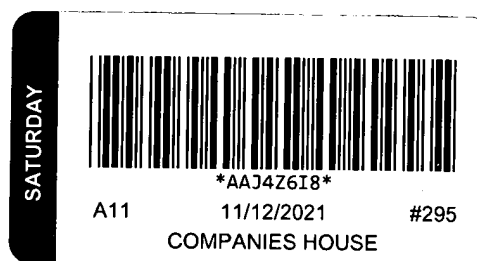


**Mitie Security (Knightsbridge) Limited**  
**(formerly Interserve Security (Knightsbridge) Limited)**

Annual report and financial statements

Registered number 02923588

4 month period ended 31 March 2021



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## **Company information**

### **Directors**

P J G Dickinson

J M Williams

### **Secretary**

Mitie Company Secretarial Services Limited

### **Registered office**

Level 12

The Shard

32 London Bridge Street

London

SE1 9SG

### **Auditor**

Grant Thornton UK LLP

Statutory Auditor

1<sup>st</sup> Floor

One Valpy

20 Valpy Street

Reading

RG1 1AR

## Directors' report

The Directors present the annual report and audited financial statements of Mitie Security (Knightsbridge) Limited, formerly Interserve Security (Knightsbridge) Limited, (the "Company"), for the 4-month period ended 31 March 2021.

The Company is an indirect subsidiary of Mitie Group plc. Mitie Group plc, together with its subsidiaries, comprise the "Group". The Group acquired the Company on 30 November 2020.

### Strategic report

The Directors have taken advantage of the exemption provided by section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 from preparing a strategic report.

### Review of the business

The principal activity of the Company is the provision of manned guarding security services to office buildings. There have not been any significant changes in the Company's principal activities in the period under review.

The Company changed its accounting reference date from 30 November to 31 March. Consequently, the results for the period ended 31 March 2021 and the balance sheet at that date constitute a shortened accounting period of 4 months. The previous accounting period was for the 11 months from 1 January 2020 to 30 November 2020.

As shown in the Company's income statement on page 9, the Company's revenue for the 4-month period was £1,841,000 (11 months ended 30 November 2020: £5,772,000) and the profit for the period was £47,000 (11 months ended 30 November 2020: £162,000).

Revenue was lower on a pro-rata basis in the 4 months to 31 March 2021, with a few medium sized contracts lost but all the largest contracts were maintained. Gross profit fell from 7.1% to 6.1% due to higher net control centre costs.

Financial performance is assessed through the key measures of revenue and profit for the period, as per the income statement. The Group is dedicated to delivering sustainable shareholder value by working in partnership with its clients.

For the 4 months ended 31 March 2021, £2,000 (11 months ended 30 November 2020: £72,000) was received representing UK Government grants under the Coronavirus Job Retention Scheme. Refer to Note 3.

On 13 May 2020, Interserve Group Limited ("IGL") announced that it was subject to a cyber-attack which affected elements of IGL's IT systems (including enterprise resource planning and human resource systems), including elements related to Interserve. Once the cyber-attack was discovered, IGL commenced work with the National Cyber Security Centre and strategic response team to investigate, contain and remedy the situation. Refer to Note 15 for further details of this and the indemnity protection provided by How Group Limited, a subsidiary of IGL.

### Going concern

The Company's business activities have been described above, and the factors likely to affect its future development and position have been set out below. The financial statements have been prepared on a going concern basis. See Note 1c.

### Directors

The Directors who held office during the period and up to the date of signing the financial statements were:

Director	Date of resignation
P J G Dickinson	
J P Flanagan	31 January 2021
S C Kirkpatrick	27 August 2021
J M Williams	

### Directors' indemnity

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of certain of the Directors listed above in respect of liabilities incurred as a result of their office to the extent permitted by law.

### Dividends

No dividend was declared or paid in the period (11 months ended 30 November 2020: £nil).

## **Directors' report** *(continued)*

### **COVID-19 and current trading**

In line with the Group approach, the Company established three overriding priorities to guide its response to the COVID-19 crisis: protecting the health and safety of colleagues, customers, other business partners and the communities that it serves; ensuring that its business is able to continue to operate with minimal disruption; and to deliver the essential services it provides to its customers.

We liaised closely with our customers to design a specific approach to each customer site. In some circumstances, our services continued almost uninterrupted, due to being able to adhere to social distancing requirements, and using the appropriate PPE. Where our colleagues were still working on site, we continued to charge for our services, sometimes with appropriate adjustments. In the event that our contracted services could not be delivered we agreed to furlough our employees, in line with the government furlough scheme, to mitigate the cost to our customers, and mitigate the impact to our employees' pay.

### **Financial risk management**

The Company does not enter into any hedging instruments, or any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The Company's requirement for additional funding is managed as part of the overall Group financing arrangements.

### **Future developments**

The Directors expect the general level of activity to remain consistent in the forthcoming year.

### **Post balance sheet events**

There have been no significant events since the balance sheet date.

### **Disclosure of information to auditor**

Each Director in office at the date of approval of these financial statements confirms that:

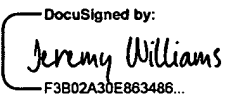
- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that ought to have been taken as a director to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with Section 418 of the Companies Act 2006.

### **Auditor**

The auditor for the year commencing 1 April 2021 will be appointed pursuant to Sections 485 and 487 of the Companies Act 2006.

On behalf of the Board

DocuSigned by:  
  
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**J M Williams**  
*Director*

Level 12  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

9 December 2021

## **Statement of Directors' responsibilities in respect of the Annual report and financial statements**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including 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 period. 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; 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 are also responsible for prevention and detection of fraud and other irregularities.

