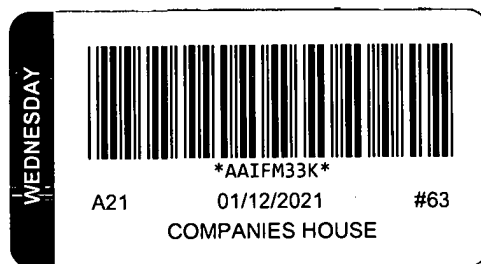


NWF Fuels Holdings Limited
Strategic report and financial statements
for the year ended 31 May 2021

Registered number: 03706449



NWF Fuels Holdings Limited

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NWF Fuels Holdings Limited

Strategic report

for the year ended 31 May 2021

The Directors present their strategic report on the company for the year ended 31 May 2021.

The business model

The principal activity of the company is that of a holding company for the Fuels operations of NWF Group plc (the group). The company's trading subsidiary is NWF Fuels Limited which is the third largest distributor of fuel, oil and fuel cards in the UK, delivering to 117,000 domestic and commercial customers. It is one of the largest authorised distributors of Texaco and Phillips 66 (Jet) and is a major customer of other fuel suppliers including Essar, Total, BP and Esso.

Key performance indicators

The directors of NWF Group plc manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of NWF Fuels Holdings Limited. The development, performance and position of the Fuels division of NWF Group plc, which includes the company, are discussed on pages 7-9 of the group's annual report, which does not form part of this report.

Results and dividends

The profit for the financial year ended 31 May 2021 amounted to £3,500,000 (2020: £4,600,000).

The company received a dividend of £3,500,000 (2020: £4,600,000) during the year from NWF Fuels Limited and a dividend of £3,500,000 (2020: £4,600,000) was paid to NWF Group plc, resulting in unchanged reserves for the year.

Review of the business

As at 31 May 2021, the company had net assets of £56,000 (2020: £56,000).

Future developments & strategy

It is the directors' expectation that NWF Fuels Holdings Limited will remain a non-trading holding company for the foreseeable future.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of NWF Group plc, which include those of the company, are discussed on page 19-21 of the group's annual report which does not form part of this report.

This process is considered to be effective given the size and nature of the risk involved, but will be kept under review in the future should circumstances change.

By order of the Board



S R Andrew

Company secretary

Registered number: 03706449

5 October 2021

NWF Fuels Holdings Limited

Directors' report

for the year ended 31 May 2021

The Directors present their report on the affairs of the company together with the audited financial statements for the year ended 31 May 2021.

Results

The profit for the financial year ended 31 May 2021 amounted to £3,500,000 (2020: £4,600,000).

The company received a dividend of £3,500,000 (2020: £4,600,000) during the year from NWF Fuels Limited and a dividend of £3,500,000 (2020: £4,600,000) was paid to NWF Group plc, resulting in unchanged reserves for the year.

The Directors do not recommend payment of a final dividend.

Directors

The Directors who served during the year and up to the date of signing the financial statements were:

R A Whiting
C J Belsham

Financial risk management

The Directors do not consider that the company is exposed to any significant risks given the nature of its principal activity.

Going concern

The company's ultimate parent, NWF Group plc has an agreement with The NatWest Group for credit facilities totalling £65,000,000. With the exception of the bank overdraft facility of £1,000,000 and the £4,000,000 bank guarantee facility, which are renewed annually, these facilities are committed through to 31 October 2023. As at 31 May 2021 NWF Group had available facilities of £52,300,000 (based on actual invoice discounting availability and overdraft facilities), against which the Group was utilising £5,500,000 (excluding hire purchase obligations).

The company is part of an inter-group cross-guarantee arrangement with the bank under which the company and various other subsidiaries of the Group provide security for each other.

The Board has prepared cash flow forecasts for the period to 31 May 2023. Under this base case scenario, NWF Group plc is expected to continue to have significant headroom relative to the funding available to it and to comply with its banking covenants.

The Board has also considered a severe downside scenario. This downside scenario excludes any mitigating actions that the Board would be able to take to reduce costs. Under this scenario, the Group would still expect to have sufficient headroom in its financing facilities.

Accordingly, the Directors, having made suitable enquiries, and based on financial performance to date and forecasts along with the available banking facilities, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis of accounting in preparing the annual financial statements.

Future developments

Information relating to the future developments of the company has been included within the Strategic Report and is included in this report by cross-reference.

NWF Fuels Holdings Limited

Directors' report

for the year ended 31 May 2021 (continued)

Statement of Directors' responsibilities in respect of the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The Directors are also 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.

Directors' confirmations

In the case of each Director in office at the date the Directors' Report is approved:

- so far as each Director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

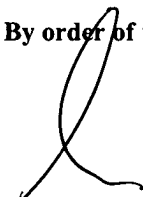
Directors' indemnities

The company has made qualifying third party indemnity provisions for the benefit of the Directors, which were in force during the year and up to the date of this report.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



S R Andrew
Secretary

Registered number: 03706449
5 October 2021

NWF Fuels Holdings Limited

Independent auditors' report to the members of NWF Fuels Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, NWF Fuels Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Strategic report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 31 May 2021; the Statement of comprehensive income and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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.

