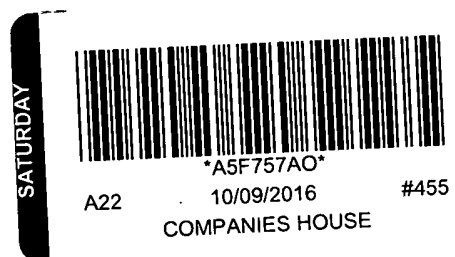


WHITES RECYCLING LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2016



WHITES RECYCLING LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

S W Taylor
A Bean
G M Duyk
J A W Astor

Registered office

The Mine Site
Mill Lane
South Witham
Grantham
Lincolnshire
NG33 5QN

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants
and Statutory Auditors
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT

Bankers

Barclays Bank Plc
49 Broad Street
Stamford
Lincolnshire
PE9 1PZ

WHITES RECYCLING LIMITED

STRATEGIC REPORT

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

The directors present their strategic report for the period ended 31 March 2016. We aim to present a balanced and comprehensive review of the development and performance of our business during the period and its position at the period end. Our review is consistent with the size and nature of our business and is written in the context of the risks and uncertainties we face.

The company continues to derive the majority of its income through the disposal of sludge and liquid waste recycling services, mainly from food and drink processing outlets as well as local authorities.

Turnover for the period has increased by 7% to £17,858,195 (2015 - £16,638,064). The gross profit margin has decreased to 24.7 % (2015 - 26.6%) and the directors report a gross profit of £4,413,828 (2015 - £4,418,106). The company has been investing in personnel, new equipment and transport to service its growing customer base. There has also been investment in management and back-end systems to enable further development, and to respond to new opportunities in the future. The additional costs are reflected in the company's profit before taxation of £2,443,911 (2015 - £2,770,589).

The financial position at 27 March 2016 is detailed on page 9.

KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

RISK MANAGEMENT POLICIES

The company faces a number of risks and the directors continue to mitigate these as far as possible. A summary of the key risks are as follow:-

Credit risk

The company seeks to manage its credit risk by dealing with established customers or otherwise checking the credit-worthiness of new customers, establishing clear contractual relationships with those customers and by identifying and addressing any credit issues arising in a timely manner.

Interest rate risk

The company's strong balance sheet and lack of debt finance means that its exposure to market risk for the changes in interest rates is minimal.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Short-term flexibility could be achieved by overdraft facilities if required.

WHITES RECYCLING LIMITED

STRATEGIC REPORT *(continued)*

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

IMPACT OF THE EUROPEAN UNION (“EU”) REFERENDUM

The impact of the EU referendum result resulting in the UK voting to leave the EU is likely to lead to many months of uncertainty as the political and legal issues are worked out. The directors do not believe that it will have a material impact on the business but will monitor events closely.

Signed on behalf of the directors


J A W ASTOR
Director

Approved by the directors on 8 September 2016

WHITES RECYCLING LIMITED

DIRECTORS' REPORT

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

The directors present their report and the audited financial statements of the company for the period from 27 March 2015 to 31 March 2016.

On 27 March 2015, Regen Holdings Limited purchased all of the share capital of the immediate parent company, Whites Engineering Limited. The immediate and ultimate parent undertaking of Regen Holdings Limited is TPG ART-AIV, LP, an alternative and renewable technologies fund company that is registered in the Cayman Islands.

RESULTS AND DIVIDENDS

The profit for the financial period, after taxation, amounted to £2,016,225 (2015 – £2,218,802). On 28 July 2015 Whites Recycling Limited paid an interim dividend of £1,702,807 (£17,028.07 per ordinary share of £1 each). On 31 March 2016 the company paid a further interim dividend of £2,461,966 (£24,619.66 per share). No dividends were paid during the period ended 26 March 2015.

