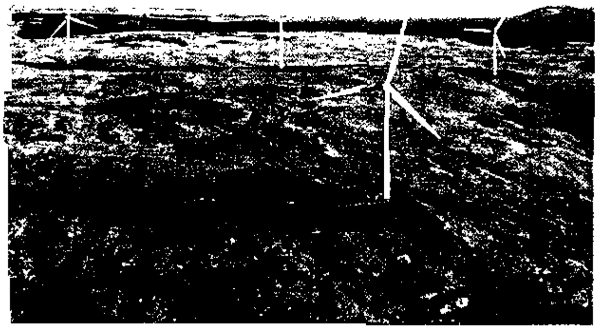
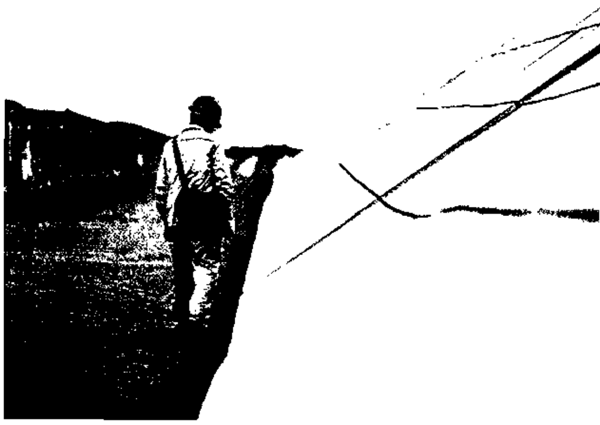
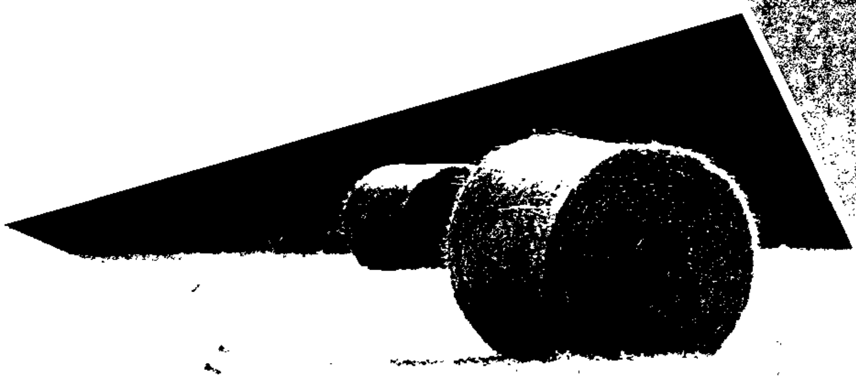




FERN TRADING

Registered No. [illegible]



Group snapshot

Revenue

Revenue has increased by over 8% in the last 3 years from **£393m** in 2019 to **£425m** in 2021

Carbon offsets

Our renewable energy sites' carbon saving is **790,921** carbon tonnes this year

Energy generation

Our renewable energy assets produce enough energy to power **779,925** UK homes

Number of loans

We provide financing to **189** borrowers in the UK

Number of employees

We employ a total of **1,050** people

Number of sites

We own **217** renewable energy sites spread predominantly across the UK

Chief Executive's review

Our business is now designed to remain robust in unexpected situations and a more difficult trading environment. As such, we have been pleased but not surprised that the value of the Group has remained solid throughout the lockdown response to Covid-19. Our diverse business has continued to perform robustly and we have been able to pursue some new opportunities in order to successfully position our Group for future growth.

The two strands of our strategy have enabled us to target consistent growth for shareholders despite challenging and changing environments. The first is to operate across multiple sectors and so to have a diversified Group. The second is to select essential sectors that we expect to perform steadily through all market cycles.

Our share price delivered 4.8[illegible]% growth over the past twelve months, ahead of our target of 4.[illegible]% growth per annum. The strong share price growth reflects solid operational performance across all sectors, supported by an increase in long-term energy price forecasts and growth in new sectors.

Our business has moved into its second decade and is a large and established Group, comprising of almost 3[illegible] companies. We have now been able to expand from our stable base to build for the future. We have a diversified and mature business with Group companies that have undertaken a range of activities for many years generating steady long-term growth for our shareholders. From this secure base, this year we was able to begin a range of exciting new activities with the business making sensible investments in new adjacent sectors designed to set the scene for future growth in line with our existing strategy.