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

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

NWF Fuels Holdings Limited

Independent auditors' report to the members of NWF Fuels Holdings Limited

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 May 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent journal entries, designed to manipulate the financial performance and/or position of the company. Audit procedures performed by the engagement team included:

- Reviewing minutes of meetings of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation;
- Inquiry with management in respect of potential non-compliance with laws and regulations; and
- Testing of all balances and transactions in the year back to supporting evidence to validate the reasonableness of the transaction.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

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

NWF Fuels Holdings Limited
Independent auditors' report to the members of NWF Fuels Holdings Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Jonathan Studholme

Jonathan Studholme (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
5 October 2021

NWF Fuels Holdings Limited
Statement of comprehensive income
for the year ended 31 May 2021

	2021	2020
	£'000	£'000
Income from shares in group undertakings	3,500	4,600
Profit for the financial year	3,500	4,600
Other comprehensive income:		
Other comprehensive income for the year, net of tax	-	-
Total comprehensive income for the year	3,500	4,600

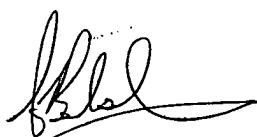
The notes on pages 10 to 14 form part of these financial statements.

NWF Fuels Holdings Limited
Balance sheet
as at 31 May 2021

	Note	2021 £'000	2020 £'000
Fixed assets			
Investments	5	56	56
		56	56
Current assets			
Trade and other receivables	6	4,600	4,600
		4,600	4,600
Current liabilities			
Trade and other payables	7	(4,600)	(4,600)
		(4,600)	(4,600)
Net assets		56	56
Capital and reserves			
Called up share capital	8	1	1
Share premium account		55	55
Total shareholders' funds		56	56

The notes on pages 10 to 14 form part of these financial statements.

The financial statements on pages 7 to 14 were approved by the Board of Directors on 5 October 2021 and were signed on its behalf by:



C J Belsham
Director

Registered number: 03706449 (England & Wales)

NWF Fuels Holdings Limited
Statement of changes in equity
for the year ended 31 May 2021

	Note	Called up share capital £'000	Share premium account £000	Retained earnings £'000	Total shareholders' funds £'000
At 1 June 2019		1	55	-	56
Profit for the financial year		-	-	4,600	4,600
Total comprehensive income for the financial year		-	-	4,600	4,600
Dividends paid	4	-	-	(4,600)	(4,600)
At 31 May 2020		1	55	-	56
Profit for the financial year		-	-	3,500	3,500
Total comprehensive income for the financial year		-	-	3,500	3,500
Dividends paid	4	-	-	(3,500)	(3,500)
At 31 May 2021		1	55	-	56

The notes on pages 10 to 14 form part of these financial statements.

NWF Fuels Holdings Limited

Notes to the financial statements

for the year ended 31 May 2021

1 Accounting policies

General information

NWF Fuels Holdings Limited ("the company") is a holding company for the fuels operations of NWF Group plc (the group). The company is a private company, limited by shares, and is incorporated (Company number 03706449) and domiciled in the UK. The address of its registered office is Wardle, Nantwich, Cheshire CW5 6BP.

Basis of preparation

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 as applicable to companies using FRS 101 and applicable United Kingdom Accounting Standards.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101). Accounting policies have been applied consistently, other than where new policies have been adopted.

The financial statements have been prepared on a historical cost basis and in accordance with the Companies Act 2006 applicable to companies using FRS 101. The financial statements are presented in Sterling and all values are rounded to the nearest thousand (£'000), except when otherwise indicated.

The company has taken advantage of the following disclosure exemptions under FRS 101 as these items are disclosed in the Group financial statements of NWF Group plc, which are publicly available.

- IFRS 7, "Financial Instruments: Disclosures"
- Paragraphs 91 to 99 of IFRS 13, "Fair value measurement" (disclosure of valuation techniques and inputs used for fair value measurement of assets or liabilities),
- Paragraph 38 of IAS 1, "presentation of financial statements" comparative information in respect of:
 - i. Paragraph 79(a)(iv) of IAS 1;
 - ii. Paragraph 73 (e) of IAS 16 Property, plant and equipment;
 - iii. Paragraph 118(e) of IAS 38 Intangible assets
- The following paragraphs of IAS 1, "Presentation of financial statements";
 - i. 10(d) (statement of cash flows)
 - ii. 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
 - iii. 16 (statement of compliance with all IFRS),
 - iv. 38A (requirement for minimum of two primary statements, including cash flow statements),
 - v. 38B-D (additional comparative information),
 - vi. 40A-D (requirement for a third statement of financial position),
 - vii. 111 (cash flow statement information), and
 - viii. 134-136 (capital management disclosures).
- IAS 7, "Statement of cash flows";
- Paragraph 30 and 31 of IAS 8 "Accounting policies, changes in accounting estimates and errors" (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 of IAS 24, "Related party disclosures" (key management compensation);
- The requirements of IAS 24, "Related party disclosures" to disclose related party transactions entered into between two or more members of a group.