## Independent auditor's report to the members of Mitie Security (Knightsbridge) Limited

### Opinion

We have audited the financial statements of Mitie Security (Knightsbridge) Limited (the "company") for the period from 1 December 2020 to 31 March 2021, which comprise the Income statement, the Balance sheet, the Statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the 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

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and COVID-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

### Other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

## **Independent auditor's report to the members of Mitie Security (Knightsbridge) Limited** *(continued)*

### **Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

### **Responsibilities of directors for the financial statements**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

#### *How we obtained an understanding of the legal and regulatory framework*

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and industry in which it operates through our commercial and sector experience; making enquiries of management including the company's legal counsel, Commercial Directors responsible for legal and contractual compliance procedures and those charged with governance; and inspection of the company's legal correspondence. We corroborated our enquiries through our review of board minutes; other relevant correspondence received from legal advisors, regulatory bodies and customers; and discussed relevant matters directly with the company's external legal advisors.

#### *Which laws and regulations we identified as being significant in the context of the company*

- Through the understanding that we obtained, we determined the most significant legal and regulatory frameworks which are directly relevant to specific assertions in the financial statements are those related to the reporting frameworks including United Kingdom Accounting Standards including Financial Reporting Standard 101 *Reduced Disclosure Framework*; the Companies Act 2006; Contract Law; GDPR requirements; and the relevant taxation legislation.



## **Independent auditor's report to the members of Mitie Security (Knightsbridge) Limited** *(continued)*

*How we assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur*

- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by considering management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risks were in relation to the estimation and judgemental areas with a risk of fraud including potential management bias, of recognition of revenue; the completeness of contract accruals and associated contract costs; the completeness and accuracy of contract related provisions and other legal claims; and through management override of controls.
- Our audit procedures included:
  - Making enquiries of management concerning the company's policies and procedures relating to the identification, evaluation and compliance with laws and regulations; the detection and response to the risks of fraud; and the establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations. We also enquired with management and those charged with governance whether they were aware of any instances of non-compliance with laws and regulations, or whether they had any knowledge of actual, suspected, or alleged fraud. We were informed of the cyber breach disclosed in the Directors' report of the financial statements which may have resulted in non-compliance with GDPR regulation during the prior period.
  - Gaining an understanding of the controls that management has in place to prevent and detect fraud;
  - Challenging significant accounting assumptions, estimates and judgements made by management, including those relevant to the areas with a risk of fraud, including potential management bias, of revenue recognition; the completeness of contract accruals and associated contract costs; the completeness and accuracy of contract related provisions and other legal claims;
  - Using data interrogation software and our understanding of the company to identify and test large or unusual journal entries which may indicate a higher risk of fraud;
  - Gaining an understanding of and testing significant identified related party transactions;
  - Assessing the extent of compliance with the relevant laws and regulations as part of our audit procedures on the related financial statement item; and
  - Performing audit procedures to consider the compliance of disclosures in the financial statements with applicable financial reporting requirements.
- Our audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

*How we assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations*

- Our assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
  - Knowledge of the industry in which the company operates;
  - Understanding of the relevant legal and regulatory frameworks specific to the company including: the provisions of the applicable legislation; the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules; and the applicable statutory provisions.

*Which matters about non-compliance with laws and regulations and fraud were communicated with the audit team*

- Communications within the audit team in respect of potential non-compliance with laws and regulations and fraud included the potential for fraud in relation to the estimation and judgemental areas with a risk of fraud, including potential management bias, of revenue recognition; the completeness of contract accruals and associated contract costs; the completeness and accuracy of contract related provisions and other legal claims; and through management override of controls in the preparation of the financial statements.

## **Independent auditor's report to the members of Mitie Security (Knightsbridge) Limited** *(continued)*

### **Use of our report**

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

DocuSigned by:

Grant Thornton UK LLP

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Paul Holland BSc BFP FCA  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Reading

09 December 2021

*Mitie Security (Knightsbridge) Limited*  
*Annual report and financial statements*  
*31 March 2021*

## Income statement

	<i>Note</i>	<b>4 months ended 31 March 2021 £000</b>	<b>Restated<sup>1</sup> 11 months ended 30 November 2020 £000</b>
<b>Revenue</b>	2	1,841	5,772
Cost of sales		(1,730)	(5,433)
Other income	3	2	72
		<hr/>	<hr/>
<b>Gross profit</b>		113	411
Administrative expenses		(79)	(216)
		<hr/>	<hr/>
<b>Operating profit</b>		34	195
Finance income	7	24	-
		<hr/>	<hr/>
<b>Profit before tax</b>		58	195
Tax	8	(11)	(33)
		<hr/>	<hr/>
<b>Profit for the period</b>		47	162
		<hr/>	<hr/>

**Note:**

1. Wages and salaries within cost of sales for the 11 months ended 30 November 2020 have been restated to exclude UK Government grants received under the Coronavirus Job Retention Scheme, which is now presented on a separate line, Other income, in the income statement. See Note 1c.

The notes on pages 12 to 29 form an integral part of the financial statements.

The results for the period are wholly attributable to the continuing operations of the Company.

There were no items of other comprehensive income recognised during the current or prior periods. Accordingly, no statement of comprehensive income has been prepared.