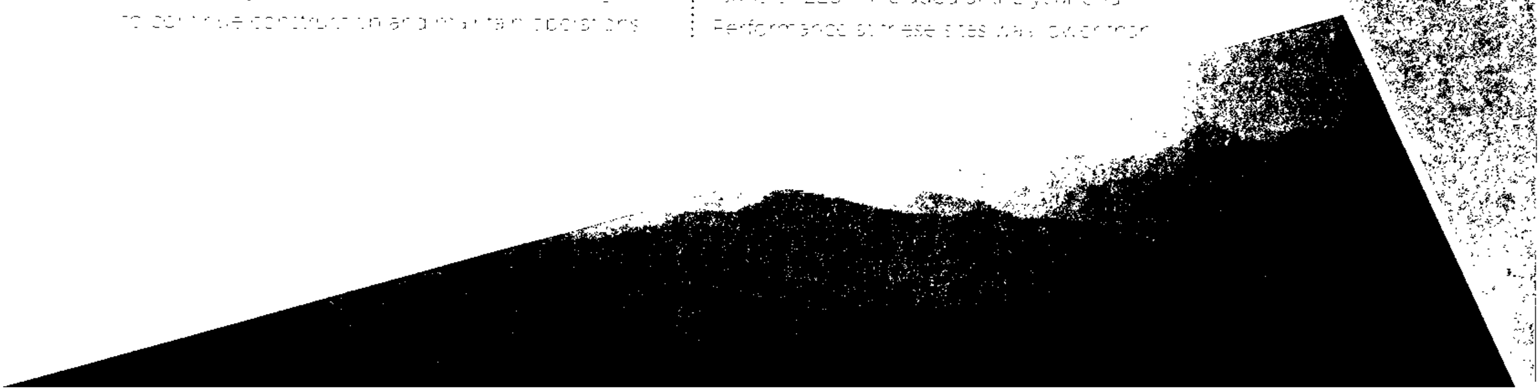
We also continue to support the employment of more than 1,0[illegible] full-time staff across the businesses that we own and operate, and indirect employment provides for hundreds more people via contracts that we have in place. Many of our own staff and the contractors we work with were given key worker status during the Covid-19 lockdowns, allowing us to continue construction and maintain operations.

A reflection on our year

Our business achieved consistent returns while moving out to deployment during the year, resulting in [illegible]m of revenue across the Group (2020: £[illegible]m restated) and net assets of £[illegible]m (2020: £[illegible]m restated). We are pleased to report that in [illegible]ember 2021 the Group completed a successful rights issue raising £14[illegible]m from existing shareholders. These shares were issued to enable the Group to secure additional opportunities to grow our business in line with our strategic objectives, in particular the fibre broadband sector.

Almost [illegible]% of our business now comprises renewable energy generating assets such as solar energy sites and wind farms, which provide long-term revenue streams. We intentionally own energy generating assets across a range of technologies to provide diversification and assist with creating a stable share price in a sector where values can be impacted by changes in prices and policy. We saw an increase in long-term energy price forecasts, lead by increased carbon and gas prices and higher energy demand with the post-pandemic economic recovery, contributing to a 10[illegible] increase in our energy revenues during the year. Our holdings in these sectors have been bolstered this year with the acquisitions of [illegible] sites in [illegible] complementary jurisdictions, adding to our wind portfolio in France as well as using our expertise to enter the Finnish wind market with the acquisition of a wind farm under construction. Our [illegible] and well-established [illegible] has been delivering very stable returns since its acquisition in 2019. We took the opportunity to boost this business by acquiring a 4[illegible]MW operational biomass site at Snetterton in East Anglia in [illegible].

We also chose to acquire [illegible] sites [illegible] during the year and immediately after year end that our Group had previously been a lender to. The [illegible] purchased after year end resulted in the crystallisation of a provision on the loans of £25m included at the year end. Performance of these sites was lower than



Chief Executive's review

[illegible]

[illegible]

[illegible]

