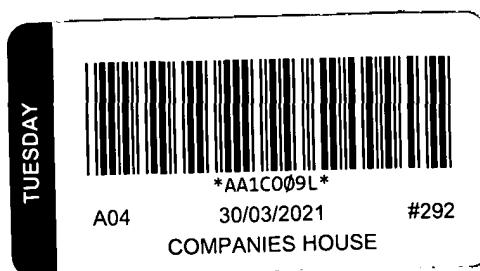


Registered number: 04305487

MARSTON (HOLDINGS) LIMITED

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2020



MARSTON (HOLDINGS) LIMITED

COMPANY INFORMATION

Directors	R J Anderson (appointed 23 March 2020) M S Watson (appointed 5 June 2020) G Hughes (resigned 23 March 2020) R J Shearer (resigned 5 June 2020)
Company secretary	Squire Patton Boggs Secretarial Services
Registered number	04305487
Registered office	Rutland House, 8th Floor 148 Edmund Street Birmingham B3 2JR
Independent auditors	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 4 Hardman Square Spinningfields Manchester M3 3EB
Bankers	Lloyds Bank Plc 10 Gresham Street London EC2V 7AE
Solicitors	Squire Patton Boggs (UK) LLP 6 Wellington Place Leeds LS1 4AP

MARSTON (HOLDINGS) LIMITED

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MARSTON (HOLDINGS) LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 MAY 2020**

Introduction

The directors have complied with s414C of the Companies Act 2006 in preparing this strategic report.

Principal activities

The Group provides an integrated range of transportation services, including:

- transportation consulting;
- transportation technology;
- electric vehicle charging point installations;
- smart meter installations;
- transportation back office processing;
- DVLA services;
- civil parking services;
- road traffic debt recovery;
- airport transportation; and
- motor vehicle recoveries.

It also provides other debt recovery and enforcement services, including:

- criminal fine enforcement;
- council tax recovery;
- civil enforcement;
- field services; and
- other enforcement.

The Group acquired Smartworks and Gasworks during the year. These companies specialise in smart meter installations. The Group also acquired Smart 4U, which specialises in electric vehicle charging point installations.

Business review

The Group's performance was stable during the year:

- turnover decreased slightly, from £297m to £287m;
- operating profit also decreased slightly, from £21.1m to £20.5m;
- the operating profit margin was stable, remaining at 7.1%;
- profit for the year increased from £19.4m to £19.8m;
- cash and cash equivalents decreased slightly, from £26.7m to £25.7m;
- current assets increased from £77m to £197.4m; and
- net assets increased from £104.7m to £271.6m.

The Group successfully repurchased key contracts with the Ministry of Justice (which potentially runs to 2027) and Transport for London (which potentially runs to 2030) during the year. These successful renewals reinforce the Board's confidence in the Group's long term prospects.

The Group's ultimate parent undertaking, Free Flow Topco Limited, secured new investment on 23 March 2020. This new capital facilitates the Group's investment in technology, and also in new ways of working with our customers.

MARSTON (HOLDINGS) LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MAY 2020

Principal risks and uncertainties

The primary risk factor during the period under review related to Covid-19.

As with many businesses and industries, pandemic had an operational impact as a result of the lockdowns that commenced on 23 March 2020. The Group was in the fortunate position of its ultimate parent undertaking, Free Flow Topco Limited, having completed an investment and funding process earlier that day.

The Board is encouraged by the speed of the UK government's vaccination programme, but has nevertheless sought to mitigate risk. The business continues to ensure a stable supply chain, for example; particularly in respect of the health & safety-related supplies needed to ensure safe working environments.

The Group's diversified business model, long term contracts, large number of clients and high contract retention rate all mitigate pandemic-related risk.

The operational impact of Covid-19 has been reflected in the forecasts for the year ended 31 May 2021 and the year ended 31 May 2022. The Board has reviewed the Group's cash flow forecasts and, on that basis, is confident that the Group has sufficient liquidity moving forward. Covenant waivers have been secured on the basis of these cash flow forecasts.

Future developments

The Board considers that the Group has the necessary resources, controls and risk management processes to professionally manage any residual impact of Covid-19.

It also expects to increase its technology investment in the years ahead, and to further develop new ways of working with its clients.

Statement by the Directors on performance of their Statutory duties in accordance with S172(1) of the Companies Act 2006.

The Board acts to promote the interests of the business and its key stakeholders, which include its staff, contractors, suppliers and customers (debtors).

Independent Advisory Group

The Board maintains an independent Advisory Group that assesses Marston's adherence to its ethical framework, and ensures that there is a mechanism whereby staff, contractors and customers (debtors) can raise issues independently.

The Advisory Group is chaired by Sam Younger CBE. Sam was formerly Managing Director of the Charity Commission, and is also the chairman of Which?.

Platinum Investors in People accreditation

The Board recognises the importance of its employees, which is reflected in the Group being awarded Platinum Investors in People accreditation in November 2020.

This places Marston in the top two per cent of the nearly 9,000 companies that have some level of Investors in People accreditation.

To attain Platinum status, a business must provide clear evidence that it puts people at the heart of decision making, and that it works in line with its values and towards a shared vision.

Employers' Initiative on Domestic Abuse

MARSTON (HOLDINGS) LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020**

Marston became a founding member of the Employers' Initiative on Domestic Abuse in November 2020.

This is a network of large and small businesses whose mission it is to enable employers to take action on domestic abuse – raising awareness among all employees, supporting those facing domestic abuse and providing access to services to help perpetrators to stop.

Inclusion Initiative

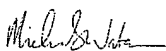
The Investors in People Platinum assessment report found that 87 per cent of respondents had seen developments across the business in recruitment, selection, retention and diversity.

This recognises the shared ethos of Marston colleagues to work together towards creating an inclusive and diverse working community.

To further support this, we launched an Inclusion Initiative in December 2020. Representative volunteers from across the business now work in consultation with our Independent Advisory Group and Ethics Committee to offer counsel on in these areas..

This report was approved by the board on 23/3/2021

and signed on its behalf.



M S Watson
Director

MARSTON (HOLDINGS) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MAY 2020**

The directors present their report and the financial statements for the year ended 31 May 2020.

Results and dividends

The profit for the year, after taxation, amounted to £19,750,000 (2019 - £19,358,000).

Turnover generated for the year to May 2020 was £287,426,000 (year ended May 2019: £296,784,000). The profit before tax was £16,313,000 (2019: £20,305,000).

The directors do not recommend a payment of a dividend (2019: £nil).

Directors

The Directors who served during the year and after the year end were:

R J Anderson (appointed 23 March 2020)

G Hughes (resigned 23 March 2020)

R J Shearer (resigned 5 June 2020)

M S Watson (appointed 5 June 2020)

Strategic Report

The Group's principal activities, risks and uncertainties and future developments are set out in the strategic report, as are the business review and the s172(1) disclosures.

Going Concern

The directors have considered forecast financial performance, recoverability of assets and financial viability for the period extending at least 12 months from the date of approval of these financial statements, including scenario analysis and stress testing in relation to Covid 19 (for example the impact of continued social distancing measures on the Group's forecast revenues, and the impact of the UK government's lockdown roadmap set out on 22 February 2021) and continued covenant compliance.

As a result, the directors have reasonable expectation that there are adequate resources for the company to continue in operational existence for the foreseeable future, and have therefore adopted the going concern basis in preparing these financial statements

Disabled employees

Applications for employment by disabled persons are given full and fair consideration for all vacancies in accordance with their particular aptitudes and abilities. In the event of employees becoming disabled, every effort is made to retrain them in order that their employment with the company may continue.

It is the policy of the group that training, career development and promotion opportunities should be available to all employees..

MARSTON (HOLDINGS) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020**

Employee engagement

Platinum Investors in People accreditation

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To attain Platinum status, a business must provide clear evidence that it puts people at the heart of decision making, and that it works in line with its values and towards a shared vision.

Employers' Initiative on Domestic Abuse

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Inclusion Initiative

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To further support this, we launched an Inclusion Initiative in December 2020. Representative volunteers from across the business now work in consultation with our Independent Advisory Group and Ethics Committee to offer counsel on in these areas.

MARSTON (HOLDINGS) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020**

Streamlined Energy and Carbon Reporting

The Board is committed to managing its environmental impact and is aware that by considering the environment in decision making, particularly around technology adoption, there can have a beneficial impact on the Group's performance.

Basis of preparation

2018/19 has been used as the base reporting year, and the following emissions sources have been included:

- Scope 1 direct greenhouse gas, such as boilers and vehicles; and
- Scope 2 indirect, such as purchased electricity and gas.

These definitions comply with the Environmental Reporting Guidelines issued by the Department for Environment, Food & Rural Affairs and the Department for Business, Energy & Industrial Strategy.

The Group's energy footprint has been calculated in accordance with both the Environmental Reporting Guidelines and the Greenhouse Gas Protocol.

Department for Environment, Food & Rural Affairs emission factors have been used for all emission sources, as these provide the most comprehensive list of factors and allow an activity to be converted into carbon dioxide equivalent.

Market-based emissions factors have been sourced from each relevant supplier.

A materiality level of two per cent has been applied for all fuel sources.

MARSTON (HOLDINGS) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020**

Scope 1 and Scope 2**Mandatory Greenhouse gas emissions by source**

	2020 KWh Energy	2019 KWh	2020 tCO ₂ e Emissions	2019 tCO ₂ e
Scope 1 - direct emissions, natural gas, vehicle fuel	20,654,260	25,290,107	4,758	6,143
Scope 2 - indirect emissions, electricity usage	4,471,603	4,701,966	1,081	1,202
Total	25,125,863	29,992,073	5,839	7,345

Comparing annual emissions with Group turnover, a reduction of 18.5% has been achieved - this equates to 1,506 tonnes of carbon dioxide.

Both natural gas and electricity usage in Group workplaces reduced. The greatest emissions reduction related to the vehicle fleet, due to:

- a solution being developed with the Group's telematics provider to measure and manage fuel usage. The aim is to improve this by a further five per cent in 2020/21, through enhancement of the driver behaviour programme.
- a plan to reduce the proportion of fossil fuel vehicles being implemented. It is anticipated that the proportion of electric and hybrid vehicles will double in 2020/21.
- older vehicles being retired from the fleet. The Group plans to increase the proportion of Euro 6 heavy goods vehicles by a further 20 per cent in 2020/21.

Directors' and officers' liability insurance

The Group maintained a directors' and officers' liability insurance policy (with third party indemnity) throughout the period under review.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

Post year end events

The Airports division ceased in November 2020 and a £6.9m impairment to Goodwill and £1.8m impairment to Intangible assets has been recognised post period end.

Auditors

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

MARSTON (HOLDINGS) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2020**

This report was approved by the board on 23/3/2021

and signed on its behalf.



M S Watson
Director

MARSTON (HOLDINGS) LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MAY 2020**

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

Company law requires the directors to prepare consolidated financial statements for each financial year. Under that law they have elected to prepare the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and the parent Company financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

Under company law the directors must not approve the consolidated financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing each of the consolidated and parent Company 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;
- for the consolidated financial statements, state whether they have been prepared in accordance with IFRS as adopted by the EU, subject to any material departures disclosed and explained in the financial statements;
- for the parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' Reports may differ from legislation in other jurisdictions.

To the best of our knowledge:

- the group financial statements, prepared in accordance with IFRSs as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

MARSTON (HOLDINGS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARSTON (HOLDINGS) LIMITED

Opinion

We have audited the financial statements of Marston (Holdings) Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 May 2020 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity, the Company 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 the preparation of the Group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent Company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 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 Group's and of the parent Company's affairs as at 31 May 2020 and of the Group's profit and the parent company's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the group and the parent 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.