*Mitie Security (Knightsbridge) Limited*  
*Annual report and financial statements*  
 31 March 2021

## Balance sheet

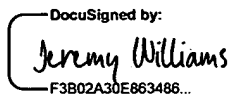
	Note	31 March 2021 £000	Restated <sup>1</sup> 30 November 2020 £000
<b>Non-current assets</b>			
Intangible assets	9	-	3
Deferred tax assets	13	42	41
<b>Total non-current assets</b>		<u>42</u>	<u>44</u>
<b>Current assets</b>			
Trade and other receivables	11	2,553	2,883
Cash and cash equivalents		271	67
<b>Total current assets</b>		<u>2,824</u>	<u>2,950</u>
<b>Current liabilities</b>			
Trade and other payables	12	(1,680)	(1,842)
Deferred income		(32)	(56)
Current tax payable		(290)	(279)
<b>Total current liabilities</b>		<u>(2,002)</u>	<u>(2,177)</u>
<b>Net current assets</b>		<u>822</u>	<u>773</u>
<b>Net assets</b>		<u>864</u>	<u>817</u>
<b>Equity</b>			
Share capital	14	-	-
Retained earnings	14	379	332
Other reserves	14	485	485
<b>Total equity</b>		<u>864</u>	<u>817</u>

Note:

1. Balances as at 30 November 2020 have been re-presented to an alternative format. See Note 1c.

The notes on pages 12 to 29 form an integral part of the financial statements.

The financial statements of Mitie Security (Knightsbridge) Limited, company number 02923588, were approved by the Board of Directors and authorised for issue on 9 December 2021 and were signed on its behalf by:

DocuSigned by:  
  
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**J M Williams**  
 Director

## Statement of changes in equity

	Share capital £000	Retained earnings £000	Other reserves £000	Total equity £000
At 1 January 2020	-	170	485	655
Profit for the period	-	162	-	162
<b>Total comprehensive income</b>	-	162	-	162
<b>At 30 November 2020</b>	-	332	485	817
At 1 December 2020	-	332	485	817
Profit for the period	-	47	-	47
<b>Total comprehensive income</b>	-	47	-	47
<b>At 31 March 2021</b>	-	379	485	864

The notes on pages 12 to 29 form an integral part of the financial statements.

## Notes

### 1 Accounting policies, judgements and estimates

#### a) General information

Mitie Security (Knightsbridge) Limited, formerly Interserve Security (Knightsbridge) Limited, (the "Company") is a private company limited by shares and is incorporated in England and Wales and domiciled in the UK. Details of the Company's activities are set out in the Directors' report.

#### b) Statement of compliance with FRS 101

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 as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

#### c) Basis of preparation

##### Going concern

The financial statements have been prepared on a going concern basis. The Company participates in the Group's centralised treasury arrangements and shares banking arrangements with Mitie Group plc, its ultimate parent, and with fellow subsidiaries (together the "Group"). The Directors have received a letter of support from the directors of Mitie Group plc to confirm provision of adequate financial resources to the Company for a period of not less than twelve months from the date of approval of the Company's statutory financial statements for the period ended 31 March 2021 (the "Going Concern Assessment Period") to ensure that the Company can meet its liabilities as they fall due. The Directors acknowledge that such support could be withdrawn at any time, although as at the date of approving the financial statements they are not aware of any reason why this would occur.

The directors of Mitie Group plc have carried out an assessment on the ability of the Group to continue as a going concern for the period of at least 12 months from the date of approval of the financial statements. This assessment was based on the latest forecasts using the Group's cash flow model (the "Base Case Forecasts"), which has been reviewed by the Board. This includes the ongoing impact of COVID-19 on each of the Group's operations. These Base Case Forecasts indicate that the debt facilities currently in place are adequate to support the Group over the Going Concern Assessment Period.

The Group's principal debt financing arrangements as at 30 September 2021 were a £250m revolving credit facility maturing in December 2022 of which £241.4m was undrawn at 30 September 2021, and £151.5m of US private placement ("USPP") notes (being the repayment amount after taking account of the cross-currency swaps hedging the principal amount), of which £121.5m are due to mature in December 2022. The revolving credit facility was replaced in October 2021 by a new £150m facility maturing in October 2025 (with an option to extend for a further year, subject to lenders' approval), on significantly more favourable terms. The issue of £120.0m of new USPP notes has also been agreed, under a delayed funding arrangement in December 2022, avoiding any overlap with the existing £121.5m of notes that mature in the same month. The new notes are split equally between 8, 10 and 12 year maturities, and will be issued with an average coupon that is significantly below the current coupon. The remaining £30m of USPP notes are due to mature in December 2024, which is outside of the Going Concern Assessment Period. These financing arrangements are subject to certain financial covenants which are tested every six months on a rolling 12-month basis.

The Group currently operates within the terms of its agreements with its lenders, with consolidated net cash (i.e. net cash adjusted for covenant purposes, including the exclusion of lease liabilities) of £120.5m at 30 September 2021. The Base Case Forecasts indicate that the Group will continue to operate within these terms and that the headroom provided by the Group's strong cash position and the debt facilities currently in place is adequate to support the Group over the Going Concern Assessment Period.

The directors of Mitie Group plc have also completed reverse stress tests using the Group cash flow model to assess the point at which the covenants, or facility headroom, would be breached. The sensitivities considered have been chosen after considering the Group's principal risks and uncertainties.