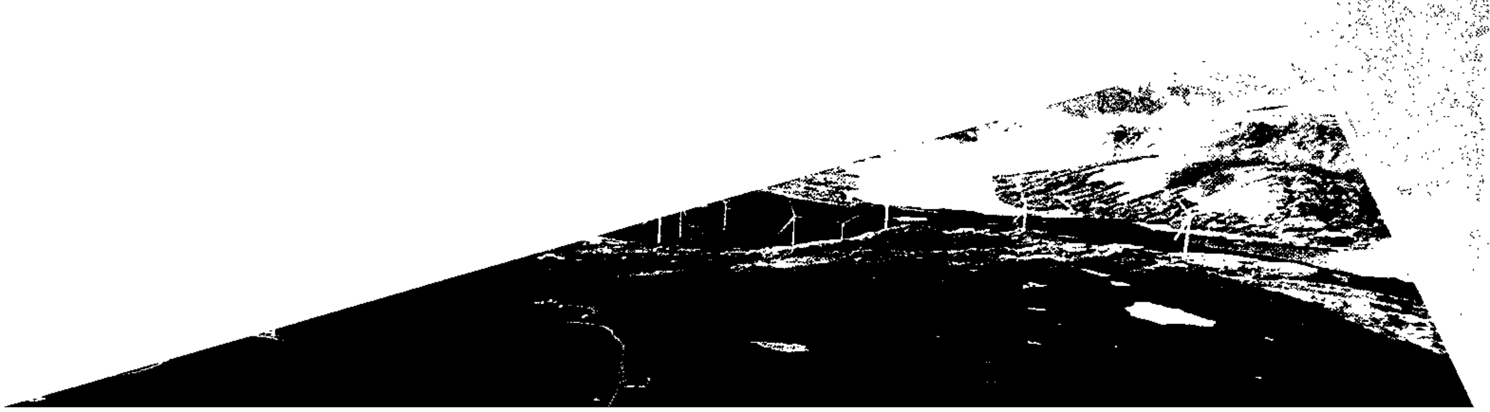
[illegible]

[illegible]

[illegible]

Response to Covid-19

[illegible]



Chief Executive's review

However, as in our existing lending business, where we [illegible] around [illegible] against property with an average loan to value of around 6[illegible]%, and the overall performance of this area of the Group remained robust. Our lending business [illegible] operating at normal [illegible] and we would expect the [illegible] to grow as the loan [illegible] levels seen prior to the lockdown period.

Responsible business practices

Our business strategy is designed to target steady, long term growth for our shareholders both through owning and operating businesses that are underpinned by valuable assets and through operating a high-quality and large scale secured lending business. We are well positioned to look for openings in sectors where we have a track record of delivering profitability and growth over the long term, as well seeking further opportunities in new sectors where our expertise could be transferred.

During the past ten years, we have established ourselves as one of the largest owners and operators of renewable assets in the UK. We are one of the UK's largest producers of solar energy, from commercial-scale sites, and we have built on this expertise to grow our business into other renewable technologies such as onshore wind energy, biomass and landfill gas. We produce more than [illegible]% of the UK's solar energy, and [illegible]% of the UK's onshore wind energy output – a significant contribution to the UK's green energy targets. We have also built an impressive short- and medium-term lending business with a loan book of over £[illegible]m that facilitates the construction and implementation of [illegible] renewable energy assets and [illegible] infrastructure throughout the UK.

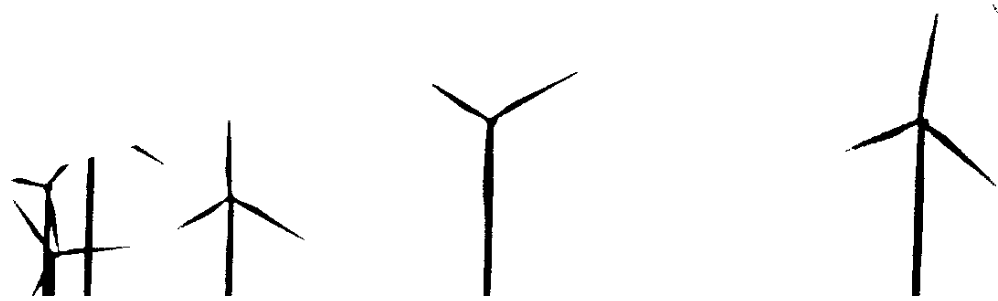
The Group has also diversified its energy [illegible] outside the UK, using our industry expertise in other worldwide markets. This has enabled us to acquire [illegible] for the development of [illegible] in Poland, Ireland, Finland, France and Australia.