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

MARSTON (HOLDINGS) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARSTON (HOLDINGS) LIMITED
(CONTINUED)**

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the parent Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

In our evaluation of the directors' conclusions, we considered the risks associated with the groups business, including effects arising from Brexit, and analysed how those risks might affect the group's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

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

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.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

MARSTON (HOLDINGS) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARSTON (HOLDINGS) 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 Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement on page 611, 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 Group's and the parent 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 Group or the parent 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.

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. This description forms part of our auditors' report.

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.

MARSTON (HOLDINGS) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MARSTON (HOLDINGS) LIMITED
(CONTINUED)**

Grant Thornton UK LLP

Gary Jones
Senior Statutory Auditor
For and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Manchester
23/3/2021

MARSTON (HOLDINGS) LIMITED

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MAY 2020**

	Note	2020 £000	2019 £000
Revenue	8	287,426	296,784
Gross profit		<u>287,426</u>	<u>296,784</u>
Employee costs	11	(136,442)	(133,924)
Expenses		(108,723)	(126,448)
Depreciation and amortisation expense		(21,808)	(15,325)
Profit from operations		<u>20,453</u>	<u>21,087</u>
Finance income	12	69	-
Finance expense	12	(4,209)	(782)
Profit before tax		<u>16,313</u>	<u>20,305</u>
Tax credit/(expense)	13	3,437	(947)
Profit for the year		<u>19,750</u>	<u>19,358</u>
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Remeasurements of defined benefit pension schemes		(2,131)	(956)
Deferred tax current year (charge)/credit		(828)	173
Other comprehensive income for the year, net of tax		<u>(2,959)</u>	<u>(783)</u>
Total comprehensive income		<u><u>16,791</u></u>	<u><u>18,575</u></u>

MARSTON (HOLDINGS) LIMITED
REGISTERED NUMBER: 04305487

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MAY 2020


	Note	2020 £000	2019 £000
Assets			
Non-current assets			
Property, plant and equipment	14	29,486	12,838
Intangible assets	15	227,198	226,967
		<u>256,684</u>	<u>239,805</u>
Current assets			
Inventories	19	417	-
Trade and other receivables	20	171,210	50,822
Cash and cash equivalents		25,743	26,733
		<u>197,370</u>	<u>77,555</u>
Total assets		<u>454,054</u>	<u>317,360</u>
Liabilities			
Non-current liabilities			
Loans and borrowings	23	20,085	4,657
Employee benefit liabilities	33	4,182	1,365
Provisions	24	9,338	12,300
Deferred tax liability	13	5,679	5,871
		<u>39,284</u>	<u>24,193</u>
Current liabilities			
Trade and other liabilities	21	136,383	186,534
Loans and borrowings	23	6,035	1,570
Provisions	24	755	377
		<u>143,173</u>	<u>188,481</u>
Total liabilities		<u>182,457</u>	<u>212,674</u>
Net assets		<u>271,597</u>	<u>104,686</u>

MARSTON (HOLDINGS) LIMITED
REGISTERED NUMBER: 04305487

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 MAY 2020

	Note	2020 £000	2019 £000
Issued capital and reserves attributable to owners of the parent			
Share capital	25	163,055	12,935
Retained earnings	26	108,542	91,751
		<u>271,597</u>	<u>104,686</u>
TOTAL EQUITY		<u><u>271,597</u></u>	<u><u>104,686</u></u>

The financial statements on pages 16 to 96 were approved and authorised for issue by the board of directors on 23/3/2021 and were signed on its behalf by:



M S Watson
 Director

MARSTON (HOLDINGS) LIMITED
REGISTERED NUMBER: 04305487

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 MAY 2020

	Note	2020 £000	2019 £000
Assets			
Non-current assets			
Property, plant and equipment	14	6,038	1,265
Intangible assets	15	1,391	-
Other non-current investments		225,099	222,128
		<u>232,528</u>	<u>223,393</u>
Current assets			
Trade and other receivables	20	122,979	48,202
Cash and cash equivalents		21,535	13
		<u>144,514</u>	<u>48,215</u>
Total assets		<u>377,042</u>	<u>271,608</u>
Liabilities			
Non-current liabilities			
Loans and borrowings	23	6,670	610
Provisions	24	8,848	11,645
Deferred tax liability		1,012	32
		<u>16,530</u>	<u>12,287</u>
Current liabilities			
Trade and other liabilities	21	88,894	212,252
Loans and borrowings	23	284	205
		<u>89,178</u>	<u>212,457</u>
Total liabilities		<u>105,708</u>	<u>224,744</u>
Net assets		<u>271,334</u>	<u>46,864</u>

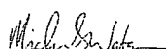
MARSTON (HOLDINGS) LIMITED
REGISTERED NUMBER: 04305487

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 MAY 2020

	Note	2020 £000	2019 £000
Issued capital and reserves attributable to owners of the parent			
Share capital	25	163,055	12,935
Retained earnings	26	108,279	33,929
TOTAL EQUITY		271,334	46,864

The Company has taken the exemption from presenting the parent company Statement of Comprehensive Income. The Company's profit for the year was £37,560,000 (2019 - £2,972,000).

The financial statements on page 16 to 96 were approved and authorised for issue by the board of directors on and were signed on its behalf by: 23/3/2021



M S Watson
 Director

MARSTON (HOLDINGS) LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MAY 2020**

	Share capital £000	Retained earnings £000	Total attributable to equity holders of parent £000	Total equity £000
At 1 June 2018	12,935	73,176	86,111	86,111
Comprehensive income for the year				
Profit for the year	-	19,358	19,358	19,358
Other comprehensive income	-	(783)	(783)	(783)
Total comprehensive income for the year	<u>-</u>	<u>18,575</u>	<u>18,575</u>	<u>18,575</u>
Contributions by and distributions to owners				
At 31 May 2019	<u>12,935</u>	<u>91,751</u>	<u>104,686</u>	<u>104,686</u>
At 1 June 2019	12,935	91,751	104,686	104,686
Comprehensive income for the year				
Profit for the year	-	19,750	19,750	19,750
Other comprehensive income	-	(2,959)	(2,959)	(2,959)
Total comprehensive income for the year	<u>-</u>	<u>16,791</u>	<u>16,791</u>	<u>16,791</u>
Contributions by and distributions to owners				
Issue of share capital (Note 25)	150,120	-	150,120	150,120
Total contributions by and distributions to owners	<u>150,120</u>	<u>-</u>	<u>150,120</u>	<u>150,120</u>
At 31 May 2020	<u><u>163,055</u></u>	<u><u>108,542</u></u>	<u><u>271,597</u></u>	<u><u>271,597</u></u>

The notes on pages 24 to 96 form part of these financial statements.

MARSTON (HOLDINGS) LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MAY 2020**

	Share capital £000	Retained earnings £000	Total equity £000
At 1 June 2018	12,935	30,109	43,044
Profit for the year	-	2,972	2,972
Share of partnership profits	-	848	848
	<u>-</u>	<u>3,820</u>	<u>3,820</u>
Total comprehensive income for the year			
Contributions by and distributions to owners			
At 31 May 2019	<u>12,935</u>	<u>33,929</u>	<u>46,864</u>
At 1 June 2019	12,935	33,929	46,864
Comprehensive income for the year			
Profit for the year	-	37,560	37,560
Share of partnership loss/deferred tax	-	(1,504)	(1,504)
	<u>-</u>	<u>36,056</u>	<u>36,056</u>
Total comprehensive income for the year			
Issue of share capital	150,120	-	150,120
Dividend paid (Note 26)	-	38,294	38,294
	<u>150,120</u>	<u>38,294</u>	<u>188,414</u>
Total contributions by owners and other income			
At 31 May 2020	<u>163,055</u>	<u>108,279</u>	<u>271,334</u>

The notes on pages 24 to 96 form part of these financial statements.

On 4 March 2020 the Company issued 150,119,729 ordinary shares of £1 each at par. The consideration received was settled by way of release and waiver of a loan of the same amount owed from the Company to Magenta Bidco Limited.

Included in the Profit for the year was £34,115,928 dividend receivable.

In the current year a loan reorganisation was undertaken in order to simplify the intercompany loan position within Marston Corporate Limited and its subsidiaries. The loan rationalisation impacts were taken directly to Reserves.

MARSTON (HOLDINGS) LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MAY 2020**

	2020 £000	2019 £000
Cash flows from operating activities		
Profit for the year	19,750	19,358
Adjustments for		
Depreciation of property, plant and equipment	21,808	15,325
Finance expense	1,059	782
Increase/(decrease) in provisions	(2,584)	210
Income tax expense	3,437	947
	<u>43,470</u>	<u>36,622</u>
Movements in working capital:		
Increase in trade and other receivables	(14,740)	(1,593)
Increase in inventories	(417)	-
Increase in trade and other payables	2,623	960
	<u>30,936</u>	<u>35,989</u>
Cash generated from operations		
Income taxes paid	(7,770)	(2,211)
	<u>23,166</u>	<u>33,778</u>
Net cash from operating activities		
Cash flows from investing activities		
Acquisition of subsidiary, net of cash acquired	1,561	(20,352)
Purchases of property, plant and equipment	(1,765)	(3,230)
Purchase of intangibles	(6,328)	(3,567)
Proceeds from disposal of investment property	69	-
	<u>(6,463)</u>	<u>(27,149)</u>
Net cash used in investing activities		
Cash flows from financing activities		
Payments of finance lease creditors	(7,219)	(1,581)
Interest paid	(594)	(782)
	<u>(7,813)</u>	<u>(2,363)</u>
Net cash used in financing activities		
Net cash increase in cash and cash equivalents	<u>8,890</u>	<u>4,266</u>
Cash and cash equivalents at the beginning of year	26,733	22,467
Cash and cash equivalents at the end of the year	<u><u>35,623</u></u>	<u><u>26,733</u></u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies**1.1 Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at this time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.2 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.2 Business combinations (continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.3 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 1.2) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.4 Revenue from Contracts with Customers

Revenue from contracts with customers requires the separation of performance obligations within contracts with customers and the contractual value to be allocated each of the performance obligations. A review of our key revenue streams is shown below.

Revenue streams:

The Tribunals, Courts and Enforcement Act 2007 ('TCE') Revenue Streams (Road Traffic Debt Enforcement, Civil Enforcement, Council Tax Recovery)

Road Traffic Debt Enforcement is the collection of unpaid road traffic debts for local and government authorities.

Civil Enforcement relates to the enforcement of High Court orders which can be of significant value. Council tax consists of the collection of liability orders for local authorities these are received from circa 145 different authorities.

Under previous accounting policies, revenue was calculated based on the number of open cases completing the compliance process less a provision for collection risk based upon historic collection levels. Under IFRS 15, the performance obligation is identified as the agreement to take appropriate action as set out under TCE legislation to attempt to collect the debt on behalf of the customer. This obligation occurs at the point in time upon which the case is uploaded to our case management system. The transaction prices are set by the TCE for each enforcement action or clearly within the pricing matrices in the customer contract.

We refer to s51-54 of IFRS15 in considering this revenue to be variable as a result of the fee being dependent on the recovery of the underlying debt. We have used historic recovery rates to set our variable revenue at a value consistent with the expected value using probability weighted amounts. Under this method, where cases are assessed with a probability of success, we consider it highly probable that a significant reversal of revenue will not occur.

Civil Parking Services

The contracts consist of the provision of civil enforcement officers to local authorities and general back office processing services in relation to this. The distinct performance obligations of contracts entered in to for civil parking enforcement are:

- Deployment of CEOs (Civil Enforcement Officers), alongside provision of payment machines, processing penalty charge notices and;
- maintenance of roadside equipment.

Each distinct performance obligation is considered to include a number of interrelated and highly dependent promises that constitutes in aggregate the distinct performance obligation. The transaction price for each distinct performance obligation is clearly stipulated in the pricing matrices of each contract, meaning that the transaction price can be attributed to each of the distinct performance obligations. Revenue is recognised over time as we consider that each distinct performance obligation is simultaneously received and consumed as under the terms of civil parking services contracts they are based on hours of service provided to the customer. Certain contracts include bonuses and penalties for default, which are treated as variable revenue.