## **Notes** *(continued)*

### **1 Accounting policies, judgements and estimates** *(continued)*

The primary financial risks for the Group related to adverse changes in the economic environment and / or a deterioration in commercial or operational conditions are listed below. These risks have been considered in the context of the potential further impact of COVID-19, taking into account the continued success of the vaccine roll-out, easing of restrictions and improvements in the economy:

- A downturn in revenues: this reflects the risks of not being able to deliver services to existing customers, or contracts being terminated or not renewed;
- A deterioration of gross margin: this reflects the risks of contracts being renegotiated at lower margins, or planned cost savings not being delivered;
- An increase in costs: this reflects the risks of a shortfall in planned overhead cost savings, including the integration synergies identified as a result of the Interserve acquisition not being delivered, or other cost increases such as sustained higher cost inflation; and
- A downturn in cash generation: this reflects the risks of customers delaying payments due to liquidity constraints, the removal of ancillary debt facilities or any substantial one-off settlements related to commercial issues.

As a result of completing this assessment, the directors of Mitie Group plc concluded that the likelihood of the reverse stress scenarios arising was remote. In reaching the conclusion of remote, the directors of Mitie Group plc considered the following:

- The improvement in trading for the Group up to the end of October 2021, compared with the more severe initial adverse impact of COVID-19, in the context of the continued easing of UK lockdown measures and anticipated economic recovery.
- All reverse stress test scenarios would require a very severe deterioration compared to the Base Case Forecasts. Revenue is considered to be the key risk, as this is less within the control of management. Revenue would need to decline by approximately 30% in the year ending 31 March 2022, compared to the Base Case Forecasts, which is considered to be very severe given the high proportion of the Group's revenue that is fixed in nature and the fact that in a COVID-hit year, the Group's revenue excluding Interserve Facilities Management declined by only 1.6% for the year ended 31 March 2021.
- In the event that results started to trend significantly below those included in the Base Case Forecasts, additional mitigation actions have been identified that would be implemented, which are not factored into the reverse stress test scenarios. These include cancellation of discretionary bonuses and reduced discretionary spend, including capital investments.

Based on these assessments, the directors of Mitie Group plc have a reasonable expectation that the Group has adequate resources to continue in operational existence for a period of no less than 12 months from the date of approval of these financial statements.

Based on this assessment, and their enquiries of the directors of Mitie Group plc, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of no less than 12 months from the date of approval of the Company's audited financial statements for the period ended 31 March 2021. Accordingly, the financial statements have been prepared on a going concern basis.

## **Notes** *(continued)*

### **1 Accounting policies, judgements and estimates** *(continued)*

#### **FRS 101 exemptions**

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

- a cash flow statement and related notes;
- comparative period reconciliations for intangible assets, property, plant and equipment, and share capital;
- the statement of compliance with Adopted IFRS;
- the presentation of a third or opening balance sheet as at 1 January 2020;
- certain disclosures required by IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15");
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs;
- disclosures in respect of the compensation of Key Management Personnel; and
- disclosure in respect of related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

As the consolidated financial statements of Mitie Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instruments: Disclosures*.

#### **Accounting standards that are newly effective in the current period**

There are no new and mandatorily effective standards in the period that would have a material impact on the financial statements.

#### **Prior period restatements**

##### *Re-presentation to an alternative format*

The Company has elected to adopt an alternative statutory format prescribed in the Accounting Regulations for the primary financial statements as permitted by FRS 101 and the Accounting Regulations, allowing for a format to be applied that is consistent with that of the consolidated IFRS Mitie Group plc annual report and accounts. The impact of the restatement on the balance sheet as at 30 November 2020 is shown below. This restatement represents: the separate presentation on the face of the balance sheet of deferred tax, current tax and deferred income; the presentation of assets and liabilities on a current and non-current basis; and other various reclassifications. There has been no change in net assets. As there was also no change to the net assets as at 1 January 2020, a similar analysis has not been presented for that date.



## Notes (continued)

### 1 Accounting policies, judgements and estimates (continued)

30 November 2020

	As previously reported £000	Reclassification £000	As restated £000
<b>Non-current assets</b>			
Intangible assets	3	-	3
Deferred tax assets	-	41	41
<b>Current assets</b>			
Trade and other receivables	2,924	(41)	2,883
Cash and cash equivalents	67	-	67
<b>Current liabilities</b>			
Trade and other payables	(2,177)	335	(1,842)
Deferred income	-	(56)	(56)
Current tax payable	-	(279)	(279)
<b>Net assets</b>	<b>817</b>	<b>-</b>	<b>817</b>

#### *Government grants income*

The Company recognised £72,000 of UK Government grants under the Coronavirus Job Retention Scheme during the 11 months ended 30 November 2020. This was offset against the wages and salaries expense for the period. However, under FRS 101 grants related to income should be presented either separately or under a general heading such as 'Other income', and are not to be deducted in reporting the related expense. Wages and salaries within cost of sales for the 11 months ended 30 November 2020 have therefore been restated to exclude £72,000 of UK Government grants received under the Coronavirus Job Retention Scheme, which is now presented on a separate line, Other income, in the income statement.

#### **Measurement convention**

The financial statements are prepared on the historical cost basis.

#### **d) Significant accounting policies**

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### **Revenue recognition policy**

The Company operates contracts with a varying degree of complexity across its service lines, so a range of methods is used for the recognition of revenue based on the principles set out in IFRS 15. Revenue represents income recognised in respect of services provided during the period based on the delivery of performance obligations and an assessment of when control is transferred to the customer.

## Notes (continued)

### 1 Accounting policies, judgements and estimates (continued)

IFRS 15 provides a single, principles based five-step model to be applied to all sales contracts as outlined below. It is based on the transfer of control of goods and services to customers and replaces the separate models for goods, services and construction contracts.

