New Earth Solutions (West) Limited

Annual report and financial statements

For the year ended 30 December 2020

Company registration number: 06968057

New Earth Solutions (West) Limited

Annual report and financial statements
for the year ended 30 December 2020

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Directors

E Waters (resigned on 24 August 2021)
B McCabe

Registered office

The MRF, Station Road, Caythorpe, Grantham, Lincolnshire, NG32 3EW, England

Company registration number

06968057

Auditor

KPMG, Chartered Accountants, 1 Stokes Place, St. Stephen's Green, Dublin 2, Ireland

Banker

NatWest Bank, 208 Lower Blandford Road, Broadstone, Dorset, BH18 8DT, England

Solicitor

Pinsent Masons LLP, 3 Hardman Street, Manchester, M3 3AU, England

New Earth Solutions (West) Limited

Strategic report
for the year ended 30 December 2020

The directors present their strategic report and financial statements for the year ended 30 December 2020.

Principal Activities and Review of Business

The company contracts with local authorities and commercial customers to provide composting, recycling and waste treatment services. The contracted revenue streams from local authorities underpin the mechanical and biological waste treatment facilities to separate materials for recycling, divert waste away from landfill disposal and generate a refuse derived fuel for energy from waste and combined heat and power plants. UK Government policy supports the sector that the company is active in, waste management. The UK faces tough targets for waste recycling and landfill diversion and has escalating levels of landfill taxation, which support the approach to waste management.

The profit and loss account and other comprehensive income is set out on page 12 and shows turnover for the year of £40,395,522 *(2019: £34,860,144)* and an operating loss after other income and exceptional items for the year of £978,563 *(2019: £289,318)*.

The current and prior year results are not directly comparable due to the current year including 12 months trade for Mid UK, where the prior year only includes 7 months. Also, the Avonmouth site closed in June 2020 upon expiry in March 2020 of the West of England contract. Management is currently pursuing various opportunities for the site.

As at 30 December 2020, the company had net current liabilities of £29,205,441 *(2019: £26,518,299)*; however the company will be supported by its fellow group undertaking, Pandagreen Limited. The financial statements have been prepared on a going concern basis, which assumes that the company will have sufficient funds to trade for the foreseeable future.

Principal Risks and Uncertainties

Facility Processing Capacity Utilisation

During the current year, the company's sites have excess capacity and this is forecast to continue for the foreseeable future. The company's operations are competitive against alternative disposal routes, especially landfill (including the escalating costs of Landfill Tax), and the company has a good track record of securing business, demonstrating the ability to secure both long term and top-up contracts as necessary. The directors therefore do not consider this to be high risk.

Refuse Derived Fuel

One of the company's products from the mechanical process is Refuse Derived Fuel ("RDF") for which the company has contracts with parties all over Europe to dispose of the RDF. The availability of RDF on the market is increasing and the risk is that for additional RDF produced additional third party offtakes will need to be secured. The current market indicates that the prices for offtake of RDF are increasing as capacity to process it is staying stable. Finding new offtakes is important for the company in order to dispose RDF and if no new offtakes, or not enough are found this could result in more cost as RDF would need to be landfilled.

Inflation

The directors have mitigated any significant risk of exposure to cost inflation by ensuring that revenues are subject to annual price increases based upon the movement in cost inflation indices.

COVID-19 Pandemic

The directors are monitoring developments around the COVID-19 pandemic and while it has raised significant operational challenges to the company, the directors continue to evaluate the situation and are confident that the company is in a strong position to respond to these challenges. The directors are adhering to guidance as issued by the Government in order to ensure the health and safety of all employees, business partners and the public. The impact of the restrictions has resulted in the loss of earnings.

Principal Risks and Uncertainties *(continued)*

Financial Instruments

The company's financial instruments comprise cash and liquid resources, and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise and control the finance for the waste treatment facility.

The group also enters into derivatives transactions (exclusively forward foreign currency contracts). The purpose of such transactions is to manage the currency risks arising from the group's operations and its sources of finance. Derivative transactions are accounted for within other group companies.

It is, and has been throughout the year under review, the group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the financial instruments are liquidity risk, credit risk, foreign currency risk and interest rate risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Liquidity Risk

The company monitors short term cash flows as part of its weekly control procedures. The directors also consider cash flow projections on a quarterly basis as part of a regular reforecast of business performance. The company's fellow group undertaking, Pandagreen, supports the company in providing funding as required.

Credit Risk

The company's credit risk is primarily attributable to its trade debtors. The majority of the company's revenue is derived from contracts with local authorities and the directors believe that such customers do not present a significant credit risk. Risks against other customers are managed by credit checks on new customers and by monitoring payments against contractual agreements and the group's standard terms and conditions.

Foreign Currency Risk

The export of RDF by each of the MBT waste treatment facilities to Europe is often priced in Euros and as a consequence the cost of treatment reflects currency movements between Sterling and Euros.

Interest Rate Risk

The directors have mitigated interest rate by ensuring that all of the group's borrowings are at fixed interest rates.

Key Performance Indicators

The directors consider turnover, gross profit and operating profit to be key performance indicators for the company.

Turnover was up from £34,860,144 in the year ended 30 December 2019 to £40,395,522 in the year ended 30 December 2020. A gross profit of £4,407,587 was made in the year ended 30 December 2019, compared to a gross profit of £6,024,639 in the year ended 30 December 2020. The company recorded an operating loss after other income and exceptional items of £289,318 for the year ended 30 December 2019 compared to an operating loss of £978,563 in the year ended 30 December 2020.