DVLA

This contract is an exclusive nationwide contract with DVLA for the enforcement of vehicle excise duty warrants, warning notices, clamping, impounding and disposing of vehicles. The contract with the DVLA

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

contains three distinct performance obligations, being the issuance of warning notices for untaxed vehicles, 'clean enforcement actions' (clamping or pounding of vehicles) and the disposal of vehicles. The transaction price for warning notices and clean enforcement actions is stipulated via contract with the DVLA. Revenue in respect of these obligations is recognised based on the volume of vehicles completed each month at a point in time. The transaction price for disposal of vehicles depends upon the selling price at auction. This is considered to be a variable fee with reference to s51-54 of IFRS 15. We have estimated variable revenue in respect of vehicle disposal based on the number of vehicles held in stock multiplied by a rolling average scrap price, from typical market values of similar vehicles. We believe this provides an estimate consistent with the expected value using probability weighted amounts. Under this method we consider it highly probable that a significant reversal of revenue will not occur.

Transportation back office processing

This consists of the back-office processing for government authorities of Penalty Charge Notices, taxi licences and right to work checks.

Performance obligations of these contracts include processing payments for taxi applications, eligibility checking and issuing penalty notices to Dartford Tunnel users. All elements have a fixed fee determined by the contract. All services are ascertained to be highly interdependent under IFRS 15 and therefore revenues arising as a result of these obligations are recognised together at a point in time. As Transportation back office processing contracts are for the provision of man hours in return for fixed fees, management recognises the transaction price once the performance obligations are fulfilled.

Transportation Consultancy

This is the provision of planning, development and engineering consulting services to local authorities. Each contract contains performance obligations of design, landscaping and engineering which are highly interdependent. Each contract contains a fixed price for the works to be performed, and the transaction price is allocated over a period in time using project management software to estimate the stage of completion of each contract.

Airport transportation

This consists of transportation services provided at Heathrow and Gatwick airport that are divided into three primary areas: crew transfers, off pier transfers and hotel transfers.

Contracts contain performance obligations separately identifiable as the transfer of passengers and crew, at and around UK airports via bus journeys. The transaction price is fixed and identifiable within each contract. Revenue is recognised at a point in time that each bus journey is completed.

Motor Vehicle Recoveries

This is the recovery of vehicles for large car manufacturers and financiers where the contract generally in the form of lease arrangement has gone bad.

The performance obligations of this revenue stream are highly interdependent, being the location of vehicle, impounding of vehicle and returning the vehicle to its owner upon payment of outstanding debts. Transaction prices are specified for each different action agreed with the client, within the overall vehicle recovery contract. Revenue is recognised at a point in time, upon successful completion of a case and full satisfaction of all performance obligations. Certain aspects of the contracts, such as returning the vehicle to the owner, have a probability of success and therefore represent variable revenue. A probability weighting model is applied to any variable revenue and under this method we consider it highly probable that a significant reversal of revenue will not occur.

Field Services

Field services are the provision of a standard range of enforcement services to private clients, such as utility companies or energy providers. Performance obligations are identified within the contract as a pre-

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

disconnection visit, reconnection, disconnection or voiding – the obligations are all highly interdependent. Price of each workstream is set based on transaction prices included within the overall contract, with no variable elements to consider. Revenue is recognised at a point in time in pre-disconnection visits or reconnections, and over time in respect of disconnections or voiding.

Revenue related assets:

Contract setup costs

The incremental costs associated with obtaining a contract are recognised as an asset if the Group expects to recover the costs. Costs that are not incremental to a contract are expensed as incurred. Management determine which costs are incremental and meet the criteria for capitalisation.

Costs to fulfil a contract, which are not in the scope of another standard, are recognised separately as a contract fulfilment asset to the extent that they relate directly to a contract which can be specifically identified, the costs generate or enhance resources that will be used to satisfy the performance obligation and the costs are expected to be recovered. Management applies judgement to determine which contract fulfilment costs meet the recognition criteria, and in particular if the costs generate or enhance resources used to satisfy the performance obligation.

Costs to fulfil a contract, which do not meet the criteria above, are expensed as incurred.

Contract fulfilment assets

Contract fulfilment assets are amortised over the expected contract period on a systematic basis representing the pattern in which control of the associated service is transferred to the customer. Fulfilment costs incurred once the contract has begun to fulfil the performance obligation to which they relate are expensed.

Impairment of non-financial assets

Capitalised contract costs and contract fulfilment assets

The Group undertakes an assessment at each reporting date to determine whether capitalised contract costs and contract fulfilment assets are impaired. An impairment loss is recognised if the carrying amount of the capitalised contract costs or contract fulfilment asset exceeds the remaining consideration expected to be received for the services to which the asset relates, less the costs that directly relate to providing the services under the contract.

Deferred and accrued income

Where the payment and/or invoicing schedule within a customer contract does not match the recognition of revenue, the Group will recognise either accrued or deferred income.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.5 Leasing

Prior to the transition to IFRS 16 leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as a lessee

Following the transition to IFRS16, the Group assesses whether a contract is or contains a lease, at inception of a contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. In determining the incremental borrowing rate, Management has reviewed the external borrowings of the Group and the cost of borrowing that would apply based on an amount equal to the gross value in use of the Group.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;

The lease liability is included in the 'Loans and borrowings' line in the Consolidated Statement of Financial Position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the 'Property, Plant and Equipment' and 'Investment Property' lines, as applicable, in the Consolidated Statement of Financial Position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 1.9.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.6 Foreign currency

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see for hedging accounting policies); and
- exchange differences on monetary items receivable from or payable to foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into pounds using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)**1.8 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Profit or Loss and Other Comprehensive Income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred tax

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)
1.9 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation on assets under construction does not commence until they are complete and available for use. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Depreciation is provided on all other items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives. It is provided at the following range:

Long-term leasehold property			Straight Line over the length of the lease
Motor vehicles	4	- 7	years on a straight line basis
Fixtures and fittings	4	- 10	years on a straight line basis
Computer equipment	3	- 5	years on a straight line basis

1.10 Intangible assets
(i) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Columbus (software)	Straight line over 10 years
Other intangible assets - Relationships	Straight line over 2 - 8 years
Other intangible assets - Brand	Straight line over 4 - 10 years
Other intangible assets - Contracts	Straight line over 6 - 19 years
Columbus (software additions)	Over remaining useful life of Columbus (software)
Computer software	3 - 5 years on a straight-line basis

(ii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)**1.11 Investments**

Investments in subsidiaries and associates are measured at cost less impairment in accordance with IFRS 9. Impairment reviews are carried out if there is some indication that the carrying value of the investments may have been impaired. Where, in the opinion of the directors, an impairment of the investment has arisen, provisions are made in accordance with IFRS9 'Impairment of Assets'.

1.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call 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.

1.13 Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

1.14 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

1.15 Share Capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

1.16 Financial Instruments

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39: Financial Instruments: Recognition and Measurement.

Financial assets and financial liabilities are recognised when the Group becomes party to the contractual provisions of the instrument.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.17 Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the business model and the nature of the contractual cashflows.

Trade receivables, amounts owed by group companies and other receivables: These are non-derivative financial assets which are held to collect the contractual cash flows, with fixed or determinable payments on specified dates, which are solely payments of principal and interest, that are not quoted in an active market. They arise principally through the provision of goods and services but also incorporate other types of contractual monetary assets. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Cash and cash equivalents: These include cash in hand, deposits held at call with banks and similar financial institutions. Bank overdrafts are not offset unless permitted by a specific agreement with the provider of the overdraft.

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not investments in equity instruments. Under IFRS 9, credit losses are recognised earlier than under IAS 39.

The financial assets at amortised cost consist of trade receivables, amounts owed by group companies and cash and cash equivalents.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaced IAS 39's 'incurred loss model'. Instruments within scope of the new requirements included loans and other debt type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitment and some financial guarantee contracts (for the issuer) that are measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect collectability of future cash flows of the instrument.

In applying the forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2')

'Stage 3' would cover financial assets that have objective evidence of impairment at a reporting date.

'12 month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability weighted estimate of credit losses over the expected life of the financial instrument.

The Group makes use of the simplified approach in accounting for trade and other receivables and

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

records a loss allowance as lifetime expected credit losses. In calculating the Group uses its historical experience, external indicators and forward-looking information to calculate the credit losses using a provision matrix. The Group also makes a compliance provision in respect of the amounts it recognises in respect of the compliance fee. A provision is defined as a liability of uncertain amount or timing, that should be recognised when the transfer of economic benefits is probable, and the amount of the obligation can be estimated reliably. A provision is calculated to reflect the risk of future potential credit losses in the collection of compliance fees. The provision is calculated based on historical collection levels and reduced debts collected, along with the number of cases received in the month and the compliance fee value.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises, on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

1.18 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first in, first out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.19 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)**1.20 Financial liabilities and equity instruments****(i) Classification as debt or equity**

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through the profit and loss 'FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which IFRS 3 applies, (ii) held for trading, or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term;
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short term profit taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration that may be paid by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed, and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in note 21.

Other financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.21 Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps. Further details of derivative financial instruments are disclosed in note 21.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

1.22 Financial instruments

Financial assets and financial liabilities are recognised when a Group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

1.23 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

1.24 Defined contribution schemes

Contributions to defined contribution pension schemes are charged to the consolidated statement of comprehensive income in the year to which they relate.

A defined contribution plan is a pension plan under which fixed contributions are paid into a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans contributions are paid publicly or privately administered pension insurance plans on a mandatory or contractual basis. The contributions are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as an asset.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

1. Accounting policies (continued)

1.25 Defined benefit schemes

Defined benefit scheme surpluses and deficits are measured at:

- the fair value of plan assets at the reporting date; less
- plan liabilities calculated using the projected unit credit method discounted to its present value using yields available on high quality corporate bonds that have maturity dates approximating to the terms of the liabilities; plus
- unrecognised past service costs; less
- the effect of minimum funding requirements agreed with scheme trustees.

Remeasurements of the net defined obligation are recognised directly within equity. The remeasurements include:

- actuarial gains and losses
- return on plan assets (interest exclusive)
- any asset ceiling effects (interest exclusive)

Service costs are recognised in profit or loss, and include current and past service costs as well as gains and losses on curtailments.

Settlements of defined benefit schemes are recognised in the period in which the settlement occurs.

In respect of the asset ceiling an asset could be recognised to reflect the surplus in the scheme were the benefits to crystallize. This would reflect the fact that under the scheme rules a refund of contributions would be made to the Group of amounts paid over and above the amounts required to fund the benefits. Given the inherent uncertainty over the future economic factors impacting on the valuation of these liabilities we have chosen not to reflect this potential asset and instead cap the assets at the value of the liabilities.

1.26 Contingent consideration

Consideration for acquisitions can be amounts paid at acquisition date and amounts deferred which will fall due if certain performance measures are met. The amounts deferred are shown in the balance sheet as deferred consideration.

1.27 Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when declared by the directors. In the case of final dividends, this is when approved by the shareholders at the AGM.

1.28 Other Income

Other income relates to that received from the UK government for the Coronavirus Job Retention Scheme (Furlough Scheme). It is recognised when received.

MARSTON (HOLDINGS) LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020****2. Reporting entity**

Marston (Holdings) Limited (the 'Company') is a limited company incorporated in England and Wales and Domiciled in the United Kingdom. The Company's registered office is at Rutland House 8th Floor, 148 Edmund Street, Birmingham, B3 2JR. These consolidated financial statements comprise the Company and its subsidiaries (collectively the 'Group' and individually 'Group companies'). The Group is primarily involved in an integrated range of transportation services and other debt recovery and enforcement services, as set out in the Strategic Report on page 3.

3. Basis of preparation

The Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRSs). The Company's individual financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. They were authorised for issue by the Company's board of directors on .