#### *Step 1 - Identify the contract(s) with a customer*

For all contracts with customers, the Company determines if the arrangement creates enforceable rights and obligations. This assessment results in certain Framework arrangements or Master Service Agreements ("MSAs") not meeting the definition of contracts under IFRS 15 unless they specify the minimum quantities to be ordered. Usually the work order and any change orders together with the Framework or MSA will constitute the IFRS 15 contract.

#### *Duration of contract*

The Company frequently enters into contracts with customers which contain extension periods at the end of the initial term, automatic annual renewals, and/or termination for convenience and break clauses that could impact the actual duration of the contract. As the term of the contract impacts the period over which amortisation of contract assets and revenue from performance obligations may be recognised, the Company applies judgement to assess the impact that such clauses have in determining the relevant contract term. In forming this judgement, management considers certain influencing factors including the amount of discount provided, the presence of significant termination penalties in the contract, and the relationship, experience and performance of contract delivery with the customer and/or the wider industry, in understanding the likelihood of extension or termination of the contract.

#### *Contract modifications*

A contract modification takes place when the amendment creates new enforceable rights and obligations or changes the existing price or scope (or both) of the contract, and the modification has been approved. Contract modifications can be approved in writing, by oral agreement, or implied by customary business practices.

If the parties to the contract have not approved a contract modification, revenue is recognised in accordance with the existing contractual terms. If a change in scope has been approved but the corresponding change in price is still being negotiated, the Company estimates the change to the total transaction price.

Contract modifications are accounted for as a separate contract if the contract scope changes due to the addition of distinct goods or services and the change in contract price reflects the standalone selling price of the distinct goods or services. The facts and circumstances of any modification are considered in isolation as these are specific to each contract and may result in different accounting outcomes.

#### *Step 2 - Identify the performance obligations in the contract*

Performance obligations are the contractual promises by the Company to transfer distinct goods or services to a customer. For arrangements with multiple components to be delivered to customers, the Company applies judgement to consider whether those promised goods or services are:

- i. distinct and accounted for as separate performance obligations;
- ii. combined with other promised goods or services until a bundle is identified that is distinct; or
- iii. part of a series of distinct goods or services that are substantially the same and have the same pattern of transfer over time i.e. where the customer is deemed to have simultaneously received and consumed the benefits of the goods or services over the life of the contract, the Company treats the series as a single performance obligation.

#### *Step 3 - Determine the transaction price*

At contract inception, the total transaction price is determined, being the amount to which the Company expects to be entitled and has rights under the contract. This includes the fixed price stated in the contract and an assessment of any variable consideration, up or down, resulting from e.g. discounts, rebates, service penalties. Variable consideration is typically estimated based on the expected value method and is only recognised to the extent it is highly probable that a subsequent change in its estimate would not result in a significant revenue reversal.

#### *Step 4 - Allocate the transaction price to the performance obligations in the contract*

The Company allocates the total transaction price to the identified performance obligations based on their relative stand-alone selling prices. This is predominantly based on an observable price or a cost plus margin arrangement.

## Notes (continued)

### 1 Accounting policies, judgements and estimates (continued)

#### *Step 5 - Recognise revenue when or as the entity satisfies its performance obligations*

For each performance obligation, the Company determines if revenue will be recognised over time or at a point in time. Where revenue is recognised over time, the Company applies the relevant output or input revenue recognition method for measuring progress that depicts the Company's performance in transferring control of the goods or services to the customer.

If performance obligations do not meet the criteria to recognise revenue over time, revenue is recognised at the point in time when control of the goods or services passes to the customer. This may be at the point of physical delivery of goods and acceptance by a customer or when the customer obtains control of an asset or service in a contract with customer-specified acceptance criteria. Sales of goods are recognised when goods are delivered and control has passed to the customer.

#### **Repeat service-based contracts (single and bundled contracts)**

The Company operates a number of single or joint-service line arrangements where repeat services meet the definition of a series of distinct services that are substantially the same. They have the same pattern of transfer of value to the customer as the series constitutes core services provided in distinct time increments (e.g. monthly or quarterly). The Company therefore treats the series of such services as one performance obligation.

#### **Short-term service-based arrangements**

The Company delivers a range of other short-term service based performance obligations and professional services work for which revenue is recognised at the point in time when control of the service has transferred to the customer. This may be at the point when the customer obtains control of the service in a contract with customer-specified acceptance criteria e.g. the delivery of a strategic operating model or report.

#### **Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all conditions attaching to the grant will be complied with. Government grants that compensate the Company for expenses incurred are recognised in the income statement as Other income, over the periods necessary to match the grant with the related costs. Any repayment of grants is charged to the income statement to reverse amounts recognised as Other income, at the point when the Directors have taken the decision to repay the amount to the government and the intention to repay has been communicated to the government.

#### **Other revenue**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

## **Notes** *(continued)*

### **1 Accounting policies, judgements and estimates** *(continued)*

#### **Accrued income and deferred income**

The Company's customer contracts include a diverse range of payment schedules which are often agreed at the inception of long-term contracts under which it receives payments throughout the term of the arrangement. Payments for goods and services transferred at a point in time may be at the delivery date, in arrears or part payment in advance.

Where revenue recognised at the period end date is more than amounts invoiced, the Company recognises accrued income for the difference. Where revenue recognised at the period end date is less than amounts invoiced, the Company recognises deferred income for the difference.

Where price step-downs are required in a contract and output is not decreasing, revenue is deferred from initial periods to subsequent periods in order for revenue to be recognised on a consistent basis.

Providing the option for a customer to obtain extension periods or other services at a significant discount may lead to a separate performance obligation where a material right exists. Where this is the case, the Company allocates part of the transaction price from the original contract to deferred income which is then amortised over the discounted extension period or recognised immediately when the extension right expires.