The current and prior year results are not directly comparable due to the current year including 12 months trade for Mid UK, where the prior year only includes 7 months. Also, the Avonmouth site closed in June 2020 upon expiry in March 2020 of the West of England contract. Management is currently pursuing various opportunities for the site.

Future Developments

The company plans to continue its present activities.

Section 172 statement

This statement, which forms part of the Strategic Report, is intended to show how the company's Directors have approached and met their responsibilities under s172 Companies Act 2006 during the year. The statement has been prepared in response to the obligations as set out in the Companies (Miscellaneous Reporting) Regulations 2018.

As required by s172 of the UK Companies Act 2006, a Director of a company must act in a way he/she considers, in good faith, would most likely promote the success of the company for the benefit of its Shareholders. In doing this, the Director must have regard, amongst other matters, to the:

- likely consequences of any decisions in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- company's reputation for high standards of business conduct; and
- need to act fairly as between members of the company.

We understand that our business can only grow and succeed over the long term if we recognise the views and needs of our stakeholders. Understanding our stakeholders is key to ensuring the Board can have informed discussions and factor stakeholder interests into decision-making.

Stakeholder engagement

The Company is committed to high standards of business conduct and integrity. The key stakeholders have been identified as suppliers, employees and shareholders.

i. Suppliers
Key areas of focus include innovation, health and safety and sustainability. The Directors recognise that relationships with suppliers are important to the Company's long-term success and are briefed on supplier feedback and issues. Engagement with suppliers is primarily through a series of interactions and reviews and we host regular meetings to discuss shared goals and build relationships.

ii. Employees
Our people are key to our success and we want them to be successful individually and as a team. There are many ways we engage with and listen to our people including face-to-face or Zoom briefings, internal communities and newsletters.

Key areas of focus include health and well-being, development opportunities, pay and benefits. Regular reports about what is important to our colleagues are made to the Directors ensuring consideration is given to their needs.

iii. Shareholders
Reports are regularly made to the Group Board by the Directors about the strategy, performance and key decisions taken which provides the Board with assurance that proper consideration is given to stakeholder interests in decision-making.

At Group level, the Board is well informed about the views of shareholders through the regular reporting and it uses this information to assess the impact of decisions on each units of the business as part of its own decision-making process.

Post Balance Sheet Events

Subsequent to year end, the Company's ultimate owners agreed a deal to dispose of its entire shareholding in Beauparc Utilities Holdings Limited which includes the shareholding of the Company subject to regulatory approval which was received and finalised on 24 August 2021. There were no other significant events since the balance sheet date.

On behalf of the board

B McCabe
Director

29 September 2021

The directors present their directors' report and financial statements for the year ended 30 December 2020.

Dividend

No dividends were declared or paid during the year 2020 *(2019: £2,500,000).*

Directors

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

E Waters (resigned on 24 August 2021)
B McCabe

Political Contributions

The company made no political contributions or incurred any political expenditure during the year *(2019: £Nil).*

Going Concern

The directors have considered the going concern basis of preparation including the potential impact COVID-19 could have on the Company's financial position. The company had a profit for the financial year of £624,616 *(2019: £25,770)* and at 30 December 2020 had net current liabilities of £29,205,441 *(2019: 26,518,299)* and net assets of £1,604,296 *(2019: £979,680).* Having received budgets and cashflows, and considering the company's fellow group undertaking, Pandagreen Limited, has confirmed that it will continue to provide financial support for the foreseeable future sufficient to enable the company to continue to trade and meet its liabilities as and when they fall due. For this reason, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

Information in the Strategic Report

The following directors' report requirements have been upgraded to the strategic report; financial risk management, objectives and policies, information on exposure to price risk, credit risk, liquidity risk and cash flow risk, post balance sheet events and likely future developments in the business of the company.

Energy and Emissions Report

Details of the company's energy consumption and emissions for the period January 2020 to December 2020 were as follows:

	2020	**2019**
Energy consumption used to calculate emissions: kWh ('000)	10,924	5,962
Emissions from combustion of gas: tCO2e	-	-
Emissions from business travel in company vehicles: tCO2e	6,705	3,816
Emissions from purchased electricty: tCO2e ('000)	3,841	2,096
Total gross CO2e: tCO2e ('000)	10,545	5,912
Intensity ratio (tCO2e per £100,000 turnover)	0.26	0.17
Energy efficient actions taken	None taken	None taken

Disclosure of Information to Auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's statutory auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's statutory auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG, Chartered Accountants, will be deemed to be reappointed and will therefore continue in office.

By order of the board

B McCabe
Director

29 September 2021

New Earth Solutions (West) Limited

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

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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 they have elected to prepare the financial statements in accordance with FRS 101 *Reduced Disclosure Framework*.

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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of the board

B McCabe
Director

29 September 2021

KPMG

KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

Independent auditor's report to the members of New Earth Solutions (West) Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of New Earth Solutions (West) Limited ("the company") for the year ended 30 December 2020 set out on pages 12 to 30, which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is UK Law and FRS 101 *Reduced Disclosure Framework*.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 30 December 2020 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 101 *Reduced Disclosure Framework*; and
- the financial statements 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

KPMG

Independent auditor's report to the members of New Earth Solutions (West) Limited
(continued)

Report on the audit of the financial statements *(continued)*

Conclusions relating to going concern *(continued)*

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

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

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

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.

