going concern. This assessment is based on the understanding that the group and the wider group will continue to trade over the coming months, albeit it at a potentially reduced level than was initially anticipated. This, along with making use of government measures to support businesses and investor support will allow the group to continue to meet its obligations as they fall due and operate as a going concern.

As a result, the directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

**2.5 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

**Rendering of services**

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.



**2. Accounting policies (continued)**

**2.6 Finance costs**

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**2.7 Borrowing costs**

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

**2.8 Pensions**

Defined contribution pension plan

The company contributes to a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

**2.9 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.

**2.10 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.11 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.12 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.13 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**2. Accounting policies (continued)****2.14 Financial instruments**

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

**3. Turnover**

An analysis of turnover by class of business is as follows:

	2019 £	As restated 2018 £
Management charges	1,002,292	1,277,089
	<u>1,002,292</u>	<u>1,277,089</u>

All turnover arose within the United Kingdom.

**4. Operating profit**

The operating profit is stated after charging:

	2019 £	2018 £
Defined contribution pension cost	6,613	5,907
	<u>6,613</u>	<u>5,907</u>

**5. Auditor's remuneration**

	2019 £	2018 £
Fees payable to the company's auditor for the audit of the company's annual accounts	8,000	8,000
	<u>8,000</u>	<u>8,000</u>

The company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent company.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**6. Employees**

	2019 £	2018 £
Wages and salaries	190,000	184,277
Social security costs	23,845	22,705
Cost of defined contribution scheme	6,613	5,907
	<u>220,458</u>	<u>212,889</u>

The above costs relate to directors and key management during the year.

The highest paid director received remuneration of £122,332 (2018 - £112,324) and pension contributions of £1,188 (2018 - £635) during the year.

The average monthly number of employees, including directors, during the year was 2 (2018 - 2).

**7. Interest payable and similar expenses**

	2019 £	As restated 2018 £
Bank interest payable	-	685,775
Other loan interest payable	762,785	239,332
	<u>762,785</u>	<u>925,107</u>

**8. Taxation**

	2019 £	2018 £
Current tax on profits for the year	-	-
<b>Total current tax</b>	<u>-</u>	<u>-</u>



8. Taxation (continued)

**Factors affecting tax charge for the year**

The tax assessed for the year is the same as (2018 - the same as) the standard rate of corporation tax in the UK of 19% (2018 - 19%) as set out below:

	2019 £	2018 £
Profit on ordinary activities before tax	-	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	-	-
<b>Effects of:</b>		
Expenses not deductible for tax purposes	-	14,325
Group relief	-	(14,325)
<b>Total tax charge for the year</b>	-	-

**Factors that may affect future tax charges**

A reduction in the UK corporation tax rate from 19% to 17%, effective from 1 April 2020, was substantively enacted on 6 September 2016. Following the balance sheet date, Finance Act 2020 repealed the previously enacted 17% rate and therefore the UK corporation tax rate will remain at 19%.

9. Exceptional items

	2019 £	2018 £
Exceptional costs	9,070	46,755
	9,070	46,755

## 10. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost or valuation</b>	
At 1 January 2019	19,865,383
At 31 December 2019	<u>19,865,383</u>
<b>Impairment</b>	
At 1 January 2019	3,900,000
At 31 December 2019	<u>3,900,000</u>
<b>Net book value</b>	
At 31 December 2019	<u><u>15,965,383</u></u>
At 31 December 2018	<u><u>15,965,383</u></u>

**Subsidiary undertakings**

The following were subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
Rigmar Services Limited	Supply of engineering works and non-destructive testing on oil rigs and civil engineering projects	Ordinary	100%
Interocean Marine Services Limited	Marine consultancy and offshore services to the worldwide oil and gas renewables market	Ordinary	100%
Rigmar Fabrication Limited	In liquidation	Ordinary	100%
Interocean Marine Services (Canada) Incorporated*	Marine consultancy and offshore services to the worldwide oil and gas renewables market	Ordinary	100%
Rigmar Middle East Oil Field Services L.L.C.**	Marine consultancy and offshore services to the worldwide oil and gas renewables market	Ordinary	100%

## 10. Fixed asset investments (continued)

## Subsidiary undertakings (continued)

The aggregate of the share capital and reserves as at 31 December 2019 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) £
Rigmar Services Limited	(10,743,455)	(1,175,064)
Interocean Marine Services Limited	4,780,584	569,426
Rigmar Fabrication Limited	(1,322,466)	-
Interocean Marine Services (Canada) Incorporated*	(297,027)	96,330
Rigmar Middle East Oil Field Services L.L.C.**	(19,572)	(94,512)

\*Held via Interocean Marine Services Limited

\*\*Held via Rigmar Services Limited

**11. Debtors**

	2019 £	2018 £
Amounts owed by group undertakings	12,771,439	11,101,641
Other debtors	37,986	38,776
	<u>12,809,425</u>	<u>11,140,417</u>