Details of the Group's accounting policies, including changes during the year, are included in note 1.

The Company has taken advantage of the exemption available under section 408 of the Companies Act 2006 and elected not to present its own Statement of Comprehensive Income in these financial statements.

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The areas where judgements and estimates have been made in preparing the consolidated financial statements and their effects are disclosed in note 7.

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC and, therefore, the Company's financial statements have been prepared in accordance with FRS 101.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to various items as described in Note 4.

Where relevant, equivalent disclosures have been given in the consolidated accounts.

3.1 Basis of measurement

The financial statements have been prepared on the historical cost basis.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

3. Basis of preparation (continued)**3.2 Changes in accounting policies****i) New standards, interpretations and amendments effective from 1 June 2019****IFRS 16**

The date of initial application of IFRS 16 for the Group is 1 June 2019.

IFRS 16 'Leases' replaces IAS 17 'Leases' along with three Interpretations (IFRIC 4 'Determining whether an Arrangement contains a Lease', SIC 15 'Operating Leases-Incentives' and SIC 27 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease').

The adoption of this new Standard has resulted in the Group recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, being 1 June 2019. At this date, the Group has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16.

The Group has benefited from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

On transition to IFRS 16, the Group elected to apply the following practical expedients:

For leases previously classified as operating leases under IAS 17 -

- the Group has applied a single discount rate to a portfolio of leases with similar characteristics. On transition to IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognised under IFRS 16 was 6.71%.
- the Group has applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of remaining lease term at the date of application.

For leases that were classified as finance leases under IAS 17, the carrying amount of the right-of-use asset and the lease liability at 1 June 2019 are determined at the carrying amount of the lease asset and lease liability under IAS 17 immediately before that date.

The following table provides a reconciliation of the finance lease liabilities and operating lease commitments at 31 May 2019 disclosed in the Group's consolidated financial statements to the lease liabilities recognised at 1 June 2019.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

3. Basis of preparation (continued)

3.2 Changes in accounting policies (continued)

i) New standards, interpretations and amendments effective from 1 June 2019 (continued)

	31 May 2019 £000
Operating lease commitments at 31 May 2019 as disclosed in the Group's consolidated financial statements (restated) *	27,952
Discounted using the incremental borrowing rate at 1 June 2019	23,844
Finance lease liabilities recognised as at 31 May 2019	6,227
Recognition exemption for short-term leases	(216)
Lease liabilities recognised at 1 June 2019	29,855

* Following a detailed review of the lease commitments on transition to IFRS 16, the opening balance of operating lease commitments disclosed at 31 May 2019 has been corrected.

The change in accounting policy affected the following items in the Group's consolidated financial statements on 1 June 2019:

Property, plant and equipment - increase by £23,628,000 (see note 14).
Lease liabilities - increase by £23,628,000

The P&L impact in FY20 was an increase cost of £547,000.

ii) New standards, interpretations and amendments not yet effective

The following standards and interpretations to published standards are not yet effective:

New standard or interpretation	EU Endorsement status	Mandatory effective date (period beginning)
IFRS 17 - Insurance Contracts	Not endorsed	1 January 2023
Amendments to IFRS 3 - Definition of a Business	Not endorsed	1 January 2020
Amendments to IAS 1 and IAS 8 - Definition of Material	Not endorsed	1 January 2020
Conceptual Framework - Amendments to References to the Conceptual Framework in IFRS Standards	Endorsed	1 January 2020

The directors anticipate that the adoption of these Standards in future periods may have an impact on the results and net assets of the Group/ Company, however, it is too early to quantify this.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

3. Basis of preparation (continued)**ii) New standards, interpretations and amendments not yet effective (continued)**

The directors anticipate that the adoption of other Standards and interpretations that are not yet effective in future periods will only have an impact on the presentation in the financial statements of the Group/ Company.

4. Going Concern

The directors have considered forecast financial performance, recoverability of assets and financial viability for the period extending at least 12 months from the date of approval of these financial statements, including scenario analysis and stress testing in relation to Covid 19 (for example the impact of continued social distancing measures on the Group's forecast revenues, and the impact of the UK government's lockdown roadmap set out on 22 February 2021) and continued covenant compliance.

As a result, the directors have reasonable expectation that there are adequate resources for the company to continue in operational existence for the foreseeable future, and have therefore adopted the going concern basis in preparing these financial statements

5. Disclosure exemptions - parent Company individual financial statements

In preparing its individual financial statements under FRS 101, the Company has taken advantage of the following disclosure exemptions permitted by FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement
- the requirements in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment
 - paragraph 118(e) of IAS 38 Intangible Assets
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into 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

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

6. Functional and presentation currency

These consolidated financial statements are presented in pound sterling, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

7. Accounting estimates and judgements**7.1 Judgement****Judgements and key sources of estimation uncertainty**

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant management judgements**IFRS 15**

Management consider the compliance fee recognition to be covered by the application of variable income under the definition of IFRS 15. The provision of certain contractual obligations within each of the portfolio's do not represent separate performance obligations individually as management have assessed that the client could not derive economic benefit from the individual delivery of these obligations. As such management have combined contractual obligations to form performance obligations for the basis of IFRS 15.

Costs to fulfil a contract, which are not in the scope of another standard, are recognised separately as a contract fulfilment asset to the extent that they relate directly to a contract which can be specifically identified, the costs generate or enhance resources that will be used to satisfy the performance obligation and the costs are expected to be recovered. Management applies judgement to determine which contract fulfilment costs meet the recognition criteria, and in particular if the costs generate or enhance resources used to satisfy the performance obligation.

7.2 Estimates and assumptions**Impairment of non-financial assets and goodwill**

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. (See Note 16).

Business combinations

Management use various valuation techniques when determining the fair value of certain assets and liabilities acquitted in business combinations (see note 31). In particular the fair value of contingent consideration is dependent on the outcome of many variables including the acquiree's future profitability (see note 25).

Leases - determination of the appropriate discount rate to measure lease liabilities

As noted above, the Group enters into leases with third-party lessors and, as a consequence, the rate implicit in the relevant lease is not readily determinable. Therefore, the Group uses its incremental

MARSTON (HOLDINGS) LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020****7. Accounting estimates and judgements (continued)****7.2 Estimates and assumptions (continued)**

borrowing rate as the discount rate for determining its lease liabilities at the lease commencement date. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over similar terms which requires estimations when no observable rates are available. The Group consults with its main bankers to determine what interest rate they would expect to charge the Group to borrow money to purchase a similar asset to that which is being leased. These rates are, where necessary, then adjusted to reflect the credit worthiness of the entity entering into the lease and the specific condition of the underlying leased asset. The estimated incremental borrowing rate is higher than the parent company for leases entered into by its subsidiary undertakings.

Effect of estimation uncertainty for leases

The effect of a change in the incremental borrowing rate for leases entered into during the reporting period is that for a 1% increase in the rate, the effect on the right of use asset is that it increases by £514,000 and the effect on the lease liability is that it increases by £514,000.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

8. Revenue

The following is an analysis of the Group's revenue for the year from continuing operations:

	2020 £000	2019 £000
Civil parking services	119,797	117,265
Road traffic debt recovery	30,523	36,483
DVLA services	23,156	24,329
Transportation back office processing	22,924	17,847
Transportation consulting	17,630	15,456
Airport transportation	4,413	4,659
Motor vehicle recoveries	3,264	4,508
Criminal fine enforcement	22,261	27,766
Civil enforcement	13,033	15,666
Field services	7,859	6,796
Council tax recovery	19,239	25,510
Metering	2,799	-
Other enforcement	528	499
	<u>287,426</u>	<u>296,784</u>

All turnover arose within the United Kingdom.

Timing of revenue recognition:

	2020 £000	2019 £000
Services transferred at a point in time	269,166	277,930
Services transferred over time	18,260	18,854
	<u>287,426</u>	<u>296,784</u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

9. Expenses by nature (Loss for the year) - Group

	2020 £000	2019 £000
Employee costs (Note 11)	136,442	133,924
Depreciation of property, plant and equipment (Note 14)	12,752	5,595
Amortisation of intangible assets (Note 15)	8,803	9,730
Contingent Consideration release	3,811	-
Operation lease expenses - motor vehicles	-	3,006
Operation lease expenses - other	-	5,870
	<u>161,808</u>	<u>168,925</u>

10. Auditors' remuneration**Services provided by the Group's/Company's auditors**

During the year the Group obtained the following services from the Company's auditors:

	2020 £000	2019 £000
Group		
Fees payable to the Company's auditors and its associates for the audit of parent company and consolidated financial statements	36	30
Fees payable to the Company's auditors and its associates for the audit of the Company's subsidiaries	184	200
	<u>220</u>	<u>230</u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

11. Employee benefit expenses**Group**

	2020 £000	2019 £000
Employee benefit expenses (including directors) comprise:		
Wages and salaries	124,964	120,872
Social security costs	11,468	10,677
Defined contribution pension cost	2,913	2,375
Furlough income	(2,903)	-
	136,442	133,924

Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, including the directors of the Company listed on page 1. The directors of the Group are remunerated by another related party company.

The monthly average number of persons, including the directors, employed by the Group during the year was as follows:

	2020 No.	2019 No.
Operational	4,504	4,553
Administration	408	371
	4,912	4,924

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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11. Employee benefit expenses (continued)**Company**

	2020	2019
	£000	£000
Employee benefit expenses (including directors) comprise:		
Wages and salaries	17,067	14,445
National insurance	1,810	1,610
Defined contribution pension cost	513	408
	<u>19,390</u>	<u>16,463</u>

The monthly average number of persons, including the directors, employed by the Company during the year was as follows:

	2020	2019
	No.	No.
Operational	385	282
Administration	288	280
	<u>673</u>	<u>-</u>

The directors did not receive any remuneration from the company during the year (2019: nil). All directors remuneration was paid through another group company.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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12. Finance income and expense**Recognised in profit or loss**

	2020 £000	2019 £000
Finance income		
Interest on:		
- Bank and other interest received	69	-
Total interest income	<u>69</u>	<u>-</u>
Total finance income	<u>69</u>	<u>-</u>
Finance expense		
Bank interest payable	1,861	648
Interest on lease liabilities	2,302	108
Other interest payable	45	26
Total finance expense	<u>4,208</u>	<u>782</u>
Net finance expense recognised in profit or loss	<u><u>(4,139)</u></u>	<u><u>(782)</u></u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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13. Tax expense**13.1 Income tax recognised in profit or loss**

	2020 £000	2019 £000
Current tax		
Current tax on profits for the year	-	4,301
Adjustments in respect of prior years	(2,418)	(2,050)
Total current tax	(2,418)	2,251
Deferred tax expense		
Origination and reversal of timing differences	(862)	(1,204)
Adjustments in respect of prior years	167	(139)
Effects of changes in tax rates	(324)	39
Total deferred tax	(1,019)	(1,304)
	(3,437)	947
Total tax (credit)/ expense		
Tax (credit)/ expense for the year	(3,437)	947
	(3,437)	947

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

13. Tax expense (continued)**13.1 Income tax recognised in profit or loss (continued)**

The tax on profit before tax for the year is lower (2019: lower) than the standard rate of corporation tax in the UK of 19%.