The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

The company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements

KPMG

Independent auditor's report to the members of New Earth Solutions (West) Limited
(continued)

Report on the audit of the financial statements *(continued)*

Detecting irregularities including fraud *(continued)*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic report and the directors' report. The financial statements and our auditor's report thereon do not comprise part of 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 as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion, the information given in the strategic report and the directors' report is consistent with the financial statements;
- in our opinion, the strategic report and the directors' report have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

KPMG

Independent auditor's report to the members of New Earth Solutions (West) Limited
(continued)

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; 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 they 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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities 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 fuller description of our responsibilities is provided on the FRC's website at: www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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

30 September 2021

Niall Savage

Niall Savage **(Senior Statutory Auditor)**
for and on behalf of
KPMG Statutory Auditor
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

New Earth Solutions (West) Limited

Profit and loss account and other comprehensive income
for the year ended 30 December 2020

	Note	2020 £	2019 £
Turnover	4	**40,395,522**	34,860,144
Cost of sales		**(34,370,883)**	(30,452,557)
Gross profit		**6,024,639**	4,407,587
Administrative expenses		**(7,050,494)**	(4,048,097)
Operating (loss)/profit before other income and exceptional items		**(1,025,855)**	359,490
Other income	7	**733,079**	-
Exceptional items	8	**(685,787)**	(648,808)
Operating loss after other income and exceptional items		**(978,563)**	(289,318)
Interest payable and similar charges	9	**(178,572)**	(132,685)
Loss before taxation		**(1,157,135)**	(422,003)
Tax on loss	10	**1,781,751**	447,773
Profit for the financial year		**624,616**	25,770
Other comprehensive income		**-**	-
Total comprehensive income for the year		**624,616**	25,770

All of the activities of the company are classed as continuing.

New Earth Solutions (West) Limited

Balance sheet
as at 30 December 2020

	Note	2020 £	2019 £
Non-current assets			
Intangible fixed assets	11	**6,424,747**	5,044,570
Tangible fixed assets	12	**24,764,080**	23,603,675
Right of use assets	13	**2,382,032**	2,965,577
Deferred tax asset	14	**376,636**	-
		33,947,495	31,613,822
Current assets			
Stock	15	**48,567**	102,310
Debtors	16	**6,629,683**	10,346,564
Cash at bank and in hand	17	**944,419**	1,107,712
		7,622,669	11,556,586
Creditors: amounts falling due within one year	18	**(36,828,110)**	(38,074,885)
Net current liabilities		**(29,205,441)**	(26,518,299)
Total assets less current liabilities		**4,742,054**	5,095,523
Creditors: amounts falling due after more than one year	19	**(3,137,758)**	(3,731,135)
Deferred tax liability	14	**-**	(384,708)
Net assets		**1,604,296**	979,680
Capital and reserves			
Called up share capital	22	**1**	1
Capital contribution reserve	23	**-**	-
Profit and loss account		**1,604,295**	979,679
Shareholder's funds		**1,604,296**	979,680

The financial statements were approved by the Board of Directors on 29 September 2021 and were signed on its behalf by:

B McCabe
Director

***Company registration number:** 06968057*

New Earth Solutions (West) Limited

Statement of changes in equity
for the year ended 30 December 2020

	Called up share capital £	Capital contribution reserve £	Profit and loss account £	Total equity £
At 30 December 2018	1	28,716,518	(25,262,609)	3,453,910
Total comprehensive income for the year				
Profit for the year	-	-	25,770	25,770
Total comprehensive income for the year	-	-	25,770	25,770
Transactions with the shareholder				
Capital contribution transfer to realised profits	-	(28,716,518)	28,716,518	-
Dividends	-	-	(2,500,000)	(2,500,000)
At 30 December 2019	**1**	**-**	**979,679**	**979,680**
Total comprehensive income for the year				
Profit for the year	-	-	624,616	624,616
Total comprehensive income for the year	-	-	624,616	624,616
At 30 December 2020	**1**	**-**	**1,604,295**	**1,604,296**

1 Reporting entity

New Earth Solutions (West) Limited (the "company") is a private company limited by shares and incorporated, domiciled and registered in the UK. The company's registered office is The MRF, Station Road, Caythorpe, Grantham, Lincolnshire, NG32 3EW, England and the registered number is 06968057.

2 Accounting policies

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101")

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards in conformity with the requirements of the Companies Act 2016 ("Adopted IFRS"), but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company's intermediate parent undertaking, Beauparc Utilities Limited includes the company in its consolidated financial statements. The consolidated financial statements of Beauparc Utilities Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Panda Waste Management Solutions, Ballymount Road Upper, Dublin 24, Republic of Ireland.

In these financial statements, the company has applied exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes;
- disclosures in respect of the compensation of key management personnel;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management; and
- the effects of new but not yet effective IFRS's.

These financial statements have been prepared in sterling, which is the functional currency of the company.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 3

(a) Basis of measurement

The financial statements are prepared on the historical cost basis.