Current trading and outlook

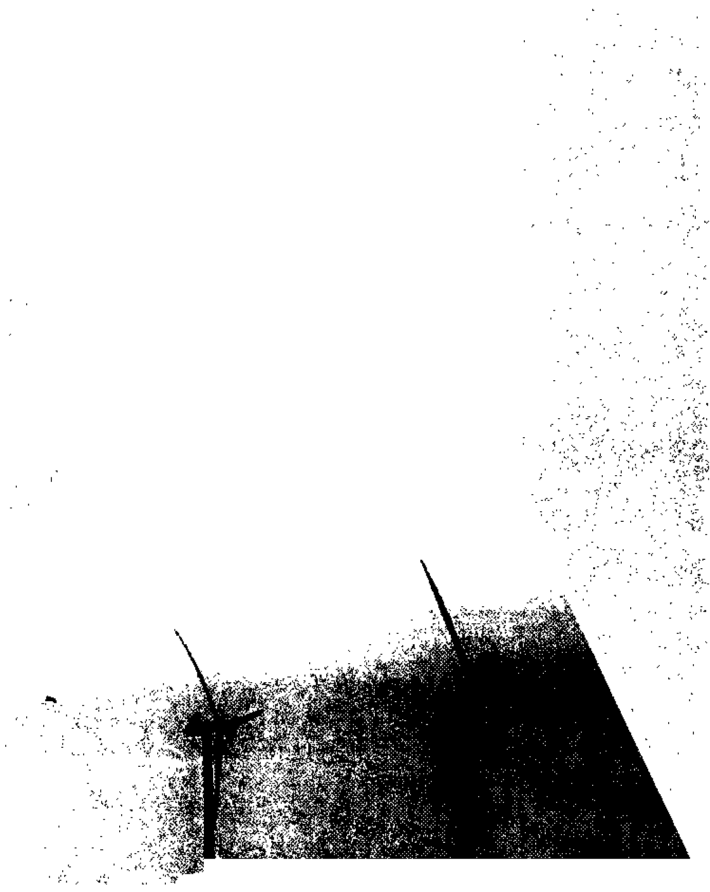
Since the year end the Group has continued to perform steadily and in line with our expectations. Given the uncertainty the Covid-19 pandemic continues to bring, we remain confident that the Group will be able to continue operating as usual, given the key worker status of our energy, healthcare and hotel divisions.

Our property lending business continues to perform strongly, with increased deployment in this sector since the year end. With our strong track record in this area, along with our disciplined approach to due diligence and conservative loan to value ratios, particularly important through the continued period of economic uncertainty, we believe that our business is well positioned to grow.

Recent trading in our energy operations has further exceeded our expectations as a result of high wholesale energy prices, although we remain cautious over the level of demand due to the ongoing Covid-19 pandemic. Following the year end, the Group has made several acquisitions in the energy division, including a construction-ready wind farm in Queensland, Australia due to become operational in late 2023, a construction-ready [illegible] near Glasgow due to become operational in 2024, as well as a number of [illegible] power plants.



Chief Executive's review



Our business at a glance

Fern Trading Limited ("Fern", formerly Fern Trading Group Limited) is the parent company of its subsidiaries (together the "Group"). Our group operates across four key areas: energy, healthcare, fibre broadband and lending. Over the past eleven years we have built a carefully diversified group of operating businesses, well positioned to deliver long-term value and predictable growth for our shareholders.

1. Owning and operating energy sites

We generate power from sustainable sources and sell the energy produced either directly to industrial consumers or to large networks. Many of our renewable energy sites also qualify for government incentives, which represent an additional source of income. We have also utilised our expertise in renewables to construct further sites for ongoing operation. At the year end the Group also had five sites under construction.

2. Short- and medium-term lending

We lend on a secured basis to a large number of property professionals and also provide finance to enable other businesses to build assets, including care homes, energy sites and other residential and commercial properties.

3. Owning and operating healthcare infrastructure

We own a number of retirement villages and private hospitals, which provide high quality healthcare services from operational sites in the UK.

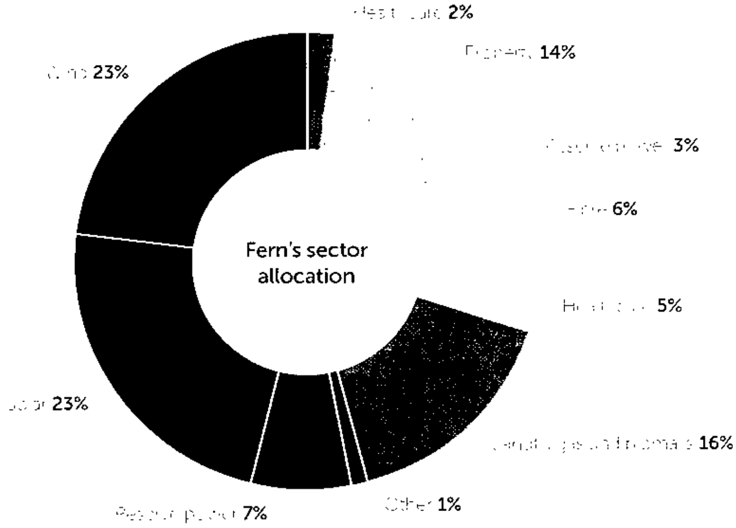
4. Owning and operating fibre broadband suppliers

We are building out fibre broadband networks in certain areas of the UK to provide ultrafast fibre broadband internet to homes and businesses. Our management teams are working hard to complete this build phase and are contributing revenue to the Group as customers join the networks.