DIRECTORS

The directors who held office during the period and to the date of signing the financial statements, except where stated are as follows:

C D Tyler (resigned on 1 April 2016)
C R White (resigned on 27 March 2015)
R P Brocklesby (appointed on 27 March 2015 and resigned on 28 July 2015)
D Seshamani (appointed on 27 March 2015 and resigned on 26 May 2015)
T A Clay (appointed on 27 March 2015 and resigned on 20 July 2016)
G M Duyk (appointed on 18 June 2015)
J A W Astor (appointed 9 September 2015)
S W Taylor (appointed 1 April 2016)
A Bean (appointed 20 July 2016)

SUBSEQUENT EVENTS

There are no subsequent events to report.

FUTURE DEVELOPMENTS

The directors continue to look for new areas of growth as well as ensuring full compliance with all regulatory developments. The company will explore new opportunities which are closely aligned to the core business or to improve its services to existing and new clients.

FINANCIAL RISK MANAGEMENT

Financial risk management is discussed in the strategic report.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 prepared the financial statements in accordance with 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 (FRS 102).

WHITES RECYCLING LIMITED

DIRECTORS' REPORT *(continued)*

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

DIRECTORS' RESPONSIBILITIES STATEMENT *(continued)*

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent ;
- state whether applicable UK Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each director in office at the date the directors' report is approved under section 418 (2) of the Companies Act 2006, the following applies:

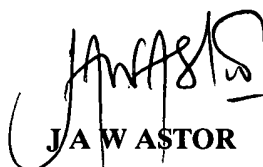
- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) he has taken all of the steps that he ought to have taken as a director in order to make himself aware of any relevant information and to establish that the company's auditors are aware of that information.

STRATEGIC REPORT

The company has chosen in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out in the company's strategic report information required by schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

Registered office:
The Mine Site
Mill Lane
South Witham
Grantham
Lincolnshire
NG33 5QN

Signed on behalf of the directors



J A W ASTOR

Director

Approved by the directors on 8 September 2016

WHITES RECYCLING LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WHITES RECYCLING LIMITED

Report on the financial statements

Our opinion

In our opinion, Whites Recycling Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2016 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.

What we have audited

The financial statements, included within the Financial Statements (the "Annual Report"), comprise:

- the balance sheet as at 31 March 2016;
- the profit and loss account for the period then ended;
- the statement of changes in equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, 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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

WHITES RECYCLING LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WHITES RECYCLING LIMITED (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on pages 4 and 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

What an audit of financial statements involves

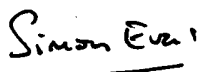
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Simon Evans (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
8 September 2016

WHITES RECYCLING LIMITED

PROFIT AND LOSS ACCOUNT

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

		Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
TURNOVER	Note 4	17,858,195	16,638,064
Cost of sales		(13,444,367)	(12,219,958)
GROSS PROFIT		4,413,828	4,418,106
Administrative expenses		(1,969,127)	(1,647,517)
OPERATING PROFIT	5	2,444,701	2,770,589
Interest receivable and similar income		1,718	-
Interest payable and similar charges	8	(2,508)	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,443,911	2,770,589
Tax on profit on ordinary activities	9	(427,686)	(551,787)
PROFIT FOR THE FINANCIAL PERIOD		2,016,225	2,218,802

The company has no other comprehensive income for the financial periods other than those included above. Accordingly, no separate statement of comprehensive income is presented.

WHITES RECYCLING LIMITED

BALANCE SHEET

AS AT 31 MARCH 2016

	Note	31 Mar 16 £	£	26 Mar 15 £	£
FIXED ASSETS					
Tangible assets	10		394,213		327,672
CURRENT ASSETS					
Inventories	11	51,850		97,488	
Debtors	12	4,496,291		7,348,321	
Cash at bank and in hand		1,993,642		986,396	
		<u>6,541,783</u>		<u>8,432,205</u>	
CREDITORS: Amounts falling due within one year	13	<u>(2,762,025)</u>		<u>(2,416,538)</u>	
NET CURRENT ASSETS			<u>3,779,758</u>		<u>6,015,667</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>4,173,971</u>		<u>6,343,339</u>
PROVISIONS FOR LIABILITIES					
Deferred taxation	14		<u>(16,971)</u>		<u>(37,791)</u>
NET ASSETS			<u><u>4,157,000</u></u>		<u><u>6,305,548</u></u>
CAPITAL AND RESERVES					
Called-up equity share capital	18		100		100
Profit and loss account			<u>4,156,900</u>		<u>6,305,448</u>
TOTAL EQUITY			<u><u>4,157,000</u></u>		<u><u>6,305,548</u></u>