(b) Going concern

The directors have considered the going concern basis of preparation including the potential impact COVID-19 could have on the Company's financial position. The company had a profit for the financial year of £624,616 (2019: £25,770) and at 30 December 2020 had net current liabilities of £29,205,441 (2019: 26,518,299) and net assets of £1,604,296 (2019: £979,680).. Having received budgets and cashflows, and considering the company's fellow group undertaking, Pandagreen Limited, has confirmed that it will continue to provide financial support for the foreseeable future sufficient to enable the company to continue to trade and meet its liabilities as and when they fall due. For this reason, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

2 Accounting policies *(continued)*

(c) Property, plant and equipment

(i) Owned assets
Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see accounting policy g). Cost includes those costs, including employee and other costs that are directly attributable to bringing assets into working condition for their intended use. The cost of self-constructed assets and acquired assets includes, where relevant, (i) the initial estimate at the time of installation of the assets of dismantling and removing the items and of restoring the site on which they are located and (ii) changes in the measurement of existing liabilities recognised for those costs during the period of use resulting from changes in the timing or outflow of resources required to settle the obligation or from changes in the discount rate.

Costs in relation to assets in development and construction are capitalised, where, in the opinion of the directors, the related project will be successfully developed and the economic benefits arising from future operations will at least equal the amount of capitalised expenditure incurred to date. Costs capitalised to assets in development relate to costs incurred in bringing a project to the consent stage. Costs associated with reaching the consent stage include planning application costs and environmental impact studies. Depreciation commences when the asset is substantially complete and ready for its intended use. Full provision is made for any impairment in the value of the asset.

Financing costs which are directly attributable to the construction of property, plant and equipment are capitalised as part of the cost of those assets. The commencement of capitalisation begins when both finance costs and expenditures for the asset are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to get the asset ready for use are complete.

When parts of an item of property, plant and equipment have different useful lives, those components are accounted for as separate items of property, plant and equipment.

(ii) Leased assets
Leases under the terms of which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired by way of finance lease are stated at an amount equal to the lower of its fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation (see below) and impairment losses (see accounting policy g). The capital element of finance lease obligation payments is recorded as a liability, while the interest element is charged to the profit and loss account over the period of the lease to produce a constant rate of charge on the balance of capital repayments outstanding.

(iii) Subsequent expenditure
The company recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the replaced item can be measured reliably for its derecognition. All other costs are recognised in the profit and loss account as an expense as incurred.

2 Accounting policies *(continued)*

(c) Property, plant and equipment *(continued)*

(iv) Depreciation
Depreciation is provided on all tangible assets, at rates calculated to write off the cost, less estimated residual value.

Costs in relation to assets in development and construction are deferred, where, in the opinion of the directors, the related project will be successfully developed and the economic benefits arising from the future operations will at least equal the amount of deferred expenditure incurred to date. Full provision is made for any impairment in the value of the asset.

All other assets are depreciated on a straight line basis over their expected useful lives at the following annual rates:

Plant and equipment	3 to 15 years
Motor Vehicles	4 years
In vessel composting facilities	Straight line basis over the term of the contract (or 20 years if shorter) from the date the plant becomes fully operational

The residual value, if significant and remaining useful lives are reassessed annually.

(d) Financial assets

Financial assets other than derivatives are divided into the following categories:

- loans and debtors
- cash and cash equivalents

Under IFRS 9, the Company uses an allowance matrix to measure Expected Credit Loss (ECL) of trade debtors from customers. Loss rates are calculated using a roll rate method based on the probability of a debtor progressing through successive chains of non-payment to write-off. The rates are calculated at a business unit level which reflects the risks associated with geographic region, age mix of customer relationship and type of product purchased.

Trade and other debtors are initially recorded at fair value and, at subsequent reporting dates, at amortised cost. For trade debtors, the Company applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance.

(e) Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss account or other financial liabilities. Financial liabilities at fair value through profit or loss account are initially measured at fair value and subsequently stated at fair value, with any resultant gain or loss recognised in profit or loss account. The net gain or loss recognised in profit or loss account incorporates any interest paid on the financial liability.

Other financial liabilities (including trade creditors) are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest rate method. When determining the fair value of financial liabilities, the expected future cash flows are discounted using an appropriate interest rate.

A financial liability is derecognised only when the obligation is extinguished, that is, when the obligation is discharged, cancelled or expired.

2 Accounting policies *(continued)*

(f) *Cash and cash equivalents*

Cash and cash equivalents principally comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

(g) Impairment

The carrying amounts of the company's assets, other than deferred tax assets (see accounting policy j), are reviewed at each reporting date to determine whether there is any indication of impairment. Non-depreciable assets are assessed annually for impairment. In assessing an asset for impairment, the recoverable amount of the asset or its cash generating unit is estimated. An impairment loss is recognised when the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account.

(i) Calculation of recoverable amount
The recoverable amount of assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

(h) Provisions

Provisions by their nature are liabilities with an uncertain timing or amount. Estimates are made in relation to the future cash outflows likely to arise in connection with obligations existing at the reporting date.

(i) Leases

For contracts entered into on or after 31 December 2017, the company assesses at inception whether the contract is, or contains, a lease. A lease exists if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The company assessment includes whether:

- the contract involves the use of an identified asset;
- the company has the right to obtain substantially all of the economic benefits from the use of the asset throughout the contract period; and
- the company has the right to direct the use of the asset.

The company as a lessee
At the commencement of a lease, the company recognises a right-of-use asset along with a corresponding lease liability. The lease liability is initially measured at the present value of the remaining lease payments, discounted using the company's incremental borrowing rate.