NWF Fuels Holdings Limited
Notes to the financial statements
for the year ended 31 May 2021 (continued)

1 Accounting policies (continued)

Basis of preparation (continued)

- Paragraphs 130(f)(ii) (iii), 134(d)-(f) and 135(c)-(e) of IAS 36 Impairment of assets.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

Adoption of new and revised standards

The following new standards, amendments to standards or interpretations are mandatory for the first time for the financial year beginning 1 June 2020.

The company has adopted the following new standards, amendments and interpretations now applicable. None of these standards and interpretations have had any material effect on the company's results or net assets.

Standard or interpretation	Content	Applicable for financial year beginning on
Amendment to IFRS 9	Financial Instruments	1 June 2020
Amendment to IFRS 3	Business Combinations	1 June 2020
Amendment to IFRS 16	Leases	1 June 2020

The following standards, amendments and interpretations are not yet effective and have not been adopted early by the company:

Standard or interpretation	Content	Applicable for financial year beginning on
IFRS 4	Insurance Contracts	1 June 2021

NWF Fuels Holdings Limited

Notes to the financial statements

for the year ended 31 May 2021 (continued)

1 Accounting policies (continued)

Dividends

Interim dividends are recognised when paid and final dividends are booked as a liability when they are approved by the company's shareholders.

Exemption from consolidation

The company is a wholly owned subsidiary of NWF Group plc, whose group financial statements are prepared in accordance with International Financial Reporting Standards, and are publicly available. Accordingly, the company is exempt under section 400 of the Companies Act 2006 from the obligation to prepare group financial statements. These financial statements therefore present information about the company as an individual entity and not about its group.

Investments

Investments in subsidiary undertakings are stated at cost, unless the Directors consider that their value has been impaired in which case they are valued at the lower of their realisable value or value in use.

Critical accounting estimates

The Company makes estimates and assumptions concerning the future. There are no areas involving a higher degree of judgement or complexity and there are no significant judgements or estimates in these financial statements that have a significant effect on the amounts recognised in these financial statements.

Taxation

The income tax expense represents the sum of current and deferred income tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax is based on taxable profits for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profits or losses.

Cash flow statement

In accordance with the exemption allowed by paragraph 8(h) of FRS 101 'Reduced Disclosure Framework', a cash flow statement for the company has not been prepared.

NWF Fuels Holdings Limited
Notes to the financial statements
for the year ended 31 May 2021 (continued)

2 Profit for the financial year

There is no taxation charge for the year (2020: £Nil).

The company's audit fee is borne by its trading subsidiary, NWF Fuels Limited. No non-audit services were incurred by the company (2020: none).

3 Directors' emoluments

During the year the Directors' emoluments incurred by the company were £nil (2020: £Nil).

The Directors R A Whiting and C J Belsham are remunerated by the ultimate parent company and are therefore included in the consolidated financial statements of NWF Group plc.

The Company Secretary, S R Andrew, is also remunerated by the ultimate parent company and is therefore included in the consolidated financial statements of NWF Group plc.

No recharge is made to the company by the ultimate parent company and it is not possible to make an accurate apportionment of the above Directors' remuneration in respect of the company.

4 Dividends paid

	2021	2020
	£'000	£'000
Dividend per share £3,500 per share (2020: £4,600 per share)	3,500	4,600

5 Investments

	2021	2020
	£'000	£'000
Cost and net book value at 31 May	56	56

The company owns 100% of the issued ordinary share capital of NWF Fuels Limited whose principal activity is the distribution of fuel, oil and fuel cards. The company is registered and operates in England and Wales. The registered office for the subsidiary undertaking is Wardle, Nantwich, Cheshire CW5 6BP.

In the Directors' opinion, the value of the investment in the subsidiary undertaking is not less than the amount at which it is stated in these financial statements.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

NWF Fuels Holdings Limited
Notes to the financial statements
for the year ended 31 May 2021 (continued)

6 Trade and other receivables

	2021	2020
	£'000	£'000
Amounts owed by group undertakings	4,600	4,600

The amount above represents a loan due from group undertakings, which is repayable on demand. Interest has been charged on this group loan in the year at 2.0% (31 May 2020: 2.0%) per annum.

7 Trade and other payables

	2021	2020
	£'000	£'000
Amounts owed to group undertakings	4,600	4,600

The amount above represents a loan due to group undertakings, which is repayable on demand. Interest has been charged on this group loan in the year at 2.0% (31 May 2020: 2.0%) per annum.

8 Called up share capital

	2021	2020
	£'000	£'000
1,000 (2020: 1,000) authorised, allotted, called up and fully paid ordinary shares of £1 each	1	1

9 Ultimate parent company and controlling party

The company's ultimate parent company and controlling party is NWF Group plc, a company incorporated in Great Britain and the parent company within the Group which consolidates these financial statements. Copies of the financial statements of NWF Group plc, which is the parent company of the smallest and largest group to consolidate the company, may be obtained from the registered address, NWF Group plc, Wardle, Nantwich, Cheshire CW5 6BP.