These financial statements on pages 8 to 23 were approved by the directors and authorised for issue on 8 September 2016, and are signed on their behalf by:


J A W ASTOR

Company Registration Number: 03765361

WHITES RECYCLING LIMITED
STATEMENT OF CHANGES IN EQUITY
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

	Called-up Share capital £	Profit and loss account £	Total equity £
Balance as at 1 April 2014	100	4,086,646	4,086,746
Profit for the financial period and total comprehensive income	—	2,218,802	2,218,802
Balance as at 26 March 2015	100	6,305,448	6,305,548
Profit for the financial period and total comprehensive income	-	2,016,225	2,016,225
Dividends paid and total transactions with owners, recognised directly in equity	-	(4,164,773)	(4,164,773)
Balance as at 31 March 2016	<u>100</u>	<u>4,156,900</u>	<u>4,157,000</u>

WHITES RECYCLING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

1. GENERAL INFORMATION

Whites Recycling Limited (“the company”) continues to derive the majority of its income through the disposal of sludge and liquid waste recycling services, mainly from food and drink processing outlets as well as local authorities. The company has its head-office and main operational site in South Witham.

The company is incorporated and domiciled in the UK. The address of its registered office is The Mine Site, Mill Lane, South Witham, Grantham, Lincolnshire, NG33 5QN.

2. COMPLIANCE STATEMENT

The financial statements of the company have been prepared in compliance with United Kingdom Accounting Standards, including 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. 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. The company has adopted FRS 102 in these financial statements. Details of the transition to FRS 102 are disclosed in note 20.

Basis of accounting

These financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The company’s functional and presentation currency is the pound sterling.

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 this note below.

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. Exemptions under FRS 102 paragraph 1.12 have been applied: in relation to presentation of a cash flow statement, related party transactions, certain financial instrument disclosures and the non-disclosure of key management personnel compensation.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Cash flow statement

The company is a wholly owned subsidiary company of Whites Engineering Limited and is included in the consolidated financial statements of that company, which are publicly available at the company's registered office or Companies House. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 102 paragraph 1.12(b).

Accounting reference date

Under the Companies Act 2006, the directors are required to draw up financial statements within 7 days of the company's accounting reference date. The current period results relate to the trading period from 27 March 2015 to 31 March 2016 and the prior period results relate to the trading period from 1 April 2014 to 26 March 2015.

Related party transactions

The company has taken advantage of the exemption granted under FRS 102 paragraph 1.12 (e) to not disclose transactions with other group companies where they are wholly owned by a common parent entity.

Turnover

The turnover shown in the profit and loss account represents the value of all work done during the period, exclusive of Value Added Tax. Turnover is recognised at the point at which the company has fulfilled its contractual obligations and the risks and rewards attaching to the sale have been transferred to the customer.

Fixed assets

Tangible fixed assets are stated in the balance sheet at cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Properties & Lagoons	- 10% Straight Line
Plant & Machinery	- 15% Reducing Balance
Fixtures & Fittings	- 15% Reducing Balance

Where there is evidence of impairment, fixed assets are written down to recoverable amounts. Any such write down would be charged to operating profit.

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives. The useful economic lives 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.

WHITES RECYCLING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Inventories

Inventories are valued at the lower of cost and estimated selling price less costs to sell, on a first in, first out basis, after making due allowance for obsolete and slow moving items.

Leases

Arrangements which transfer substantially all of the risks and rewards of the assets to the company are classified as finance leases. All other arrangements are classified as operating leases. Amounts payable under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when 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 tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Investments in subsidiaries

Investments in subsidiaries are valued at cost less permanent diminution in value.

Retirement benefits and pension costs: defined contribution schemes

The company makes contributions to a company defined contribution pension scheme and employee personal pension schemes. These contributions are charged to the profit and loss account in the period in which they become payable.