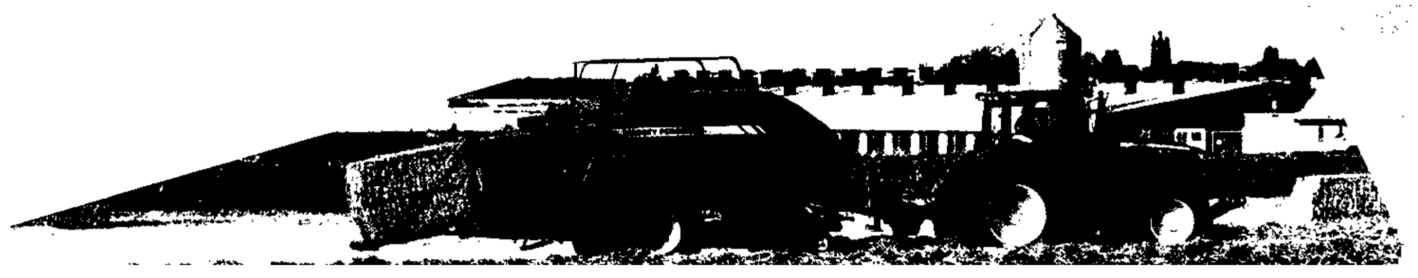
Solar, wind, biomass, landfill gas, reserve power	Property lending, development financing	Retirement villages, private hospitals	Delivering ultrafast fibre broadband across the UK
Operational Construction		Operational Construction	Operational Construction

Our business at a glance

Sector split*

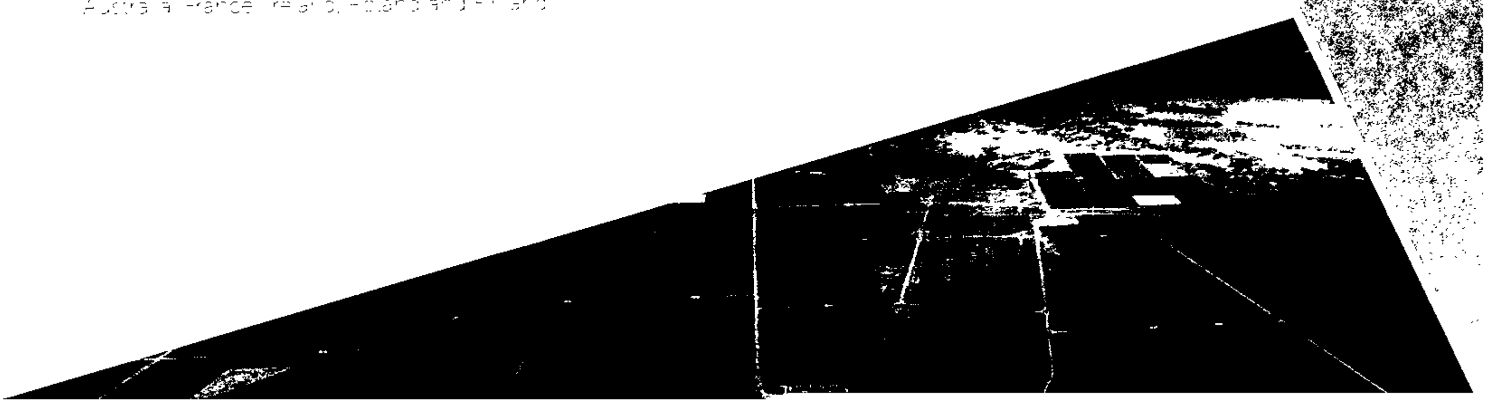


■■	Owning and operating assets	81%
■	Lending	19%



Our business at a glance

Australia, France, Ireland, Poland and Finland



Our business at a glance

[illegible]

Energy

[illegible]

[illegible]

[illegible]

Healthcare

[illegible]

[illegible]

Fibre

[illegible]