The reasons for the difference between the actual tax charge for the year and the standard rate of corporation tax in the United Kingdom applied to profits for the year are as follows:

	2020 £000	2019 £000
Profit for the year	19,750	19,358
Income tax (credit)/expense	(3,437)	947
Profit before income taxes	16,313	20,305
Tax using the Company's domestic tax rate of 19% (2019:19%)	3,099	3,858
Expenses not deductible for tax purposes, other than goodwill, amortisation and impairment	231	1,155
Adjustments to tax charge in respect of prior periods	(2,251)	(2,189)
Deferred tax not provided	22	-
Effects of changes in tax rates	(324)	39
Group relief	(4,214)	(1,916)
Total tax (credit)/ expense	(3,437)	947

Changes in tax rates and factors affecting the future tax charges

In November 2019, the Prime Minister announced that he intended to cancel the future reduction in corporation tax from 19% to 17%. From 1 April 2020, it was confirmed the corporation tax rate will remain at 19% and deferred taxes at the balance sheet have been calculated based on this rate.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

13. Tax expense (continued)**13.2 Current tax assets and liabilities**

	2020 £000	2019 £000
Current tax assets		
Corporation tax repayable	8,193	-
	<u>8,193</u>	<u>-</u>
Current tax liabilities		
Corporation tax payable	-	1,995
	<u>-</u>	<u>1,995</u>

13.3 Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the consolidated statement of financial position:

	2020 £000	2019 £000
Deferred tax liabilities	(5,679)	(5,871)
	<u>(5,679)</u>	<u>(5,871)</u>

	Opening balance £000	Recognised in profit or loss £000	Recognised in other comprehensive income £000	Closing balance £000
2020				
Deferred Taxation	5,871	(1,019)	828	5,679

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

14. Property, plant and equipment**Group**

	Long-term leasehold property £000	Motor vehicles £000	Fixtures and fittings £000	Computer equipment £000	Total £000
Cost or valuation					
At 1 June 2018	365	7,198	4,885	11,646	24,094
Additions	-	3,775	540	2,556	6,871
Disposals	(1)	(585)	(31)	122	(495)
At 31 May 2019	364	10,388	5,394	14,324	30,470
Additions	60	4,246	292	1,547	6,145
Adjustment on transition to IFRS 16	21,754	1,550	-	-	23,304
Disposals	-	-	-	(58)	(58)
At 31 May 2020	22,178	16,184	5,686	15,813	59,861
	Long-term leasehold property £000	Motor vehicles £000	Fixtures and fittings £000	Computer equipment £000	Total £000
Accumulated depreciation and impairment					
At 1 June 2018	205	2,164	2,925	7,437	12,731
Charge owned for the year	32	1,353	1,417	2,793	5,595
Disposals	-	(585)	(31)	(78)	(694)
At 31 May 2019	237	2,932	4,311	10,152	17,632
Charge owned for the year	40	3,908	158	2,258	6,364
Charge right of use assets	5,543	845	-	-	6,388
Disposals	-	-	-	(9)	(9)
At 31 May 2020	5,820	7,685	4,469	12,401	30,375
Net book value					
At 1 June 2018	160	5,034	1,960	4,209	11,363
At 31 May 2019	127	7,456	1,083	4,172	12,838
At 31 May 2020	16,358	8,499	1,217	3,412	29,486

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

14. Property, plant and equipment (continued)**14.1. Assets held under leases**

The net book value of owned and leased assets included as "Property, plant and equipment" in the Consolidated Statement of Financial Position is as follows:

	31 May 2020 £000
Property, plant and equipment owned	12,246
Right-of-use assets	17,240
	29,486

Information about right-of-use assets is summarised below:

Net book value

	31 May 2020 £000
Property	16,212
Motor vehicles	1,028
	17,240

Depreciation charge for the year ended

	31 May 2020 £000
Property	5,543
Motor vehicles	845
	6,388

Additions to right-of-use assets

	31 May 2020 £000
Additions to right-of-use assets	323

Additions to right-of-use assets relate solely to motor vehicles.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

14. Property, plant and equipment (continued)**Company**

	Motor vehicles £000	Computer equipment £000	Total £000
Cost or valuation			
At 1 June 2019	1,110	200	1,310
Additions	7,260	13	7,273
Disposals	-	(19)	(19)
At 31 May 2020	8,370	194	8,564
	Motor vehicles £000	Computer equipment £000	Total £000
Accumulated depreciation and impairment			
At 1 June 2019	45	-	45
Charge owned for the year	2,471	10	2,481
At 31 May 2020	2,516	10	2,526
Net book value			
At 31 May 2019	1,065	200	1,265
At 31 May 2020	5,854	184	6,038

14.2. Assets held under leases

The net book value of owned and leased assets included as "Property, plant and equipment" in the Company Statement of Financial Position is as follows:

	31 May 2020 £000
Property, plant and equipment owned	4,112
Right-of-use assets, excluding investment property	1,926
	6,038

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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14. Property, plant and equipment (continued)**14.2 Assets held under leases (continued)**

Information about right-of-use assets is summarised below:

Net book value

	31 May 2020 £000
Motor vehicles	1,926
	<u>1,926</u>

Depreciation charge for the year ended

	31 May 2020 £000
Motor vehicles	498

15. Intangible assets**Group**

	Goodwill £000	Columbus £000	Other intangibles £000	Computer software £000	Total £000
Cost					
At 1 June 2018	148,805	9,739	73,467	11,213	243,224
Additions - external	-	773	-	2,789	3,562
Acquired through business combinations	31,582	-	-	191	31,773
At 31 May 2019	<u>180,387</u>	<u>10,512</u>	<u>73,467</u>	<u>14,193</u>	<u>278,559</u>
Additions - external	-	1,800	-	4,528	6,328
Acquired through business combinations	2,706	-	-	-	2,706
At 31 May 2020	<u><u>183,093</u></u>	<u><u>12,312</u></u>	<u><u>73,467</u></u>	<u><u>18,721</u></u>	<u><u>287,593</u></u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

15. Intangible assets (continued)

	Goodwill £000	Columbus £000	Other intangibles £000	Computer software £000	Total £000
Accumulated amortisation and impairment					
At 1 June 2018	16,386	3,392	17,531	4,553	41,862
Charge for the year - owned	-	80	6,130	3,520	9,730
At 31 May 2019	16,386	3,472	23,661	8,073	51,592
Charge for the year - owned	-	307	4,679	3,817	8,803
At 31 May 2020	16,386	3,779	28,340	11,890	60,395
Net book value					
At 1 June 2018	132,419	6,347	55,936	6,660	201,362
At 31 May 2019	164,001	7,040	49,806	6,120	226,967
At 31 May 2020	166,707	8,533	45,127	6,831	227,198

See Note 31 for Business Combinations

Parent

	Columbus £000	Computer Software £000	Total £000
Cost			
Additions - External	576	902	1,478
At 31 May 2020	576	902	1,478

	Columbus £000	Computer Software £000	Total £000
Accumulated amortisation and impairment			
Charge for the year - owned	6	81	87
At 31 May 2020	6	81	87

MARSTON (HOLDINGS) LIMITED

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	Colombus £000	Computer Software £000	Total £000
Net book value			
At 31 May 2020	570	821	1,391

MARSTON (HOLDINGS) LIMITED

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16. Goodwill**Group**

	2020 £000	2019 £000
Cost	183,092	180,387
Accumulated impairment	(16,386)	(16,386)
Carrying value	166,706	164,001
	2020 £000	2019 £000
Cost		
At 1 June	180,387	148,805
Acquired through business combinations (note 31)	2,706	31,582
At 31 May	183,093	180,387
Impairment		
At 1 June	16,386	16,386
At 31 May	16,386	16,386

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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16. Goodwill (continued)**16.1 Allocation of goodwill to cash generating units**

The Group's CGU have been defined as each of the main operating lines of business. Due to a restructure during the financial year, the lines of business were reviewed and reassessed. They have now been recategorised from those disclosed in 2019.

The prior year comparatives have consequently been allocated into the new categories.

In the opinion of the Directors, the divisions currently represent the smallest groups of assets that independently generate cash flows for the Group.*

Goodwill is allocated to the Group's cash generating unit as follows:

	2020 £000	2019 £000
Consulting	11,294	11,294
Civil Parking	28,324	28,324
Back Office Processing	32,874	32,874
Technology	21,406	21,406
Road Traffic	13,408	13,408
DVLA Enforcement	10,332	10,332
Commercial Debt *	4,941	2,236
High Court, Taxation and Criminal Fines	29,240	29,240
Scotland	8,018	8,018
Airports	6,869	6,869
	166,706	164,001

* Included within Commercial Debt are 2 entities that were acquired during the year - Smartworks Metering Limited and Gasworks UK Limited. These entities were acquired during the financial year and the value of goodwill and intangible assets have been assessed under IFRS 3 business combinations. See Note 31.

Consulting

The provision of urban design consultancy for councils including traffic management plans.

Civil Parking

The provision of civil enforcement officers and related services to local authorities. Services include pay and display maintenance, as well as vehicle removals.

Back Office Processing

The provision of back office functions for the transport industry such as licensing for taxi, penalty charge notice and clean air zones processing.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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16. Goodwill (continued)**16.1 Allocation of goodwill to cash generating units (continued)****Technology**

Technology comprises the Videalert Limited business and the Logic Valley Technologies Pvt Limited business, both acquired in 2019. Videalert offers Automated Number Plate Recognition and CCTV technology to councils. Logic Valley is not forecast to be revenue generating until FY23.

Road Traffic

The provision of debt enforcement services predominantly relating to PCN fines and congestion charges.

DVLA Enforcement

The provision of debt enforcement services relating to vehicle excise duty. The business has a longstanding relationship with the DVLA.

Commercial Debt *

This consists of the Field Services, International Debt Collection Agency, Electric Vehicle charging points, Meter Installations and Motor Vehicle areas of the Group.

Field services offers services relating to recovery debt for utilities clients, while DCA is for non transport related debt.

The EV charging point installation service is relatively new to the business, as is the Meter Installation business which installs smart meters into people's homes and was acquired in July 2019.

Motor vehicle business works primarily in repossessing vehicles for lessors.

High Court, Taxation and Criminal Fines

Provision of debt enforcement working with the high courts, recovery of domestic council taxes, and enforcement of unpaid criminal fines and arrest warrants.

Scotland

Contains the Scottish elements of the Road Traffic, Civil Parking and Local tax CGUs.

Airports

The Airports CGU primarily carries out passenger transfer services in airports and has contracts with airlines and airports.

Management made the decision to discontinue the Airports CGU after the Balance Sheet date and has subsequently been written down to £nil.

The recoverable amounts of CGUs are determined from value in use ("VIU") calculations. VIU is determined by discounting the future pre tax cash flows generated from operations from continuing use of the CGU, using a pre-tax discount rate. The pre-tax discount rate used at 31 May 2020 for each CGU was 10.3% (2019: 9.14%) as it is considered that the acquisition of all CGUs are funded in a similar manner with similar risk characteristics.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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16. Goodwill (continued)**16.1 Allocation of goodwill to cash generating units (continued)**

Cash flow projections which have been reviewed and approved by the Board, are derived from five-year forecasts through to 2025 which were produced by CGU and comprised a detailed forecast which management have used for the purposes of the impairment review.

The five-year cash flows were extrapolated using a long-term growth rate of 2% (2019: 1.5%) in order to calculate the terminal value.

The VIU for each CGU is as follows:

Line of Business	VIU £000
Back Office Processing	46,593
Civil Parking	65,518
Technology	38,923
Road Traffic	195,539
Consulting	14,569
DVLA Enforcement	29,351
Scotland	21,910
Airports	8,856
Criminal Fines	76,932
High Court	51,354

Impairment review results 2020

Following the review of the carrying value of goodwill as at 31 May 2020, which has been undertaken across the Group as required by IAS 36 – Impairment of Assets, to assess whether there is any indication that an asset may be impaired (i.e. its carrying amount may be higher than its recoverable amount), the annual impairment review did not result in any impairment losses being recognised in 2020.