Share capital and distributions to equity holders

Ordinary shares are classified as equity. Dividends and other distributions to the company's shareholders is recognised as a liability in the financial statements in the period in which the dividend and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Share based payment

Share based incentive arrangements are provided to certain employees. The directors have assessed the requirements of section 26 of FRS 102 and consider that its application would not change the financial results or position of the company by a material amount.

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, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rates of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost 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 the estimated cash flows discounted at the asset's original effective interest rate. The impairment is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the assets expire or are settled, or (b) substantially all the risk and regards of the ownership of the asset are transferred to another party or (c) 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.

Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans and amounts due from group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

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

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.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount.

Employee benefits

The company provides a range of benefits to employees, including paid holiday arrangements and defined contribution pension plans.

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

The company operates 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 when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

An expense is recognised in the profit and loss account when the company has a legal or constructive obligation to make additional, e.g. bonus payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

4. TURNOVER

The turnover and profit on ordinary activities before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
United Kingdom	<u>17,858,195</u>	<u>16,638,064</u>

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

5. OPERATING PROFIT

Operating profit is stated after charging:

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Depreciation of owned fixed assets	52,608	42,935
Loss on disposal of fixed assets	37,932	-
Operating lease rentals	1,620,642	1,468,575
Inventory recognised as an expense	3,001,193	3,184,659
Auditors' remuneration		
- for audit services	22,700	22,500
- for other services (see below)	6,800	6,800
Impairment of trade receivables including exceptional operating expenses (see below)	-	238,090

Auditors' remuneration

The fees charged by the auditor can be further analysed under the following headings for services rendered:

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Taxation services	6,800	6,800
	6,800	6,800

Exceptional operating expenses

The exceptional operating expenses of £nil (2015 - £238,090) relates to a bad debt resulting from a customer going in to liquidation.

WHITES RECYCLING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

6. PARTICULARS OF EMPLOYEES

The monthly average number of staff employed by the company during the financial period amounted to:

	Period from 27 Mar 15 to 31 Mar 16 No	Period from 1 Apr 14 to 26 Mar 15 No
Number of drivers and operational staff	117	113
Number of sales and administrative staff	16	14
Number of management staff	3	6
	<u>136</u>	<u>133</u>

The aggregate payroll costs of the above were:

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Wages and salaries	4,899,336	4,411,450
Social security costs	504,757	445,563
Other pension costs	31,696	13,504
	<u>5,435,789</u>	<u>4,870,517</u>

7. DIRECTORS' REMUNERATION

The directors' aggregate remuneration in respect of qualifying services were:

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Aggregate emoluments (including benefits in kind)	<u>212,947</u>	<u>90,625</u>

Aggregate emoluments include total emoluments of £122,065 (2015 – £54,558) for the highest paid director excluding pension contributions of £360 (2015 – £nil).

Directors' emoluments include £212,587 (2015 – £nil) that are borne by Regen Holdings Limited, and recharged to the company by way of a management charge.

8. INTEREST PAYABLE AND SIMILAR CHARGES

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Other interest payable	<u>2,508</u>	<u>–</u>

WHITES RECYCLING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

9. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of charge in the period

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Current tax:		
In respect of the period:		
UK Corporation tax based on the results for the period at 20% (2015 - 21%)	425,457	544,372
Adjustments in respect of prior periods	23,049	(17,163)
Total current tax	448,506	527,209
Deferred tax:		
Origination and reversal of timing differences		
Capital allowances	(20,820)	24,578
Tax on profit on ordinary activities	427,686	551,787

(b) Factors affecting total tax charge

The tax assessed on the profit on ordinary activities for the period is lower (2015-lower) than the standard rate of corporation tax in the UK of 20 % (2015 - 21%).

	Period from 27 Mar 15 to 31 Mar 16 £	Period from 1 Apr 14 to 26 Mar 15 £
Profit on ordinary activities before taxation	2,443,911	2,770,589
Profit on ordinary activities by rate of tax	488,782	581,824
Expenses not deductible for tax purposes	5,194	2,623
Adjustments in respect of prior periods	23,049	(17,163)
Group relief claimed	(75,821)	(29,253)
Other differences	(13,518)	13,756
Total tax charge	427,686	551,787

WHITES RECYCLING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

9. TAXATION ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting total tax charge *(continued)*

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements. The overall effect of that change, if it had applied to the deferred tax balance at the balance sheet date, would not be material.