#### **Foreign currency**

The financial statements are prepared in the functional currency applicable to the business. Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the income statement for the period.

Non-monetary items are measured in terms of historical cost in a foreign currency and are not retranslated.

#### **Taxation**

The tax charge represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based upon tax rates and legislation that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities or when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

## **Notes** *(continued)*

### **1 Accounting policies, judgements and estimates** *(continued)*

#### **Other intangible assets**

Software and development expenditure is capitalised as an intangible asset if the asset created can be identified, if it is probable that the asset created will generate future economic benefits and if the development cost of the asset can be measured reliably.

Following initial recognition, the carrying amount of an intangible asset is its cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets are reviewed for impairment annually, or more frequently when there is an indication that they may be impaired. Amortisation expense is charged to administrative expenses in the income statement on a straight-line basis over its useful life.

#### **Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Depreciation is charged so as to write off the cost less expected residual value of the assets over their estimated useful lives and is calculated on a straight-line basis as follows:

Plant and vehicles	2-10 years
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The Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss.

Recoverable amount is the higher of 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 which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

## **Notes** *(continued)*

### **1 Accounting policies, judgements and estimates** *(continued)*

#### **Financial instruments – classification and measurement**

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument. The Company derecognises financial assets and liabilities only when the contractual rights and obligations are transferred, discharged or expire.

Financial assets comprise cash and cash equivalents, and trade and other receivables. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Cash and cash equivalents include cash in hand, demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. All of the Company's cash flows from customers are solely payments of principal and interest, and do not contain a significant financing component. Financial assets generated from all of the Company's revenue streams are therefore initially measured at their transaction price and are subsequently remeasured at amortised cost.

Financial liabilities comprise trade and other payables. These are measured at initial recognition at fair value and subsequently at amortised cost.

#### **Financial instruments – impairment of financial assets**

The Company recognises a loss allowance for expected credit losses ("ECLs") on all receivable balances from customers subsequently measured at amortised cost, using a lifetime credit loss approach. Under this approach, the Company recognises a loss allowance based on lifetime ECLs at each reporting date. ECLs are calculated on the basis of historic and forward-looking data on default risk which is applied to customers with common risk characteristics such as sector type.

## **Notes** *(continued)*

### **1 Accounting policies, judgements and estimates** *(continued)*

#### **Provisions and contingent liabilities**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where management expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

No provisions are recognised and only a disclosure in the financial statements is made for contingent liabilities. Contingent liabilities are possible obligations dependent on whether some uncertain future event occurs, or where a present obligation exists but payment is not probable, or the amount of payment cannot be measured reliably.

#### **e) Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the financial statements under FRS 101 requires management to make judgements, estimates and assumptions that affect amounts recognised for assets and liabilities at the reporting date and the amounts of revenue and expenses incurred during the reporting period. Actual results may differ from these judgements, estimates and assumptions.

#### **Critical judgements in applying the Company's accounting policies**

The following are the critical judgements, made by management in the process of applying the Company's accounting policies, that have the most significant effect on the amounts recognised in the Company's financial statements.

##### *Revenue recognition*

The Company's revenue recognition policies, which are set out under Revenue recognition in Note 1d), are central to how the Company measures the work it has performed in each financial period.

Due to the size and complexity of the Company's contracts, management is required to form a number of key judgements in the determination of the amount of revenue and profits to record, and related balance sheet items such as accrued income and deferred income to recognise. This includes an assessment of the costs the Company incurs to deliver the contractual commitments and whether such costs should be expensed as incurred or capitalised. These judgements are inherently subjective and may cover future events such as the achievement of contractual performance targets and planned cost savings or discounts.

##### *Recoverability of trade receivables and accrued income*

The Company has material amounts of billed and unbilled work outstanding at 31 March 2021. Receivables are recognised initially at cost (being the same as fair value) and subsequently at amortised cost less any allowance for impairment, to ensure that amounts recognised represent the recoverable amount. The Company recognises a loss allowance for ECLs on all receivable balances from customers using a lifetime credit loss approach and includes specific allowance for impairment where there is evidence that the Company will not be able to collect amounts due from customers, subsequent to initial recognition. Management applies judgement on specific allowances for impairment based on the information available at each reporting date which includes information about past events, current conditions and forecasts of the future economic condition of customers. The judgement on specific allowance for impairments on receivables as at 31 March 2021 has included an assessment of COVID-19 impacts.

##### *Recoverability of amounts owed by Group undertakings*

The Company has material amounts owed by Group undertakings. The judgement as to whether an amount has become irrecoverable is an assessment made by the Directors in the determination of the expected total credit loss recognised under IFRS 9. This assessment takes into consideration Group solvency and access to Group funding by the debtor. The Directors consider the full amount owed to be recoverable under IFRS 9.

## Notes (continued)

### 1 Accounting policies, judgements and estimates (continued)

#### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### Deferred tax assets

The Company has recognised deferred tax assets of £42,000 (30 November 2020: £41,000), refer to Note 13. Management has assessed recovery of these assets with reference to the Company's medium-term forecasts. Recovery of these assets is subject to the generation of taxable profits in future years.

#### Provisions and contingent liabilities

The Company is, from time to time, party to legal proceedings and claims that are in the ordinary course of business. Judgements are required in order to assess whether these legal proceedings and claims are probable and the liability can be reasonably estimated, resulting in a provision or, alternatively, whether the items meet the definition of contingent liabilities.