The lease term comprises the non-cancellable period of the contract, together with periods covered by an option to extend the lease where the company is reasonably certain to exercise that option based on operational needs and contractual terms. Subsequently, the lease liability is measured at amortised cost by increasing the carrying amount to reflect interest on the lease liability, and reducing it by the lease payments made. The lease liability is re-measured when the company changes its assessment of whether it will exercise an extension or termination option.

Right-of-use assets are initially measured at cost, comprising the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, estimated asset retirement obligations, lease incentives received and initial direct costs. Subsequently, right-of-use assets are measured at cost, less any accumulated depreciation and any accumulated impairment losses, and are adjusted for certain re-measurements of the lease liability. Depreciation is calculated on a straight-line basis over the length of the lease.

2 Accounting policies *(continued)*

(i) Leases *(continued)*

The company has elected to apply exemptions for short-term leases and leases for which the underlying asset is of low value. For these leases, payments are charged to the profit and loss account on a straight-line basis over the term of the relevant lease. Right-of-use assets are presented within non-current assets on the face of the balance sheet, and lease liabilities are shown separately within creditors disclosure note depending on the length of the lease term.

(j) Income tax

Income tax in the profit and loss account represents the sum of current income tax and deferred tax not recognised in other comprehensive income or directly in equity.

Current tax
Current income tax represents the expected tax payable or recoverable on the taxable profit for the year using tax rates and laws that have been enacted, or substantively enacted, at the reporting date and taking into account any adjustments arising from prior periods.

Liabilities for uncertain tax positions are recognised based on the directors' best probability weighted estimate of the probable outflow of economic resources that will be required to settle the liability.

Deferred tax
Deferred tax is recognised on all temporary differences at the reporting date. Temporary differences are defined as the difference between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets and liabilities are not subject to discounting and are measured at the tax rates that are expected to apply in the period in which the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences (i.e. differences that will result in taxable amounts in future periods when the carrying amount of the asset or liability is recovered or settled).

Deferred tax assets are recognised in respect of all deductible temporary differences (i.e. differences that give rise to amounts which are deductible in determining taxable profits in future periods when the carrying amount of the asset or liability is recovered or settled), carry-forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which to offset these items.

The carrying amounts of deferred tax assets are subject to review at each reporting date and reduced to the extent that future taxable profits are considered to be inadequate to allow all or part of any deferred tax asset to be utilised. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the profit and loss account, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

(k) Finance expense

Finance expense comprises interest payable on borrowings calculated using the effective interest rate method and the interest element of the finance lease is charged to the profit and loss account over the period of the lease.

2 Accounting policies *(continued)*

(l) Foreign currency

Transactions in foreign currencies are translated to the functional currency at the foreign exchange rate ruling at the date of the transaction. Non-monetary assets that are carried at historical cost are not subsequently re-translated. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the company's functional currency at the foreign exchange rate ruling at that date. The functional currency of the company is the Sterling. Foreign exchange differences arising on translations are recognised in the profit and loss account.

(m) Dividends

Dividends are recognised as a liability in the year in which they are declared and approved by those with authority to do so or, in the case of the interim dividend, when it has been approved by the Board of Directors and paid.

(n) Revenue

Revenue represents the fair value of goods and services delivered to customers in the normal course of business, net of trade discounts and VAT. Services are deemed to have been delivered when, and to the extent that, the company has met its obligations under its service contracts. Revenue is recognised on acceptance of the waste materials, which is generally on delivery of waste to the site.

IFRS 15 establishes a five-step model for reporting the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. IFRS 15 specifies how and when revenue should be recognised as well as requiring enhanced disclosures.

The company has adopted IFRS 15 from 31 December 2017, using the modified retrospective approach. The company used the five-step model to develop an impact assessment framework to assess the impact of IFRS 15 on the Company's revenue transactions. The results of our IFRS 15 assessment framework and contract reviews indicated that the impact of applying IFRS 15 on our financial statements was not material for the company and there was no adjustment to retained earnings or material impact on the timing of revenue recognition on application of the new rules at 31 December 2017.

(o) Cost of sales

Cost of sales includes those costs directly attributable to the company's revenue streams including those direct costs associated with the company's composting, recycling and waste treatment services.

(p) Exceptional items

With respect to exceptional items, the company has applied a profit and loss account format which seeks to highlight significant items within company results for the year. Such items may include acquisition costs, restructuring costs and other integration costs. The company exercises judgement in assessing the particular items which, by virtue of their scale and nature, should be disclosed in the profit and loss account and related notes as exceptional items. The company believes that such a presentation provides a more helpful analysis as it highlights material items of a non-recurring nature.

(q) Share based payment arrangements

Cash settled share based payments
The fair value of an amount payable to employees in respect of cash settled share based payments is recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the shares. Any changes in the liability are recognised in the Profit and Loss account.

3 Judgements in applying accounting policies and key sources of estimation uncertainty

In the opinion of the directors, there are no significant sources of estimation uncertainty at the balance sheet date that may cause adjustment to the carrying amounts of assets or liabilities within the next financial year.

4 Turnover

The whole of turnover is attributable to the principal activity of the company. All turnover has arisen within the UK.