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17. Subsidiaries

Details of the Group's material subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group (%)	2020	2019
1) AA Hutton LLP	Sheriff officers	United Kingdom	100	100	
2) Collectica Limited	Enforcement Services	United Kingdom	100	100	
3) Marston Regulated Services Limited	Regulated Services	United Kingdom	93	93	
4) Marston Group Limited	Enforcement Services	United Kingdom	100	100	
5) Moreton Smith Receivables Limited	International debt collection	United Kingdom	100	100	
6) Rossendales Limited	Enforcement Services	United Kingdom	100	100	
7) Scott & Co (Scotland) LLP	Sheriff officers	United Kingdom	100	100	
8) Swift Credit Services Limited	Enforcement Services	United Kingdom	100	100	
9) NSL Limited	Upstream transportation services	United Kingdom	100	100	
10) Project Centre Limited	Transportation consultancy	United Kingdom	100	100	
11) Task Enforcement Limited	Enforcement Services	United Kingdom	100	100	
12) Marston Legal Services Limited	Enforcement Services	United Kingdom	100	100	
13) Logic Valley Technologies Pvt Limited	Technology development	India	100	100	
14) Parktrade Europe AB	Payment management & debt recovery	Sweden	100	100	
15) Parktrade Europe Limited	Payment management & debt recovery	United Kingdom	100	100	
16) Gasworks UK Limited	Smart meter and camera installation	United Kingdom	100	100	
17) Videalert Limited	Traffic management and enforcement solutions	United Kingdom	100	100	
18) Field Services Investment Limited	Intermediary holding company	United Kingdom	100	-	
19) Smartworks Metering Limited	Smart meter and camera installation	United Kingdom	100	-	

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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17. Subsidiaries (continued)

Marston Legal Services Limited changed its name from Burlington Credit Limited on 5 February 2020.

18. Other non-current investments

	2020 £000	2019 £000
Company		
Investments in subsidiary companies	225,099	222,128
	<u>225,099</u>	<u>222,128</u>

During the year the Company increased its Investment in Subsidiaries by £2,971,000. This related to the acquisition of Gasworks and Smartworks in July 2019. See Business combinations (Note 31).

19. Inventories**Group**

	2020 £000	2019 £000
Finished goods and goods for resale	417	-
	<u>417</u>	<u>-</u>

In 2020 a total of £0.8m of inventories was included in profit and loss as an expense. This includes an amount of £0.3m resulting from the write down of inventories.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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20. Trade and other receivables**Group**

	2020 £000	2019 £000
Trade receivables	19,523	26,464
Trade receivables - net	19,523	26,464
Receivables from related parties	124,481	2,847
Total financial assets other than cash and cash equivalents classified as loans and receivables	144,004	29,311
Prepayments and accrued income	17,648	20,847
Other receivables	9,558	664
Total trade and other receivables	171,210	50,822
Total current portion	(171,210)	(50,822)
Total non-current portion	-	-

The carrying value of trade and other receivables classified as loans and receivables approximates fair value.

The Group does not hold any collateral as security.

All of the Group's trade and other receivables are presented net of allowances for doubtful debts. Allowances against doubtful debts are recognised based on estimated irrecoverable amounts determined by reference to past default experience. At 31 May 2020 trade and other receivables of £1.0m (2019:£0.6m) were considered past due and impaired.

Amounts due from related parties relate to receivables from fellow subsidiaries of the ultimate parent undertaking. As set out in note 34, the Group is part of a larger group headed by the ultimate parent company Free Flow Topco Limited. Receivables from fellow subsidiaries of the ultimate parent undertaking represent balances with entities that are outside of the Group but are fellow wholly owned subsidiaries of Free Flow Topco Limited.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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20. Trade and other receivables (continued)**Company**

	2020 £000	2019 £000
Trade receivables	523	77
Trade receivables - net	523	77
Amounts due from group companies	120,037	47,884
Total financial assets other than cash and cash equivalents classified as loans and receivables	120,560	47,961
Prepayments and accrued income	1,715	74
Other receivables	704	167
Total trade and other receivables	122,979	48,202
Total current portion	(122,979)	(48,202)
Total non-current portion	-	-

Amounts owed from group undertakings are unsecured, have no fixed date of repayment and are not subject to any interest.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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21. Trade and other payables**Group**

	2020 £000	2019 £000
Trade payables	6,512	7,453
Amounts due to group companies	86,332	139,699
Other payables	224	54
Accruals	12,865	14,922
Total financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost	105,933	162,128
Other payables - tax and social security payments	22,187	13,207
Deferred income	8,263	11,199
Total trade and other payables	136,383	186,534
Less: current portion - trade payables	(6,512)	(7,453)
Less: current portion - amounts due to group companies	(86,332)	(139,699)
Less: current portion - other payables	(22,411)	(13,261)
Less: current portion - accruals	(12,865)	(14,922)
Less: current portion - deferred income	(8,263)	(11,199)
Total current portion	(136,383)	(186,534)
Total non-current position	-	-

The carrying value of trade and other payables classified as financial liabilities measured at amortised cost approximates fair value.

Amounts due to group companies relate to payables to fellow subsidiaries of the ultimate parent undertaking. As set out in note 34, the Group is part of a larger group headed by the ultimate parent company Free Flow Topco Limited. Payables to fellow subsidiaries of the ultimate parent undertaking represent balances with entities that are outside of the Group but are fellow wholly owned subsidiaries of Free Flow Topco Limited.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Company

	2020 £000	2019 £000
Trade payables	1,949	404
Amounts due to group companies	83,924	211,540
Other payables	15	-
Accruals	1,658	-
Total financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost	87,546	211,944
Other payables - tax and social security payments	1,348	308
Total trade and other payables	88,894	212,252
Less: current portion - trade payables	(1,949)	(404)
Less: current portion - amounts due to group companies	(83,924)	(211,540)
Less: current portion - other payables	(1,363)	(308)
Less: current portion - accruals	(1,658)	-
Total current portion	(88,894)	(212,252)
Total non-current position	-	-

Amounts owed to group undertakings are unsecured, have no fixed date of repayment and are not subject to any interest.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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22. Contract balances**Group**

Contract assets relate to fulfilled obligations which are billed monthly in arrears and the incremental costs associated with obtaining and implementing a contract. At the point where completed work is invoiced, the contract asset is derecognised, and a corresponding receivable recognised. The value of contract assets including accrued income at the year end is £13,486,000 (2019: £15,857,000).

Contract liabilities relate to consideration received from customers in advance of the performance obligation being satisfied.

The aggregate amount of revenue allocated to performance obligations that are unsatisfied or partly unsatisfied at the year-end is £8,263,000 (2019: £12,040,000). This revenue is expected to be recognised within 12 months of the year end.

All consideration from contracts with customers is included in the analysis above.

Obligations in respect of monthly recurring revenue will be partly satisfied monthly until there exists no further obligation to provide services to the customer.

The Group applies the practical expedient in paragraph 121 of IFRS 15 and does not disclose information relating to performance obligations for contracts that had an original expected duration of one year or less or where the right to consideration from a customer is an amount that corresponds directly with the value of the completed performance obligations.

The Group has applied the practical expedient in paragraph C5(c) of IFRS15 and does not disclose information in relation to the amount of transaction price allocated to remaining performance obligations and when the group expects to recognise that revenue for the year ending 31 May 2020.

Contract setup costs

The Group incurs costs associated with contract establishment at the inception of new contracts. These costs relate directly to a contract; they generate/enhance resources that the group will use to satisfy future performance obligations and are recoverable. These costs are therefore capitalised as an asset and amortised over the term of the contract.

The Group has applied the practical expedient available in paragraph 94 of IFRS 15 to recognise the incremental costs of obtaining a contract as an expense when incurred where the amortisation period of the asset that the entity otherwise would have recognised is one year or less.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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23. Loans and borrowings**Group**

	2020 £000	2019 £000
Non-current		
Lease liabilities	20,085	4,657
	<u>20,085</u>	<u>4,657</u>
Current		
Lease liabilities	6,035	1,570
	<u>6,035</u>	<u>1,570</u>
Total loans and borrowings	<u><u>26,120</u></u>	<u><u>6,227</u></u>

The carrying value of loans and borrowings classified as financial liabilities measured at amortised cost approximates fair value.

Company

	2020 £000	2019 £000
Non-current		
Lease liabilities	6,670	610
	<u>6,670</u>	<u>610</u>
Current		
Lease liabilities	284	205
	<u>284</u>	<u>205</u>
Total loans and borrowings	<u><u>6,954</u></u>	<u><u>815</u></u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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24. Provisions**Group**

	Dilapidations £000	Contingent consideration £000	Total £000
At 1 June 2019	1,032	11,645	12,677
Charged to profit or loss	250	-	250
Utilised during the year	(37)	-	(37)
Released during the year	-	(3,811)	(3,811)
Unwind of discount	-	1,014	1,014
At 31 May 2020	1,245	8,848	10,093
Due within one year or less	755	-	755
Due after more than one year	490	8,848	9,338
	1,245	8,848	10,093

Contingent consideration

Contingent consideration provisions relate to deferred payments on recent acquisitions that fall due if certain performance measures are met.

Dilapidations

This provision is in respect of reinstatement obligations relating to leasehold properties and are expected to arise at the end of the lease. The leases covered by the provision have a maximum remaining term of between 8 and 9 years.

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25. Share capital**Authorised**

	2020 Number	2020 £000	2019 Number	2019 £000
Shares treated as equity				
Ordinary shares of £1.00 each	163,054,529	163,055	12,934,800	12,935
	163,054,529	163,055	12,934,800	12,935

MARSTON (HOLDINGS) LIMITED

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25. Share capital (continued)**Issued and fully paid**

	2020 Number	2020 £000	2019 Number	2019 £000
Ordinary shares of £1.00 each				
At 1 June	12,934,800	12,935	12,934,800	12,935
Shares issued	150,119,729	150,120	-	-
At 31 May	163,054,529	163,055	12,934,800	12,935

On 4 March 2020 the Company issued 150,119,729 ordinary shares of £1 each at par. The consideration received was settled by way of release and waiver of a loan of the same amount owed from the Company to Magenta Bidco Limited.

26. Reserves

The Group's other reserves are as follows:

Retained earnings

The retained earnings reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

In the current year a loan reorganisation was undertaken in order to simplify the intercompany loan position within the Group.

The dividend paid and capital contribution impacts were taken directly to Reserves.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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27. Analysis of amounts recognised in other comprehensive income

	Retained earnings £000
Year to 31 May 2020	
Actuarial gain/(loss) on defined benefit pension schemes	(2,131)
Deferred tax current year (charge)/credit	(828)
	<u>(2,959)</u>
	<u><u>(2,959)</u></u>
	Retained earnings £000
Year to 31 May 2019	
Actuarial gain/(loss) on defined benefit pension schemes	(956)
Deferred taxation credit on pension movement	173
	<u>(783)</u>
	<u><u>(783)</u></u>

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28. Leases**Group****(i) Leases as a lessee**

The Group has a number of property and vehicle leases. With the exception of short term leases, each lease is reflected in the consolidated statement of financial position as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Lease liabilities are due as follows:

	2020
	£000
Contractual undiscounted cash flows due	
Not later than one year	6,035
Between one year and five years	17,782
Later than five years	2,303
	<u>26,120</u>
Lease liabilities included in the Consolidated Statement of Financial Position at 31 May 2020	<u>26,120</u>
Non-current	20,085
Current	<u>6,035</u>

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised in the consolidated statement of financial position:

Right-of-use asset	No of right-of-use assets leased	Range of remaining term (months)	Ave remaining lease term (months)	No of leases with extension options	No of leases with options to purchase	No of leases with termination options
Property	120	12 - 128	50	0	0	0
Motor vehicles	820	2 - 59	38	0	0	0

There were no leases with variable payments linked to indexation.

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The lease liabilities are secured by the related underlying assets. Future minimum lease payments at 31 May 2020 were as follows:

	Within 1 year £000	2-5 years £000	After 5 years £000	Total £000
31 May 2020				
Lease payments	7,092	19,935	2,465	29,492
Finance charges	(1,057)	(2,154)	(161)	(3,372)
Net present values	<u>6,035</u>	<u>17,781</u>	<u>2,304</u>	<u>26,120</u>

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

	2020 £000	2019 £000
Short term leases	216	-
Leases of low value assets	-	-
Variable lease payments	-	-
	<u>216</u>	<u>-</u>

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2020**

29. Financial instruments - fair values and risk management**29.1 Financial risk management objectives****Introduction**

The Group's activities expose it to a number of financial risks including cash flow and credit risk, liquidity risk and market risk. Risk is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. Each individual within the Group is accountable for the risk exposures relating to his or her responsibilities.