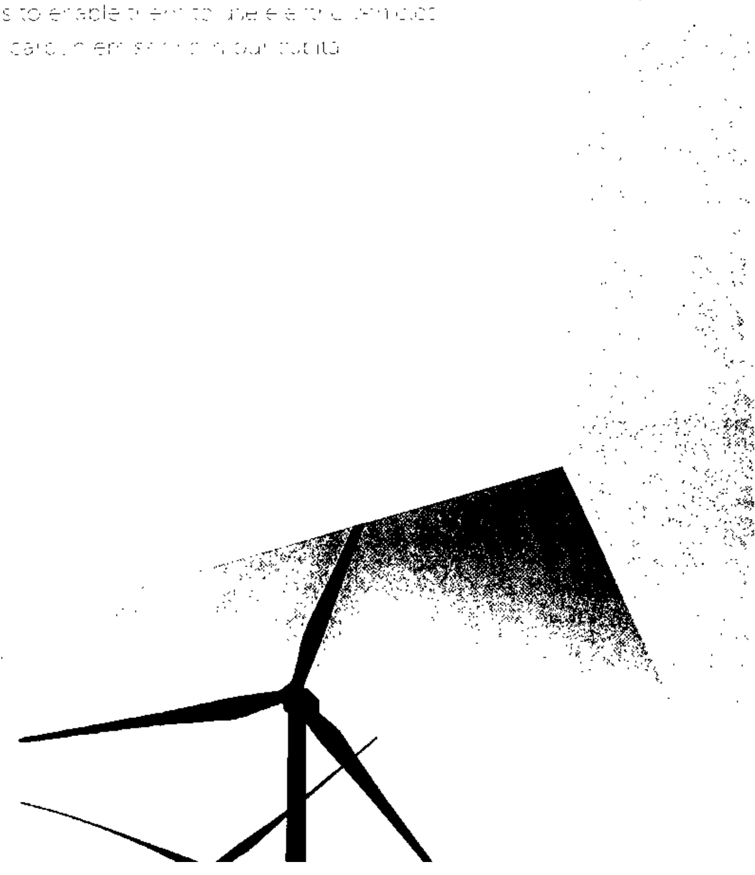
[illegible]

[illegible]

Lending

[illegible]

[illegible]



Our strategy in focus

Energy division

[illegible]

[illegible]

[illegible]

"Our renewable energy sites generated over 2,762 GWh of power."

[illegible]

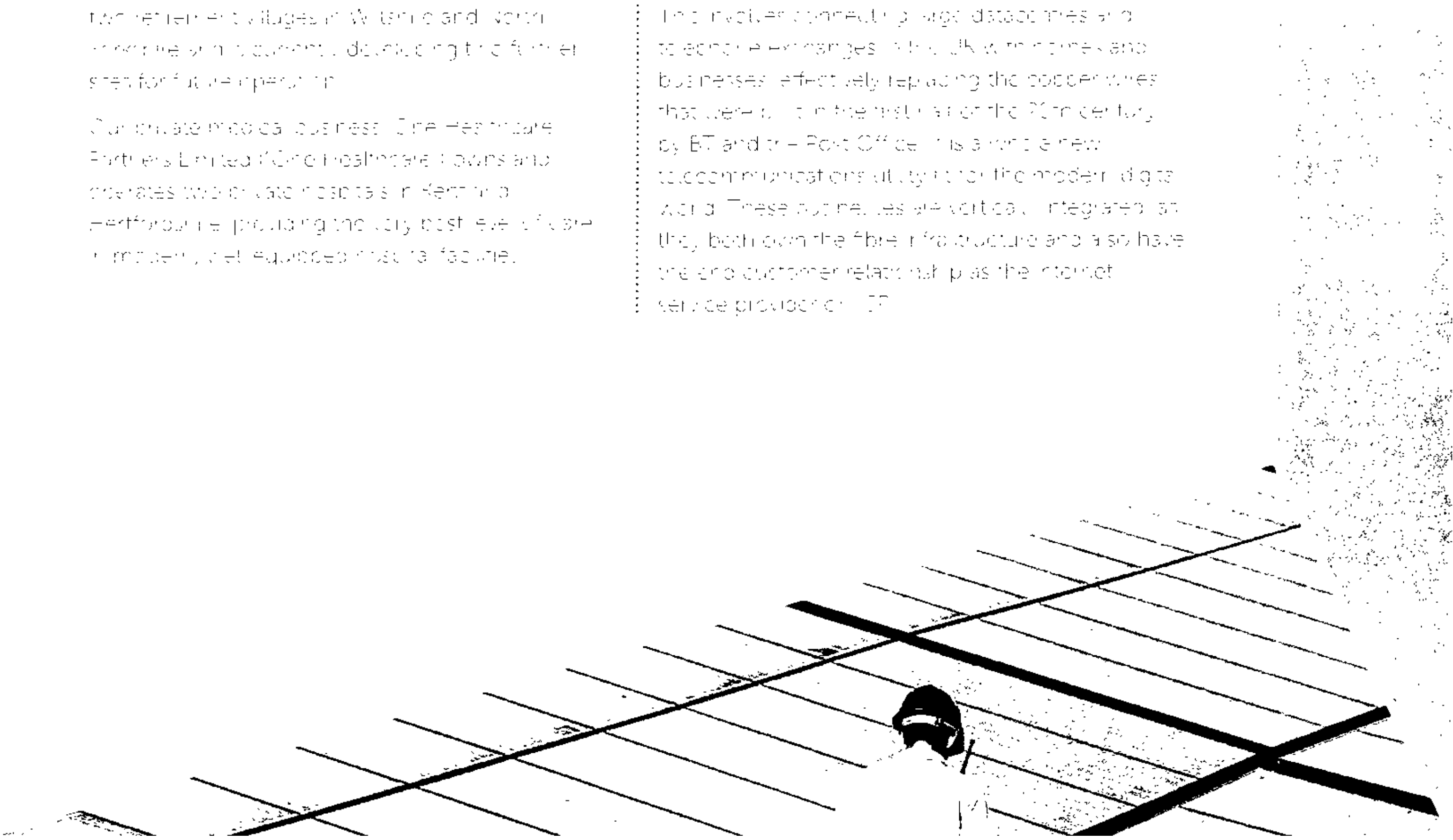
[illegible]