5 Statutory and other information

	2020 £	2019 £
Amortisation of intangible fixed assets	**947,176**	-
Depreciation of tangible fixed assets	**3,025,721**	1,956,156
Depreciation of right of use assets	**267,220**	373,126
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	**17,000**	15,000

6 Employee benefits and transactions with directors

	2020 £	2019 £
Staff costs comprise:		
Wages and salaries	**9,970,000**	5,498,727
Social security costs	**1,024,900**	503,552
Pension costs	**264,000**	143,756
Cash settled share based payments (Note 8)	**342,919**	-
Other compensation costs	**42,259**	274,456
	11,644,078	6,420,491

The average number of persons employed by the company during the year, analysed by category, was as follows:

	2020 Number	2019 Number
Operations	**321**	186
Administration and marketing	**20**	14
	341	200

Directors' remuneration has been borne by a fellow group undertaking in both the current and preceding financial year.

7 Other income

The Company received funds of £733,079 during the financial year for furloughed employees under the Government Coronavirus Job Retention Scheme *(2019: £Nil)*.

8 Exceptional items

	2020 £	2019 £
Acquisition costs (note i)	-	648,808
Restructuring and other integration costs (note ii)	**342,868**	-
Cost & remeasurement of management incentive plan (note iii)	**342,919**	-
	685,787	648,808

(i) These costs relate to acquisition costs incurred in acquiring the trade and assets of Mid UK Recycling Limited (see note 26).
(ii) These costs relate to re-organisation and integration of the businesses.
(iii) These costs relate to current year expense based on the fair value of the management incentive plan.

9 Interest payable and similar charges

	2020 £	2019 £
Finance leases and hire purchase contracts	**73,494**	51,268
Right of use lease interest	**79,721**	56,991
Other finance costs	**25,357**	24,426
	178,572	132,685

10 Taxation

	2020 £	2019 £
Current tax		
Group relief receivable	-	(347,077)
Adjustments in respect of prior periods	**116,167**	(100,696)
Total current tax	**116,167**	(447,773)
Deferred tax		
Origination and reversal of temporary differences	**(736,097)**	-
Adjustments in respect of prior periods	**(1,098,963)**	-
Effect of tax rate change on opening balance	**(62,858)**	-
Total deferred tax	**(1,897,918)**	-
Tax on loss	**(1,781,751)**	(447,773)

10 Taxation *(continued)*

	2020 £	2019 £
Reconciliation of effective tax charge		
Loss before taxation	**(1,157,135)**	(422,003)
Tax using the UK corporation tax rate of 19% *(30 December 2019: 19%)*	**(219,856)**	(80,181)
Effects of:		
Expenses not deductible for tax purposes	**249,711**	122,250
Fixed asset differences	**152,886**	11,250
Other tax adjustments, reliefs and transfers	**-**	(12,350)
Adjustments in respect of prior periods – current tax	**116,167**	(100,696)
Adjustments in respect of prior periods – deferred tax	**(1,098,963)**	-
Adjust opening deferred tax to average rate of 19%	**-**	(323,200)
Adjust closing deferred tax to average rate of 19%	**-**	282,353
Remeasurement of deferred tax for changes in tax rates	**(102,909)**	-
Deferred tax not recognised	**(342,091)**	(347,199)
Deferred tax charged to goodwill	**(536,696)**	-
Tax on loss	**(1,781,751)**	(447,773)

The total tax charge in future periods will be affected by any changes to the UK corporation tax rates. Following the 2020 UK budget, the main rate of UK corporation tax will remain at 19% for 2020 and 2021. The methodology used to determine the recognition and measurement of uncertain tax positions is set out in note 2 'Statement of accounting policies'.

11 Intangible fixed assets

	Goodwill £	Customer Lists £	Total £
Cost			
At 31 December 2019	5,044,570	-	5,044,570
Adjustment (See note 26)	(829,899)	3,157,252	2,327,353
At 30 December 2020	**4,214,671**	**3,157,252**	**7,371,923**
Amortisation			
At 31 December 2019	-	-	-
Amortisation charge for the year	-	947,176	947,176
At 30 December 2020	**-**	**947,176**	**947,176**
Net book value			
At 30 December 2020	**4,214,671**	**2,210,076**	**6,424,747**
At 30 December 2019	5,044,570	-	5,044,570

12 Tangible fixed assets

	Land	Plant & Equipment	In vessel composting facilities	Motor Vehicles	Total
	£	£	£	£	£
Cost					
At 31 December 2019	5,922,483	9,092,735	32,824,538	4,495,856	52,335,612
Additions	-	4,695,633	22,424	302,400	5,020,457
Transfers	-	932,570	(932,570)	-	-
Disposals	-	(906,225)	-	(136,700)	(1,042,925)
At 30 December 2020	**5,922,483**	**13,814,713**	**31,914,392**	**4,661,556**	**56,313,144**
Depreciation					
At 31 December 2019	-	2,767,457	25,308,908	655,572	28,731,937
Depreciation charge for the year	-	1,440,040	458,378	1,127,303	3,025,721
Depreciation on disposals	-	(170,915)	-	(37,679)	(208,594)
At 30 December 2020	**-**	**4,036,582**	**25,767,286**	**1,745,196**	**31,549,064**
Net book value					
At 30 December 2020	**5,922,483**	**9,778,131**	**6,147,106**	**2,916,360**	**24,764,080**
At 30 December 2019	5,922,483	6,325,278	7,515,630	3,840,284	23,603,675

The net book value of assets held under finance leases is £2,543,507 at 30 December 2020 *(30 December 2019: £3,035,772)*. The directors do not consider the remaining useful lives of property, plant and equipment to be materially different from the periods over which the assets are being depreciated. The depreciation charge is recognised within administrative expenses in the profit and loss account.