Risk management structure

The Board is responsible for the Group's overall risk management approach and for approving the risk management strategies and principles. The Board has the responsibility to monitor the overall risk process within the Group and is responsible for implementing and maintaining risk related procedures to ensure an independent control process is maintained.

29.2 Market risk

Competitive pressure is a continuing risk for the Group, which would result in it losing sales to its key competitors. The Group manages this risk through the developing and maintaining strong relationships with clients.

Volumes not guaranteed

Many of the Group's contracts do not guarantee a set volume of work to be issued. The Group manages this risk by maintaining a broad client base and a range of income streams. These income streams include tracing & investigation, information intelligence, debt collection, compliance recovery, field force-based residency confirmation, distress warrant and liability order enforcement, arrest warrant enforcement, high court writ enforcement, commercial rent recovery and civil parking enforcement.

29.3 Interest rate risk management

The Group is exposed to interest rate risk because the entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts and forward interest rate contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

29.4 Capital market risk

The Group manages its capital to ensure it will be able to continue as a going concern.

The capital structure of the Group consists of intercompany debt, and equity, comprising issued capital and retained earnings. The Group is not subject to any externally imposed capital requirements.

The Group's Directors review the capital structure on a regulated basis. As part of this review, the cost of capital and the risk associated with each class of capital are considered.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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29. Financial instruments - fair values and risk management (continued)**29.5 Cashflow and credit risk management**

The Group's activities expose it to the financial risks of trading.

The Group's principal financial assets are bank balances and cash, trade and other receivables and investments.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful debtors. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

These risks are mitigated by its credit management procedures. The Directors closely monitor cash to ensure that the Group is positioned to meet its requirements.

The Group applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due.

Trade receivables are written off (ie derecognised) when there is no reasonable expectation of recovery.

On the above basis the expected credit loss for trade receivables as at 31 May 2020 and at 31 May 2019 was determined as follows:

	Current £000	Over 30 days £000	Over 60 days £000	Over 90 days £000	Total £000
31 May 2019					
Expected credit loss rate	0.7%	3%	7%	19%	
Gross carrying amount	23,945	770	350	1,999	27,064
Lifetime expected credit loss	168	22	24	386	600

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	Current £000	Over 30 days £000	Over 60 days £000	Over 90 days £000	Total £000
31 May 2020					
Expected credit loss rate	1.87%	8%	13%	22%	
Gross carrying amount	15,775	2,078	959	1,881	20,693
Lifetime expected credit loss	295	166	125	414	1,000

29.6 Liquidity risk management

Liquidity risk is the risk that the Group will be unable to meet its financial obligations as they fall due, or that it will be able to do so only at excessive cost. The Group's exposure to liquidity risk arises mainly from the management of working capital.

Liquidity is maintained mainly through the Group's continuing profitability and sufficient funds for ongoing operations are ensured through a mixture of short and long term intercompany funding and retained profits.

29.7 Fair value measurements/Financial instruments

This note provides information about how the Group determines fair values of various financial assets and liabilities.

For the year ended 31 May 2019 the accounts have transitioned from the governing Standard IAS39 to IFRS7. Management carried out an analysis of the impact of this transition and have concluded that there is no change in the allocation of financial assets and liabilities to specific categories.

The carrying amounts of Marston (Holdings) Limited's financial assets and liabilities as recognised at the balance sheet date of the reporting periods under review may also be categorised as below.

No related party transactions occurred in the period.

	2020 £000	2019 £000
Loans and receivables - amortised cost		
Trade receivables (note 20)	19,523	26,464
Amounts due from related parties (note 20)	124,481	2,847
Other receivables (note 20)	9,558	664
Cash and cash equivalents	25,743	26,733
	179,305	56,708

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	2020 £000	2019 £000
Current liabilities		
Trade payables (note 21)	6,512	7,453
Amounts owed to related parties (note 21)	86,332	139,699
Social security and other taxes (note 21)	22,187	13,207
Other payables (note 21)	224	54
	115,255	160,413
	115,255	160,413

As at 31 May 2020 and 31 May 2019 the Group's liabilities have contractual maturities which are summarised below:

	2020 £000	2019 £000
All due within 6 months		
Trade payables	6,512	7,453
Amounts owed to related parties	86,332	139,699
Other short term financial liabilities	22,411	13,261
	115,255	160,413
	115,255	160,413

The above contractual maturities reflect the gross cash flows, which may differ to the carrying values of the liabilities at the balance sheet date.

Significant accounting policies

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the basis of measurement and the bases for recognition of income and expenses) for each class of financial asset, financial liability and equity instruments are disclosed in note 5.

30. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. The subsidiaries of the Company are wholly owned and therefore exempt from disclosure. Whilst the balances are eliminated on consolidation they are included in the parent company accounts. No other related party transactions occurred in the period.

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31. Business combinations during the year**31.1 Subsidiaries acquired**

Name	Principal activity	Date of acquisition	Proportion of voting equity interests acquired %	Consideration transferred £000
Smartworks Metering Limited	Smart meter and camera installation	02/07/19	100	1,304
Gasworks UK Limited	Smart meter and camera installation	02/07/19	100	223
Engage EV	Debt collection and enforcement services	28/11/19	100	26
Future Energy Metering Limited	Smart meter and camera installation	02/07/19	100	10
				<u>1,563</u>

31.2 Consideration transferred

	Smartworks Metering Limited £000	Gasworks UK Limited £000	Engage EV £000	Future Energy Metering Limited £000
Cash	1,304	223	26	10
	<u>1,304</u>	<u>223</u>	<u>26</u>	<u>10</u>

31.3 Assets acquired and liabilities recognised at the date of acquisition

	Smartworks Metering Limited £000	Gasworks UK Limited £000	Engage EV £000	Future Energy Metering Limited £000	Total £000
Non-current assets					
Property, plant and equipment	-	13	-	-	13
Current assets					
Cash and cash equivalents	2	-	-	-	2
Trade and other receivables	166	349	-	-	515
Inventories	46	5	-	-	51
Non-current liabilities					

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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31. Business combinations during the year (continued)**31.3 Assets acquired and liabilities recognised at the date of acquisition (continued)****Current liabilities**

Trade and other liabilities	(954)	(589)	(179)	(2)	(1,724)
	<u>(740)</u>	<u>(222)</u>	<u>(179)</u>	<u>(2)</u>	<u>(1,143)</u>

31.4 Goodwill arising on acquisition

	Smartworks Metering Limited £000	Gasworks UK Limited £000	Engage EV £000	Future Energy Metering Limited £000	Total £000
Consideration transferred	1,304	223	26	10	1,563
Fair value of identifiable net liabilities acquired	740	222	179	2	1,143
Goodwill arising on acquisition	<u>2,044</u>	<u>445</u>	<u>205</u>	<u>12</u>	<u>2,706</u>

31.5 Net cash outflow on acquisition

	2020 £000
Consideration paid in cash	1,563
Less: cash and cash equivalent balances acquired	(2)
	<u>1,561</u>

31.6 Impact of acquisition on the results of the Group

The entities acquired incurred a loss of £0.5m for the 11 months from 1 July 2019 to the reporting date, primarily because the business was significantly impacted by COVID-19, due to the impacts of the first lockdown. Revenue for the 11 months to 31 May 2020 was £2.8m.

If the entities were acquired on 1 June 2019, revenue of the group for 2020 would have increased by £0.2m and loss remained the same.

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32. Reconciliation of liabilities arising from financing activities

	Finance lease liabilities £000	Total £000
At 1 June 2019	6,227	6,227
Cash flows: capital repayment	(3,735)	(3,735)
Adoption of IFRS16	23,628	23,628
At 31 May 2020	26,120	26,120

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33. Defined benefit schemes**(i) Defined benefit scheme characteristics and funding****Prudential Platinum - NSL Limited**

The Company sponsors Prudential Platinum - NSL Limited, a funded defined benefit pension scheme in the UK. The scheme is set up on a tax relieved basis as a separate trust independent of the Company and is supervised by independent trustees. The trustees are responsible for ensuring that the correct benefits are paid, that the scheme is appropriately funded and that scheme assets are appropriately invested.

This scheme provides pensions and lump sums to members on retirement and to their dependants on death. Members who leave service before retirement are entitled to a deferred pension.

Active members of the scheme pay contributions at a rate depending on their benefit structure and the Company pays the balance of the cost as determined by regular actuarial valuations. The Trustees are required to use prudent assumptions to value the liabilities and costs of the scheme whereas the accounting assumptions must be best estimates.

The scheme poses a number of risks to the Company, for example longevity risk, investment risk, interest rate risk, inflation risk and salary risk. The trustees are aware of these risks and use various techniques to control them. The trustees have a number of internal control policies including a risk register, which are in place to manage and monitor the various risks they face.

The scheme is subject to regular actuarial valuations, which are usually carried out every three years. The next actuarial valuation is due to be carried out with an effective date of 31 December 2021. These actuarial valuations are carried out in accordance with the requirements of the Pensions Act 2004 and so include deliberate margins for prudence. This contrasts with these accounting disclosures, which are determined using best estimate assumptions.

A formal actuarial valuation was carried out as at 31 December 2018. The results of that valuation have been projected to 31 May 2020 by a qualified independent actuary. The figures in the following disclosure were measured using the Projected Unit Method.

The amounts recognised in the statement of financial position are as follows:

	31 May 2020	31 May 2019
	£000	£000
Present value of scheme liabilities	(9,662)	(9,558)
Fair value of scheme assets	10,681	10,649
Funded Status	<u>1,019</u>	<u>1,091</u>
Restiction on asset recognised	<u>(1,019)</u>	<u>(1,091)</u>
Net amount recognised at year end	<u><u>-</u></u>	<u><u>-</u></u>

The amounts recognised in comprehensive income are:

The current and past service costs, settlements and curtailments, together with the net interest expense for the year, are included in the employee benefits expense in the statement of comprehensive income. Remeasurements of the net defined benefit liability are included in other comprehensive income.