[illegible] panels would stretch from London to Mexico City.

Our strategy in focus

Healthcare division

Fibre division



Our strategy in focus

Through this process we are building a wholesale network in London capable of supplying B2B enterprise connectivity, which will be sold to retailers who will include the end [illegible] business customers.

The Fibre division currently represents a small part of our Group. However, the acquisitions we have made have been done as a platform for growth and as the Group continues to grow, we expect this division to become a larger part of our business over time. These operations will require approximately £10m of capital over the next four years to fund their build outs.

Our teams continued to build out their fibre networks throughout the Covid-19 pandemic, benefiting from key worker status. We expect that demand for infrastructure for broadband will continue to rise with more people working from home for the foreseeable future and therefore we are positive about the contributions we can make in this area.

Lending

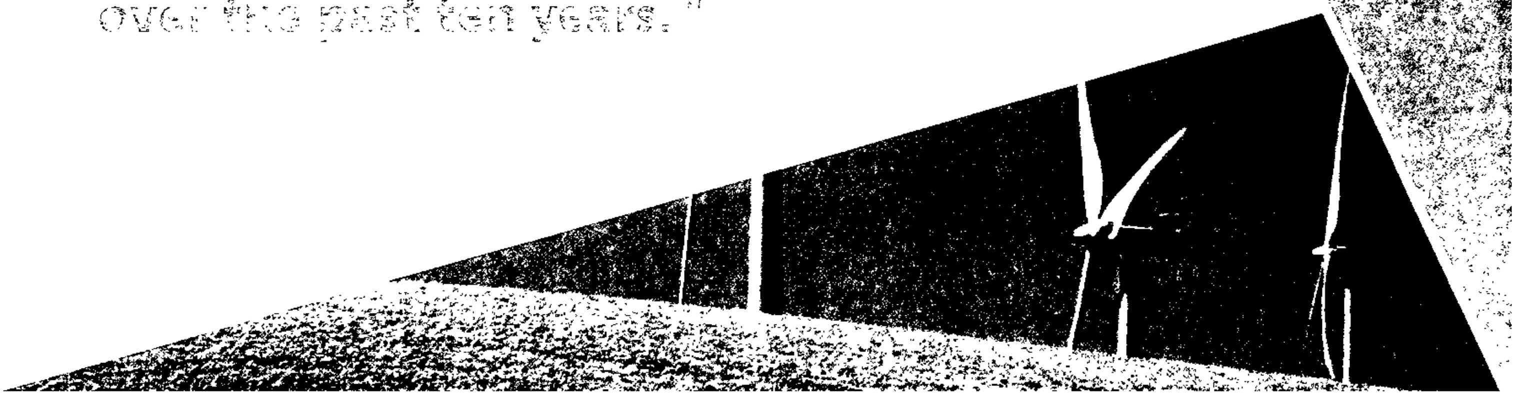
Lending continues to be a core part of our business and has provided the Group with a profitable and cash generative sector over the past ten years. This well-established part of our Group can be split into two main areas: property lending, which provides short-term financing to experienced, professional property developers [illegible] seeking bridging finance and development financing, and lending which provides short- and medium-term financing to companies to cover part of the costs of developing high value business assets including healthcare facilities and energy generation sites.