13 Right of use assets

	Property £	Plant and Machinery £	Total £
Cost			
At 31 December 2019	2,646,702	947,453	3,594,155
Terminations	-	(947,453)	(947,453)
At 30 December 2020	**2,646,702**	**-**	**2,646,702**
Depreciation			
At 31 December 2019	88,223	540,355	628,578
Depreciation charge for the year	176,447	90,773	267,220
Terminations	-	(631,128)	(631,128)
At 30 December 2020	**264,670**	**-**	**264,670**
Net book value			
At 30 December 2020	**2,382,032**	**-**	**2,382,032**
At 30 December 2019	2,558,479	407,098	2,965,577

14 Deferred tax

	2020 £	2019 £
At beginning of the financial year	**(384,708)**	534,292
Acquired during the financial year – accelerated capital allowances	**-**	(919,000)
Deferred tax charged to profit and loss account	**1,897,918**	-
Deferred tax transfer arising on 2019 acquisitions	**(1,136,574)**	-
At end of the financial year	**376,636**	(384,708)

15 Stock

	2020 £	2019 £
Stock of fuel	**48,567**	102,310

16 Debtors

	2020	2019
	£	£
Trade debtors	**4,920,954**	6,528,148
Prepayments	**1,618,914**	1,778,594
Accrued income	**39,008**	-
Amounts due from group undertakings	**50,807**	2,039,822
Due within one year	**6,629,683**	10,346,564

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

17 Cash and cash equivalents

	2020	2019
	£	£
Cash and cash equivalents	**944,419**	1,107,712

18 Creditors: amounts falling due within one year

	2020	2019
	£	£
Trade creditors	**3,447,047**	4,955,119
Accruals	**5,379,826**	7,468,422
Taxation and social security	**1,962,525**	277,750
Deferred acquisition consideration	**-**	1,000,000
Amounts owed to group undertakings	**24,790,469**	22,378,639
HP lease liabilities	**1,100,617**	1,653,848
Right of use lease liabilities	**147,626**	341,107
Due within one year	**36,828,110**	38,074,885

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

19 Creditors: amounts falling due after more than one year

	2020	2019
	£	£
HP lease liabilities	**852,418**	1,077,562
Right of use lease liabilities	**2,285,340**	2,653,573
	3,137,758	3,731,135

20 Interest bearing loans and borrowings

	2020	2019
	£	£
Amounts falling due within one year		
Right of use lease liabilities	**147,626**	341,107
HP lease liabilities	**1,100,617**	1,653,848
	1,248,243	1,994,955
Amounts falling due after more than one year		
Right of use lease liabilities	**2,285,340**	2,653,573
HP lease liabilities	**852,418**	1,077,562
	3,137,758	3,731,135

The incremental borrowing rates used for the right of use leases are 3% - 4%

21 Financial instruments

The company's financial instruments may be analysed as follows:

	2020	2019
	£	£
Financial assets that are debt instruments measured at amortised cost	**7,574,102**	11,454,276
Financial liabilities measured at amortised cost	**(37,660,423)**	(35,802,180)
	(30,086,321)	(24,347,904)

Financial assets measured at amortised cost comprise cash at bank and in hand, trade debtors and other debtors, prepayments and accrued income and amounts due from group undertakings.

Financial liabilities measured at amortised cost comprise trade and other creditors, accruals and deferred income, deferred acquisition consideration, right of use lease liabilities, finance lease liabilities and amounts owed to group undertakings.

22 Called up share capital

	2020	2019
	£	£
Allotted, called up and fully paid		
1 ordinary share of £1 each	**1**	1

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

23 Reserves

Capital contribution reserve
The capital contribution reserve arose as a result of the following:

- On 9 June 2016, DM OpCo Limited ("DM OpCo") acquired the trade and assets of New Earth Solutions Group Limited ("NESG") and New Earth Solutions Facilities Management Limited ("NESFM"). NESG and NESFM had both entered administration on 7 June 2016. Included in the assets acquired by DM OpCo from NESFM were amounts owed from the company totalling £16,124,457. These amounts were considered irrecoverable by DM OpCo at that date and waived in full. As a result of these amounts being waived by DM OpCo, a capital contribution for the same amount was recognised in the financial statements.

- On 13 October 2016, the ordinary share capital of the company's previous ultimate parent, DM TopCo Limited was acquired by Pandagreen Limited ("Pandagreen") a company incorporated in Ireland. As a result of the acquisition the Co-Op bank loan was reassigned to Pandagreen, together with associated security over the company's tangible fixed assets. On 29 November 2016, Pandagreen waived £12,592,061 of the acquired debt, as a capital contribution, reducing loan amounts owed from £14,732,457 to £2,140,397, which was considered to be the fair value of the debt acquired.

- On 28 February 2019, the company entered into a deed of waiver with DM OpCo to formalise the waiver of debt that took place between DM OpCo and the company between 9 June and 31 July 2016. Thereafter, the directors concluded that the DM OpCo waiver and the Pandagreen waiver can be treated as realisable profits and as such can reduce the accumulated losses of the Company. Therefore, £28,716,518 was transferred from the capital contribution reserve and converted to distributable reserves on 28 February 2019.