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	31 May 2020	31 May 2019
	£000	£000
Service Cost:		
Current service cost (net of employee contribution)	224	240
Administration expenses	100	59
Administration expenses Past service cost and loss/(gain) on settlements and curtailments	333	71
Net interest credit	(25)	(26)
	<u>632</u>	<u>344</u>
Charge recognised in P&L		
Remeasurements of the net liability:		
Return on scheme assets (excluding amount included in interest expense)	(595)	(163)
Loss/(gain) arising from changes in financial assumptions	793	141
Loss/(gain) arising from changes in demographic assumptions	(108)	-
Experience loss/(gain)	(257)	(94)
	<u>(167)</u>	<u>(116)</u>
Credit recorded in other comprehensive income		
Total defined benefit cost/(credit)	<u>465</u>	<u>157</u>
The principal actuarial assumptions used were:		
	31 May 2020	31 May 2019
Liability discount rate	1.60%	2.65%
Inflation assumption - RPI	2.70%	3.20%
Inflation assumption - CPI	1.90%	2.20%
Rate of increase in salaries	1.50%	2.90%
Revaluation of deferred pensions:		
In line with RPI	2.70%	3.20%
In line with CPI	1.90%	2.20%
Increases for pensions in payment:		
RPI max 6%	2.70%	2.90%
Mortality assumption - pre retirement	See below	See below
Mortality assumption - male post retirement	SAPS S3PMA CMI_2018_M 1.5% long term trend	SAPS S2PMA CMI_2015_M 1.5% long term trend
Mortality assumption - female post retirement	SAPS S3PFA CMI_2018_F 1.5% long term trend	SAPS S2PFA CMI_2015_F 1.5% long term trend

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Expected age at death of current pensioner at age 65:		
Male aged 65 at year end:	87.0	87.7
Female aged 65 at year end:	89.3	89.8
Expected age at death of future pensioner at age 65:		
Male aged 45 at year end:	88.7	89.9
Female aged 45 at year end:	91.0	92.1

Changes in the present value of assets over the period:

	31 May 2020	31 May 2019
	£000	£000
Fair value of assets at start of period	10,649	10,240
Interest income	271	286
Return on assets (excluding amount included in net interest expense)	595	163
Assets distributed on settlements	(882)	-
Contributions from the employer	393	335
Contributions from employees	17	18
Benefits paid	(262)	(334)
Administration expenses	(100)	(59)
Fair value of assets at end of period	10,681	10,649
Actual return on assets over the period	866	449

Changes in the present value of liabilities over the period:

	31 May 2020	31 May 2019
	£000	£000
Liabilities at start of period	9,558	9,327
Current service cost	224	240
Interest cost	246	260
Contributions from employees	17	18
Remeasurement (gains)/losses:		
Actuarial gains and losses arising from changes in financial assumptions	793	141
Actuarial gains and losses arising from changes in demographic assumptions	(108)	-
Other experience items	(257)	(94)
Loss/(gain) on curtailments	123	-
Liabilities extinguished on settlements	(672)	-
Benefits paid	(262)	(334)
Liabilities at end of period	9,662	9,558

The split of the scheme's liabilities by category of membership is as follows:

	31 May 2020	31 May 2019
Active members	3,325	8,064
Deferred pensioners	4,052	1,100
Pensions in payment	2,285	394
	9,662	9,558

Average duration of the scheme's liabilities at the end of the period (years)	22	22
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The major categories of scheme assets are as follows:

	31 May 2020 £000	31 May 2019 £000
Return seeking		
UK equities	1,158	1,395
Overseas equities	1,420	1,456
Diversified growth	1,088	1,162
Return seeking subtotal	3,666	4,013
Debt instruments		
Corporates	3,340	3,063
Index-linked	3,342	3,261
Debt instrument subtotal	6,682	6,324
Other		
Annuities	334	301
Cash	-	12
Total market value of assets	10,681	10,649

The Scheme has no investments in the Company or in property occupied by the Company.

The Company expects to contribute £706,000 to the Scheme during year ending 31 May 2021.

Sensitivity of the liability value to changes in the principal assumptions

If the discount rate was 0.1 percent higher (lower), the scheme liabilities would decrease by £200k (increase by £206k) if all the other assumptions remained unchanged.

If the inflation assumption was 0.1 percent higher (lower), the scheme liabilities would increase by £182k (decrease by £177k). In this calculation all assumptions related to the inflation assumption have been appropriately adjusted; that is the salary, deferred pension and pension in payment increases. The other assumptions remain unchanged.

If the salary increase assumption was 0.1 percent higher (lower), the scheme liabilities would increase by £2k (decrease by £2k) if all the other assumptions remained unchanged.

If life expectancies were to increase (decrease) by 1 year, the scheme liabilities would increase by £388k (decrease by £373k) if all the other assumptions remained unchanged.

Local Government Pension Scheme - NSL Limited

NSL Limited (NSL) participated in 15 local Funds of the Local Government Pension Scheme ("the Scheme") over the financial year (excluding those where a pass through agreement is in place). The LGPS is a funded multi-employer defined benefit pension scheme in the UK. Each LGPS Fund is administered by the Local Authority named as the 'Administering Authority'. The Administering Authority acts in the interest of the Scheme and all relevant stakeholders, including the members and all the participating employers. The Administering Authority is also responsible for the investment of the Fund's assets. At the year-end NSL participated in 15 local Funds.

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Pension benefits accrued prior to 31 March 2014 (31 March 2015 in Scotland) are based on members' service and their Final Pensionable Salary at retirement (or earlier leaving). Different accrual rates, cash entitlements and retirement ages apply to different tranches of benefits accrued prior to this date. Pension benefits accrued from 1 April 2014 (1 April 2015 in Scotland) are determined on a Career Average Revalued Earnings basis, with an accrual rate of 1/49ths. Members who leave service before retirement are entitled to a deferred pension and death & ill-health benefits are provided by the Scheme.

Active members of the Scheme pay contributions as set out in LGPS Regulations. NSL pay contributions to each Fund in which it participates at different rates, set at each triennial valuation by the Fund Actuary and documented in the Rates and Adjustments certificate. The previous actuarial valuation was carried out as at 31 March 2019 (31 March 2017 in Scotland, the valuation as at 31 March 2020 is yet to be completed), following which contribution rates for the period 2020 to 2023 were set (rates for the period 2018 to 2022 were previously set in Scotland at the 2017 valuation). The next actuarial valuation takes place as at 31 March 2022 (31 March 2020 in Scotland), following which contribution rates from 1 April 2023 (1 April 2021 in Scotland) will be set. The Fund Actuaries are required to use prudent assumptions to value the liabilities and the costs of the Scheme whereas the approach to setting the accounting assumptions is prescribed in the accounting standards.

"The Scheme poses a number of risks to NSL, for example longevity risk, investment risk, interest rate risk, inflation risk and salary risk. The Administering Authorities (to each Fund) are aware of these risks and use various techniques to control them.

NSL participate in some local LGPS Funds on a 'pass-through' basis, whereby NSL pays a fixed contribution rate during the period of the contract. At the end of the contract, any surplus or deficit reverts to the contract letting authority. As such, NSL is only responsible for paying annual contributions detailed under the 'pass through' agreement (and the cost of any employer specific experience) so the value of the assets and liabilities in respect of these admission agreements is not included in this disclosure. This approach is consistent with that taken last year.

The figures in the following disclosure were measured using the Projected Unit Method.

The amounts recognised in the statement of financial position are as follows:

	31 May 2020	31 May 2019
	£000	£000
Defined benefit obligation	(27,063)	(23,785)
Fair value of scheme assets	22,881	22,420
Net defined benefit asset/(liability) recognised at year end	<u>(4,182)</u>	<u>(1,365)</u>

The amounts recognised in comprehensive income are:

The current and past service costs, settlements and curtailments, together with the net interest expense for the year, are included in the employee benefits expense in the statement of comprehensive income. Remeasurements of the net defined benefit liability are included in other comprehensive income.

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	31 May 2020 £000	31 May 2019 £000
Service cost:		
Current service cost (including expected administration expenses)	827	1,003
Past service cost and loss on settlements and curtailments	-	327
Net interest expense	45	26
Charge recognised in P&L	<u>872</u>	<u>1,356</u>
Remeasurements of the net liability:		
Return on scheme assets (excluding amount included in interest expense)	(112)	291
Gain arising from changes in financial assumptions	3,384	(78)
Loss arising from changes in demographic assumptions	(1,017)	-
Experience loss/(gain)	(124)	8
Charge/(credit) recorded in other comprehensive income	<u>2,131</u>	<u>221</u>
Total defined benefit cost/(credit)	<u><u>3,003</u></u>	<u><u>1,577</u></u>

The principal actuarial assumptions used were:

	31 May 2020	31 May 2019
Liability discount rate	1.60%	2.65%
Inflation assumption - CPI	1.90%	2.20%
Rate of increase in salaries (average)	1.50%	1.50

Proportion of employees commuting pension for cash is per the assumption adopted at the previous valuation of the LGPS Funds.

The mortality assumptions at 31 May 2020 are as per the assumptions set by local Fund Actuaries at the previous valuation. Further details can be obtained on request.

Changes in the present value of assets over the period:

	31 May 2020 £000	31 May 2019 £000
Fair value of assets at start of period	22,420	25,311
Interest income	5,922	660
Return on assets (excluding amount included in net interest expense)	112	(292)
Assets distributed on settlements	-	(2,978)
Contributions from the employer	185	268
Contributions from employees	137	166
Benefits paid	(565)	(715)
	-	-
	-	-
Fair value of assets at end of period	<u>22,881</u>	<u>22,420</u>
Actual return on assets over the period	704	368

MARSTON (HOLDINGS) LIMITED

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Changes in the present value of liabilities over the period:

	31 May 2020	31 May 2019
	£000	£000
Liabilities at start of period	23,785	25,366
Current service cost	827	1,003
Interest cost	637	686
Contributions from employees	136	166
Remeasurement gains:		-
Actuarial gains and losses arising from changes in financial assumptions	3,384	(77)
Actuarial gains and losses arising from changes in demographic assumptions	(1,017)	-
Other experience items	(124)	8
Past service cost, including curtailments and settlements	-	(2,652)
Benefits paid	(565)	(715)
		-
Liabilities at end of period	27,063	23,785

The split of the scheme's liabilities by category of membership is as follows:

	31 May 2020	31 May 2019
	£000	£000
Active members	17,348	19,502
Deferred pensioners	3,935	2,932
Pensions in payment (funded)	5,780	1,351
	27,063	23,785

The major categories of scheme assets are as follows:

	31 May 2020	31 May 2020
	£000	%
Return seeking		
UK Equities	1,929	8
Overseas Equities	5,292	23
Private Equity	4,245	19
Return seeking subtotal	11,466	50
Debt instruments		
Corporates	1,412	6
Gilts	523	2
Index Linked	1,211	5
Debt instrument subtotal	3,146	13
Other	-	-
Property	1,480	9
Hedge Funds	275	1
Cash	809	4
Infrastructure & commodities	1,756	8
Others	3,488	15
Total market value of assets	22,420	100.00

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The asset split shown at the accounting date is based on the split of the each Fund's assets as at the most recent date this information was available.

The Scheme has no investments in Marston Holdings Limited.

The Company expects to contribute £0.29m to the Scheme during year ending 31 May 2021.

Sensitivity of the liability value to changes in the principal assumptions

If the discount rate was 0.5 percent lower, the scheme liabilities would increase by £2.8m if all the other assumptions remained unchanged.

If the salary growth assumption was 0.5 percent higher, the scheme liabilities would increase by £0.3m if all the other assumptions remained unchanged.

If the CPI inflation assumption was 0.5 percent higher, the scheme liabilities would increase by £1.9m if all the other assumptions remained unchanged.

If life expectancies were to increase by 1 year, the scheme liabilities would increase by £1.1m if all the other assumptions remained unchanged.

The sensitivities above have been determined based on the membership profile of Marston Holdings Limited at the most recent actuarial valuations.

34. Parent and ultimate parent undertaking

The smallest group of undertakings for which consolidated financial statements have been drawn up is that headed by Marston (Holdings) Limited.

The largest group of undertakings for which group accounts have been drawn up is that headed by the ultimate parent company and controlling party as at 31 May 2020, Free Flow Topco Limited. Consolidated accounts are available from Embassy House, 60 Church Street, Birmingham, B3 2DJ.

35. Contingent liabilities

The Group has given a number of performance and trade guarantees in the normal course of business. At 31 May 2020 the value of guarantees in place was £8.5m (2019: £9.3m).

36. Parental Guarantees

The company has taken advantage of the audit exemption for five of its subsidiaries, Field Services Investment Limited (company number 12009931), Engage EV Limited (company number 12329783), Future Energy Metering Limited (company number 09969384), Smartworks Metering Limited (company number 09845307), Videalert Limited (company number 05040786, Videalert Development Limited (company number 07640667) and Gasworks UK Limited (company number 06815079) by virtue of s479a of the Companies Act 2006. The Company has provided parent guarantees to these five subsidiaries which have taken advantage of the exemption from audit.

MARSTON (HOLDINGS) LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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37. Events after the reporting date

Group

After the year end, Management made the decision to exit the Airports business, and trading ceased on 6th November 2020. In order to reflect this the business was written down to £nil in the book and records of the entity, and a £6.9m impairment was recognised in the accounts post year end for Goodwill and a £1.8m impairment for intangible assets.