The Company has disclosed a contingent liability in relation to a cyber incident. On 13 May 2020, IGL announced it was subject to a cyber-attack which affected elements of IGL's IT systems (including enterprise resource planning and human resource systems), including elements related to Interserve. The Information Commissioner's Office (the "ICO") has advised IGL that it considers it likely that IGL or members of the Interserve Group (which could include the Company) are in breach or likely to be in breach of certain articles of the UK GDPR and likely to be subject to regulatory action in respect of the matter which could result in a remedial order or fine. Management cannot predict the results of the ICO investigation and therefore the Company is unable to reliably estimate the amount of any potential fine at the reporting date. It has therefore been disclosed as a contingent liability due to uncertainty regarding the amount of the liability. Further details are included in Note 15.



## Notes (continued)

### 2 Revenue

The Company derives all of its revenue from the provision of services to customers based in the UK.

### 3 Other income

	4 months ended 31 March 2021 £000	Restated <sup>1</sup> 11 months ended 30 November 2020 £000
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Government grants	2	72
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Note:

1. Wages and salaries for the 11 months ended 30 November 2020 (Note 5) have been restated to exclude UK Government grants received under the Coronavirus Job Retention Scheme, which is now presented on a separate line, Other income, in the income statement. See Note 1c.

For the period ended 31 March 2021, £2,000 (11 months ended 30 November 2020: £72,000, as restated) was received, which represents UK Government grants received under the Coronavirus Job Retention Scheme relating to furloughed employees working for the Company.

### 4 Auditor's remuneration

The auditor's remuneration was borne by Mitiefm (Holdings) Limited, formerly Interservefm (Holdings) Ltd, in both the current and previous periods. No recharge (11 months ended 30 November 2020: £nil) was made to the Company.

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Mitie Group plc.

### 5 Staff numbers and costs

During the period an average of 102 (11 months ended 30 November 2020: 117) full time equivalent employees (including Directors) worked for the Company.

The aggregate payroll costs incurred by the Company were as follows:

	4 months ended 31 March 2021 £000	Restated <sup>1,2</sup> 11 months ended 30 November 2020 £000
Wages and salaries	1,458	3,812
Social security costs	120	383
Pension costs	26	83
Termination and redundancy payments	(5)	46
<b>Total</b>	<b>1,599</b>	<b>4,324</b>

Note:

1. Balances for the 11 months ended 30 November 2020 have been restated to exclude UK Government grants received under the Coronavirus Job Retention Scheme, which is now presented on a separate line, Other income, in the income statement. See Note 1c.

2. Balances for the 11 months ended 30 November 2020 have been re-presented to be consistent with current period disclosures.

## Notes (continued)

### 6 Directors' remuneration

The following Directors were also directors or employees of another Group company. They were remunerated by the company shown. It is not practicable to allocate their remuneration between their services as Directors of this Company and as directors or employees of other Group companies.

Director	Remunerated by	Disclosed by
P J G Dickinson	Mitie Limited	Mitie Limited
J P Flanagan	Mitie FM Limited, formerly Interserve (Facilities Management) Ltd	Mitie FM Limited, formerly Interserve (Facilities Management) Ltd
S C Kirkpatrick	Mitie Limited	Mitie Limited
J M Williams	Mitiefm Services Limited, formerly Interservefm Ltd	Mitiefm Services Limited, formerly Interservefm Ltd

### 7 Finance income

	4 months ended 31 March 2021 £000	11 months ended 30 November 2020 £000
Interest receivable and similar income from Group undertakings	24	-
Total	24	-

## Notes (continued)

### 8 Tax

	4 months ended 31 March 2021 £000	11 months ended 30 November <sup>1</sup> 2020 £000
<i>Analysis of charge</i>		
<i>UK corporation tax at 19% (11 months ended 30 November 2020: 19%)</i>		
Current tax on profit for the period	12	35
Adjustments in respect of prior periods	-	3
Total current tax	12	38
<i>Deferred tax (see Note 13)</i>		
Current period	(1)	2
Restatement of opening deferred tax balances	-	(5)
Adjustments in respect of prior periods	-	(2)
Total deferred tax	(1)	(5)
Total tax charge for the period	11	33
<i>Reconciliation of effective tax rate</i>		
Profit before tax	58	195
Tax using the UK corporation tax rate of 19% (11 months ended 30 November 2020: 19%)	11	37
Restatement of opening deferred tax balances	-	(5)
Adjustments in respect of prior periods	-	1
Total tax charge	11	33

Note:

1. Balances for the 11 months ended 30 November 2020 have been re-presented to be consistent with current period disclosures.

The UK corporation tax rate was due to reduce from 19% to 17% from 1 April 2020. This change is no longer occurring and as a consequence a credit of £nil (11 months ended 30 November 2020: £5,000) has been included in the tax charge. Deferred tax assets (Note 13) reflect this change.

The main rate of UK corporation tax will remain at 19% until 1 April 2023 when it will increase to 25%. The increased rate has not been used to calculate the deferred tax assets as it was not substantively enacted at the balance sheet date. When substantively enacted, the increased rate of UK corporation tax is not expected to have a material impact on the Company's deferred tax assets.

## Notes (continued)

### 9 Intangible assets

	Software £000
<b>Cost</b>	
At 1 December 2020	3
Disposal	(3)
	<hr/>
<b>At 31 March 2021</b>	<b>-</b>
	<hr/> <hr/>

Intangible assets related to software under construction.