24 Ultimate parent undertaking and controlling party

The Company is owned by DM HoldCo Limited who are incorporated in the UK. The Company's ultimate holding company is Sretaw 3 Limited, an Irish registered company. At the year end, the Company was ultimately controlled by Eamon Waters (99%) and Robert Waters (1% held in trust).

The smallest group in which the results of the Company are consolidated is that headed by Beauparc Utilities Limited, Panda Waste Management Solutions, Ballymount Road Upper, Dublin 24, Ireland. The largest group in which the results of the Company are consolidated is that headed by Sretaw 3 Limited, an Irish registered company with its registered office at Panda Waste Management Solutions, Ballymount Road Upper, Dublin 24, Ireland. The consolidated financial statements of the group are available to the public and may be obtained from Sretaw 3 Limited, Panda Waste Management Solutions, Ballymount Road Upper, Dublin 24, Ireland.

25 Related party transactions

The company has availed of the exemption outlined in paragraph 8(k) of FRS 101 from disclosing transactions entered into between members of the group, where the company as a party to the transaction is a wholly owned member.

26 Business combinations

On 12 June 2019, the company acquired the trade and assets of Mid UK Recycling Limited ("Mid UK") for a cash consideration of £13m, £1m of which is deferred. This business is engaged in the provision of sustainable waste management and recycling solutions to commercial and municipal customers in Leeds, United Kingdom.

The provisional fair values of the acquired assets and liabilities at acquisition are set out below:

	2019 Fair values £	Adjustments £	Total £
Assets: Non-current			
Intangible assets	-	3,157,252	3,157,252
Property, plant and equipment	19,579,433	-	19,579,433
Right of use assets	2,646,702	-	2,646,702
	22,226,135	3,157,252	25,383,387
Assets: current			
Trade and other receivables	3,556,204	-	3,556,204
Total current assets	3,556,204	-	3,556,204
Total assets	25,782,339	3,157,252	28,939,591
Liabilities: Non-current			
Interest bearing loans and borrowings	(5,027,000)	-	(5,027,000)
Deferred tax	(919,000)	(1,136,574)	(2,055,574)
Total non-current liabilities	(5,946,000)	(1,136,574)	(7,082,574)
Liabilities: current			
Interest bearing loans and borrowings	(1,410,032)	-	(1,410,032)
Trade and other payables	(10,470,877)	(1,190,779)	(11,661,656)
Total current liabilities	(11,880,909)	(1,190,779)	(13,071,688)
Total liabilities	(17,826,909)	(2,327,353)	(20,154,262)
Total identifiable net assets	7,955,430	-	8,785,329
Goodwill	5,044,570	(829,899)	4,214,671
Total consideration	13,000,000	-	13,000,000
Satisfied by			
Cash net of cash acquired – initial consideration	12,000,000	-	12,000,000
Deferred consideration	1,000,000	-	1,000,000
	13,000,000	-	13,000,000

26 Business combinations *(continued)*

These adjustments reflect the finalisation of the provisional fair values of intangibles, liabilities and deferred tax on the acquisition of the trade and assets of Mid UK in 2019. The adjustments have been made in line with the adjustments made in the consolidated financial statements of the Group.

27 Post balance sheet events

Subsequent to year end, the Company's ultimate owners agreed a deal to dispose of its entire shareholding in Beauparc Utilities Holdings Limited which includes the shareholding of the Company subject to regulatory approval which was received and finalised on 24 August 2021. There were no other significant events since the balance sheet date.

28 Capital commitments and contingencies

The company had no material capital commitments or contingent liabilities at 30 December 2020 *(30 December 2019: £Nil).*

29 Share based payment arrangements

At 30 December 2020, the Group had the following share-based payment arrangements.

Management Incentive Plan

On 29 March 2019, a management incentive plan ("MIP") was established that awarded key management beneficial entitlement to a certain number of shares in Beauparc Utilities Holdings Limited. 9,819 shares were awarded during the comparative financial year out of a total number of shares in the MIP of 10,000. During the current financial year 432 shares were issued and 534 shares were cancelled.
These shares will be entitled to receive 8% of the cash proceeds of an exit in excess of an internal rate of return of 10% earned by the other classes of shareholders. This exit is expected to happen within a period of five years from 29 March 2019. In the current year, the cost of the management incentive plan has been recharged from Beauparc Utilities Holdings Limited to the relevant subsidiaries that employ the key management. See note 8 for details of costs charged to the company from Beauparc Utilities Holdings Limited in the current year.

Measurement of fair values

The fair value of the MIP has been measured using the Black-Scholes method. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

The inputs used in the measurement of the fair values at grant date and measurement date of the MIP were as follows:

	Grant date 29 March 2019	Measurement date 30 December 2020
Fair value	€1,800,000	€7,300,000
Expected volatility (weighted average)	28%	35%
Expected life	5 years	3.25 years
Risk-free interest rate (based on government bonds)	0%	0%

Expected volatility has been based on observed volatility rates of guideline publicly quoted companies in the waste management industry. The expected life is as outlined in the terms of the MIP, which is expected to happen within a period of five years from 29 March 2019.

Expense recognised in the Profit and Loss account.

Details of the related employee benefit expenses are contained in note 6 to these financial statements.