10. TANGIBLE ASSETS

	Properties & lagoons £	Plant & Machinery £	Fixtures & Fittings £	Total £
COST				
At 27 March 2015	302,062	114,049	80,939	497,050
Additions	130,441	7,000	19,640	157,081
Disposals	(29,534)	(11,080)	(33,525)	(74,139)
At 31 March 2016	<u>402,969</u>	<u>109,969</u>	<u>67,054</u>	<u>579,992</u>
ACCUMULATED DEPRECIATION				
At 27 March 2015	78,440	56,997	33,941	169,378
Charge for the period	35,642	8,997	7,969	52,608
Disposals	(11,800)	(6,423)	(17,984)	(36,207)
At 31 March 2016	<u>102,282</u>	<u>59,571</u>	<u>23,926</u>	<u>185,779</u>
NET BOOK AMOUNT				
At 31 March 2016	<u>300,687</u>	<u>50,398</u>	<u>43,128</u>	<u>394,213</u>
At 26 March 2015	<u>223,622</u>	<u>57,052</u>	<u>46,998</u>	<u>327,672</u>

Properties & lagoons represents improvements made to short leasehold properties.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

11. INVENTORIES

	31 Mar 16	26 Mar 15
	£	£
Fuel and consumables	<u>51,850</u>	<u>97,488</u>

There is no significant difference between the replacement cost of fuel and consumables and their carrying amounts. Inventories are stated after provisions of £nil (2015: £nil).

12. DEBTORS

	31 Mar 16	26 Mar 15
	£	£
Amounts due within one year:		
Trade debtors	3,753,493	3,243,994
Amounts owed by group undertakings	354,312	3,457,505
Other debtors	21,350	45,445
Prepayments and accrued income	<u>367,136</u>	<u>601,377</u>
	<u>4,496,291</u>	<u>7,348,321</u>

Trade debtors are stated after provisions for impairment of £9,660 (2015: £241,473).

Amounts due from group undertakings are unsecured, interest free and repayable within one year.

13. CREDITORS: Amounts falling due within one year

	31 Mar 16	26 Mar 15
	£	£
Trade creditors	1,311,806	961,433
Amounts owed to group undertakings	162,000	129,592
Corporation tax	155,457	324,372
Other tax and social security	710,962	579,322
Other creditors	63,660	-
Accruals and deferred income	<u>358,140</u>	<u>421,819</u>
	<u>2,762,025</u>	<u>2,416,538</u>

Amounts owed to group undertakings are unsecured, interest free and repayable within one year.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

14. DEFERRED TAXATION

The movement in the deferred taxation provision during the period was:

	31 Mar 16	26 Mar 15
	£	£
Provision brought forward	37,791	13,213
Profit and loss account movement arising during the period	(20,820)	24,578
Provision carried forward	<u>16,971</u>	<u>37,791</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	31 Mar 16	26 Mar 15
	£	£
Excess of taxation allowances over depreciation on fixed assets	16,971	37,791
	<u>16,971</u>	<u>37,791</u>

15. COMMITMENTS UNDER OPERATING LEASES

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

	31 Mar 16	26 Mar 15
	£	£
Not later than 1 year	534,192	240,216
Later than 1 and before 5 years	1,166,830	566,989
Later than 5 years	366,086	349,087
	<u>2,067,108</u>	<u>1,156,292</u>

16. CONTINGENCIES

A cross guarantee and debenture is in place between Whites Engineering Limited and Whites Recycling Limited, dated 24 November 2009, in respect of the banking facilities of both companies.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

17. RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of Whites Engineering Limited which was under the control of A G White and C D Tyler during the previous period. A G White was a director of Whites Engineering Limited during the previous period, and C D Tyler was a director of Whites Engineering Limited and its subsidiary companies during the period ended 31 March 2016.

The company has taken advantage of the exemption for disclosure of transactions between group companies.