### 10 Property, plant and equipment

	Plant and vehicles £000
<b>Cost</b>	
At 1 December 2020 <sup>1</sup>	26
	<hr/>
<b>At 31 March 2021</b>	<b>26</b>
	<hr/> <hr/>
<b>Accumulated depreciation</b>	
At 1 December 2020 <sup>1</sup>	26
	<hr/>
<b>At 31 March 2021</b>	<b>26</b>
	<hr/> <hr/>
<b>Net book value</b>	
At 1 December 2020 <sup>1</sup>	-
	<hr/> <hr/>
<b>At 31 March 2021</b>	<b>-</b>
	<hr/> <hr/>

Note:

1. Brought forward balances have been re-presented to an alternative format.

## Notes (continued)

### 11 Trade and other receivables

	31 March 2021 £000	Restated <sup>1</sup> 30 November 2020 £000
Trade receivables	764	830
Amounts owed by Group undertakings	1,529	1,799
Prepayments	35	40
Accrued income	176	194
Other receivables	49	20
	<u>2,553</u>	<u>2,883</u>

Note:

1. Balances as at 30 November 2020 have been re-presented to an alternative format. See Note 1c.

In the opinion of the Directors, the fair value does not materially differ from the carrying value.

Amounts owed by Group undertakings are repayable on demand.

Included within amounts owed by Group undertakings above is £1,300,000 (30 November 2020: £nil) relating to interest bearing loans at 5% per annum (30 November 2020: n/a) and £75,000 (30 November 2020: £1,625,000) relating to interest free loans.

### 12 Trade and other payables

	31 March 2021 £000	Restated <sup>1</sup> 30 November 2020 £000
Trade payables	138	176
Amounts owed to Group undertakings	813	800
Other taxes and social security	70	242
Accruals	575	540
Other payables	84	84
	<u>1,680</u>	<u>1,842</u>

Note:

1. Balances as at 30 November 2020 have been re-presented to an alternative format. See Note 1c.

Amounts owed to Group undertakings are repayable on demand.

## Notes (continued)

### 13 Deferred tax assets

Deferred tax assets are attributable to the following:

#### *Movement in deferred tax during the period*

	1 December 2020 £000	Recognised in income £000	31 March 2021 £000
Property, plant and equipment	41	1	42
	<u>41</u>	<u>1</u>	<u>42</u>

#### *Movement in deferred tax during the prior period*

	1 January 2020 £000	Recognised in income £000	30 November 2020 £000
Property, plant and equipment	36	5	41
	<u>36</u>	<u>5</u>	<u>41</u>

The UK corporation tax rate was due to reduce from 19% to 17% from 1 April 2020. This change is no longer occurring and as a consequence a credit of £nil (11 months ended 30 November 2020: £5,000) has been included in the tax charge.

The Company has £1,195,000 of tax losses (30 November 2020: £1,195,000) upon which no deferred tax has been recognised.

### 14 Equity

#### Share capital authorised and fully paid

	31 March 2021 Number	30 November 2020 Number	31 March 2021 £000	30 November 2020 £000
<b>Ordinary shares</b>				
Ordinary shares at £1	100	100	-	-

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.

#### Retained earnings

This comprises the retained earnings and losses of the Company, less amounts distributed to the Company's shareholder.

#### Other reserves

Other reserves are in relation to EMI options that were granted to certain directors of the Company in 2010. The scheme is no longer active.

## **Notes (continued)**

### **15 Contingent liabilities**

#### **Cyber incident**

13 May 2020, IGL announced that it was subject to a cyber-attack which affected elements of IGL's IT systems (including enterprise resource planning and human resource systems), including elements related to the Company. Once the cyber-attack was discovered, IGL commenced work with the National Cyber Security Centre and strategic response team to investigate, contain and remedy the situation. The attack was reported to the ICO on 5 May 2020. The ICO has advised IGL that it considers it likely that IGL or members of the Interserve Group (which could include the Company) are in breach or likely to be in breach of certain articles of the UK GDPR and that IGL or members of the Interserve Group (which could include the Company) are likely to be subject to regulatory action in respect of the matter which could result in a remedial order or fine. The share purchase agreement entered into for the acquisition of Interserve gives the Group the benefit of indemnity protection provided by How Group Limited, a subsidiary of IGL, for a two-year period from the Interserve acquisition date. This is expected to be sufficient to cover any penalty imposed by the ICO in relation to Interserve entities, however, the results of the ICO investigation cannot be predicted and the Group may be liable to pay a penalty that exceeds the level of indemnity cover of £40 million. Management understands that the ICO investigation is ongoing. However, whilst any fine is likely to be issued within the two-year period covered by the SPA indemnity, the Company is unable to reliably estimate the amount of any potential fine at the reporting date.

#### **Employment claims**

The Company is, from time to time, party to employment disputes, claims, and other potential liabilities which arise in the ordinary course of business. The Directors do not anticipate that any of the current matters will give rise to settlements, either individually or in aggregate, which will have a material adverse effect on the Company's financial position.

### **16 Related parties**

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries within the Group.

### **17 Subsequent events**

There were no material post balance sheet events that require adjustment or disclosure.

### **18 Ultimate parent company and parent company of larger group**

The Company is a subsidiary undertaking of Knightsbridge Guarding Holdings Limited, which is the immediate parent company incorporated in England and Wales. The ultimate controlling party is Mitie Group plc, a company incorporated in Scotland with its registered office at 35 Duchess Road, Rutherglen, Glasgow, G73 1AU. Mitie Group plc is the parent company of the largest and smallest groups into which the accounts of the Company are consolidated. The consolidated financial statements of Mitie Group plc are available to the public and may be obtained from the Company Secretary at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG or from [www.mitie.com](http://www.mitie.com).