**12. Cash and cash equivalents**

	2019 £	2018 £
Cash at bank and in hand	1,174	1,154
	<u>1,174</u>	<u>1,154</u>

**13. Creditors: Amounts falling due within one year**

	2019 £	2018 £
Trade creditors	810	810
Amounts owed to group undertakings	1,620,698	1,991,243
Accruals and deferred income	866,917	507,414
	<u>2,488,425</u>	<u>2,499,467</u>

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

## 14. Creditors: Amounts falling due after more than one year

	2019 £	2018 £
Bank loans	-	6,693,721
Other loans	9,650,604	2,799,999
Amounts owed to group undertakings	9,579,622	8,056,436
	<u>19,230,226</u>	<u>17,550,156</u>

Loan A of £3m is repayable in quarterly instalments commencing March 2019 until 30 November 2021. Interest is charged at Libor plus 3.75% per annum.

The other loan facility (Loan B) of £3.6m, is repayable in full on 30 November 2021. Interest is charged at Libor plus 3% per annum.

Both loans are secured by a bond and floating charge over all assets of the company.

Included in other loans are unsecured loan notes of £2.5m and £525k which are due to be repaid by 31 December 2021. The loan note holders are entitled to demand payment on certain specified dates prior to 31 December 2021 but any such payment request will not be made if it constitutes a breach of the inter creditor agreement between the company and its lender. Interest is charged on these loan notes at 5% per annum.

The amounts due to and from group undertakings relate to unsecured intercompany loan notes. Interest is charged at 5% per annum. The loan notes are repayable at par on 31 December 2021. The loan note holders can request repayment at certain specified dates prior to 31 December 2021. These loan notes are subject to an inter creditor agreement between the loan lender and group companies, the terms of which prevent any repayment of loan notes if such payment would constitute a breach of the terms of the inter creditor agreement.

**15. Loans**

Analysis of the maturity of loans is given below:

	2019 £	2018 £
<b>Amounts falling due 1-2 years</b>		
Bank loans	-	2,100,000
Other loans	9,650,604	-
	<u>9,650,604</u>	<u>2,100,000</u>
<b>Amounts falling due 2-5 years</b>		
Bank loans	-	4,593,721
Other loans	-	2,799,999
	<u>-</u>	<u>7,393,720</u>

**16. Financial instruments**

	2019 £	2018 £
<b>Financial assets</b>		
Financial assets measured at fair value through profit or loss	1,174	1,154
Financial assets that are debt instruments measured at amortised cost	11,633,126	11,139,627
	<u>11,634,300</u>	<u>11,140,781</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	(20,542,352)	(20,049,623)
	<u>(21,718,651)</u>	<u>(20,049,623)</u>

Financial assets measured at fair value through profit or loss comprise cash at bank.

Financial assets that are debt instruments measured at amortised cost comprise amounts due from group undertakings

Financial liabilities measured at amortised cost comprise trade creditors, amounts due to group undertakings, other creditors, bank loans and overdrafts and accruals and deferred income.



**17. Securities**

The company has provided a cross guarantee to Lionel Midco Limited, Rigmar Services Limited, InterOcean Marine Services Limited and Rigmar Fabrication Limited which is supported by a bond and floating charge over all assets of the group in respect of indebtedness under the group funding facilities.

As 31 December 2019 the total indebtedness in respect of this guarantee was £6,625,605 (2018 - £6,750,781).

The company has provided a second ranking floating charge over all assets of the group in respect of the indebtedness under the £1,525,000 of convertible loan notes issued during 2016 and 2017.

**18. Prior year adjustment**

A prior period adjustment has been made to reflect a correction to the management charges and intercompany interest for the year ended 31 December 2018 resulting in a decrease in income of £140,000 and a decrease in interest on intercompany loans of £140,000. This has no effect on prior year profit or net assets.

**19. Pension commitments**

The company contributes to a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £6,613 (2018 - £5,907). Contributions totalling £nil (2018 - £nil) were payable to the fund at the reporting date.

**20. Related party transactions**

**Control**

Throughout the period the company was controlled by the directors.

**Transactions**

The company has taken advantage of FRS 102 section 33 paragraph (a), which allows exemption from disclosure or related party transactions with other group companies.

**21. Controlling party**

The company's ultimate parent company is Rigmar Group (Holdings) Limited, a company incorporated in Scotland, and the company's immediate parent company was Lionel Midco Limited, a company registered in Scotland.

The largest and smallest group that the results of the company are consolidated in is Rigmar Group (Holdings) Limited. A copy of their financial statements can be obtained from the Companies House website.

The company's controlling party is EG Momentum L.P., a company incorporated in Guernsey.