Bio Waste Solutions Limited (BWS) is a company in which C D Tyler and C R White (a director of Whites Recycling Limited and Whites Engineering Limited until 27 March 2015) are directors and shareholders. L M Dodds, a director of Regen Holdings Limited (see note 21) is also a director of BWS.

During the period the company sold services totalling £402,176 (2015: £574,510) to BWS, and made purchases totalling £241,713 (2015 - £275,005) from BWS. At the period end BWS owed the company £104,874 comprising trade debtors of £104,874 less trade creditors of £nil (2015 – £91,495, comprising trade debtors of £140,159 less trade creditors of £48,664).

C D Tyler also had interests as a partner/shareholder in the following businesses during the period:

Tyler and Carradice
Whites Energy Limited

Whites Recycling Limited made a loan of £20,000 during the previous period to Whites Energy Limited. The full balance remains owing to Whites Recycling Limited at the end of the period and is included within debtors due within one year. The loan has been repaid since the balance sheet date.

C R White a director of Whites Recycling Limited until 27 March 2015 and trading as C.R Property, made charges to Whites Recycling Limited during the period of £Nil (2015 - £11,250) for the temporary rental of land at Colsterworth.

During the period, the company made sales of £216,062 to Greenergy Biofuels Limited, a company in which R P Brocklesby (a director of Whites Recycling Limited for part of the current period) is a director. An amount of £21,806 was outstanding at 31 March 2016.

- Also during the period, the company made sales of £192,244 to Duranta Teesside Limited (formerly Greenlight Teesside Limited), a company in which D Seshamani (a director of Whites Recycling Limited for part of the current period) is a director. An amount of £46,305 was outstanding at 31 March 2016.

The remainder of the transactions with businesses connected with directors of the company are not considered material to either party. No other transactions with related parties were undertaken such as are required to be disclosed.

WHITES RECYCLING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD FROM 27 MARCH 2015 TO 31 MARCH 2016

18. CALLED-UP SHARE CAPITAL

Allotted, called up and fully paid:

	31 Mar 16		26 Mar 15	
	No	£	No	£
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

19. DIVIDENDS

On 28 July 2015 Whites Recycling Limited paid an interim dividend of £1,702,807. The dividend amounted to £17,028.07 per ordinary share of £1 each. On 31 March 2016, the company paid a further interim dividend of £2,461,966. The dividend amounted to £24,619.66 per ordinary share of £1 each. No dividends were paid during the period ended 26 March 2015.

20. TRANSITION TO FRS 102

This is the first period that the company has presented its results under FRS 102. The last financial statements under UK GAAP as previously reported were for the period ended 26 March 2015. The date of transition to FRS 102 was 1 April 2014. We have not set out below changes in accounting policies which reconcile profit for the financial period ended 26 March 2015 and the total equity as at 1 April 2014 and 26 March 2015 between UK GAAP as previously reported and FRS 102 as no material changes were identified.

21. ULTIMATE PARENT COMPANY

The immediate parent undertaking during the period was Whites Engineering Limited which is incorporated in England and Wales, and shares the same registered office as the company. This is the smallest group into which these financial statements are consolidated. The consolidated financial statements are publicly available from the Registrar of Companies.

During the prior period the Whites Engineering Group was under the control of A G White and C D Tyler. A G White resigned as a director of Whites Engineering Limited on 27 March 2015 and C D Tyler was a director of Whites Engineering Limited and its subsidiary companies during the period ended 31 March 2016.

On 27 March 2015, Regen Holdings Limited purchased all of the share capital of Whites Engineering Limited. The immediate and ultimate parent undertaking of Regen Holdings Limited is TPG ART-AIV, LP, an alternative and renewable technologies fund company that is registered in the Cayman Islands. This is the largest group into which these financial statements are consolidated. Regen Holdings Limited is not consolidated into the financial statements of any immediate and parent undertakings as it is treated as part of an investment portfolio within the fund and is therefore held at fair value.

The company's ultimate controlling party is TPG Circadian Capital Partners AIV GenPar Advisors, Inc., a company registered in the Cayman Islands that manages TPG ART-AIV, LP and affiliated partnerships.