The lending business has remained resilient against the impact of Covid-19. During the initial lockdown, we saw reduced loan activity, however since August 2020 we have seen a return to normal repayment terms and activity levels. We continue to manage risk across our lending business through undertaking careful borrower due diligence, taking security over assets, typically on a first charge basis and maintaining conservative loan-to-value ratios.

A key benefit of the scale of our Group and of the business that we have built up in this sector is our ability to mitigate risk through having a very large number of short and medium term loans spread across small projects to individual borrowers.

Not all loans will perform as expected and our business is designed to mitigate the impact of this due to the size of each loan we make relative to the size of our lending business. Our loan book is currently spread across around [illegible] loans with an average loan of [illegible]. As we take high quality security when we make a loan, this enables us to take action to recover value for our shareholders when necessary, including the option to step in and manage non-performing businesses where we deem this to be the best course of action.

"Lending continues to be a core part of our business and has provided the Group with a profitable and cash generative sector over the past ten years."



Directors

The experienced Board of Directors for the Fern Group are responsible for determining the strategy of the business and for accounting for the Company's business activities to shareholders. They have a set of complementary commercial, energy sector-related and strategic skills

[illegible]

[illegible]

[illegible]

Principal risks and uncertainties

Management identify, assess and manage risks associated with the Group's business objectives and strategy. Risks arise from external sources that are inherent commercial risks in the market and from operational risks contained within the systems and processes employed within the business. Overall risk exposure is managed across the Group through the diversification of our activities, both by type of activity and sector.

The principal risks that the Group are exposed to relate to market uncertainty (including health and safety) and counterparty risk. These risks are managed by thorough due diligence and by accepting [illegible] of collateral [illegible] and on the value of the assets secured for [illegible] loans.

In the table below, we present a description of the risk, the mitigation we undertake to reduce the potential impact of the risk, and our assessment of whether the likelihood of the risk has changed or remained the same.

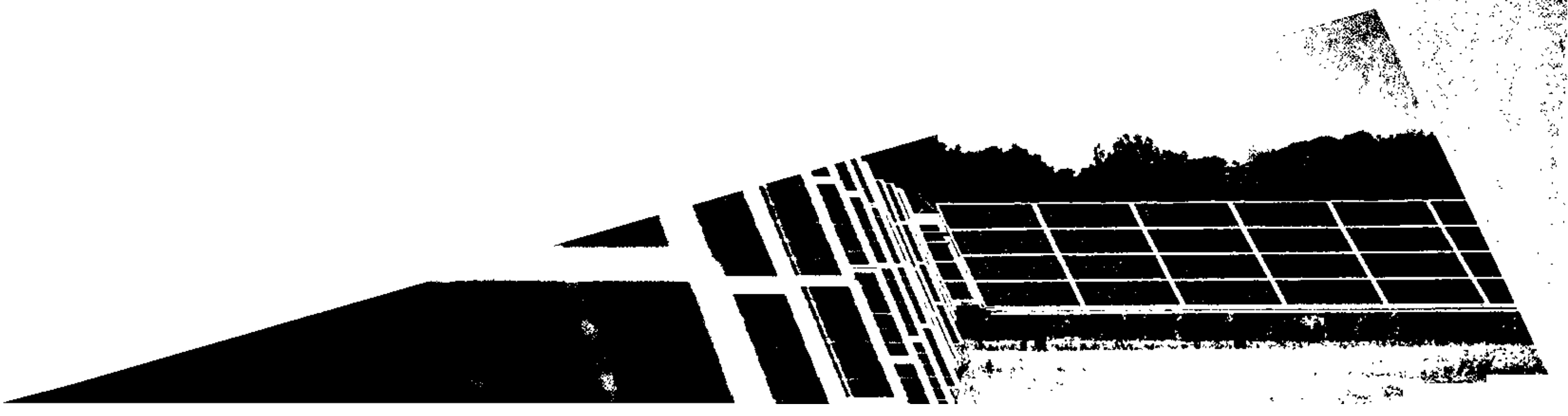
Principal Risks

Risk	Division	Mitigations	Change
Market risk: Energy plants could fail to achieve forecast levels of income due to changes in energy prices or [illegible]	Energy Operations	Fluctuations in energy prices are mitigated by entering into contracts which fix a portion of our energy income, reducing exposure to fluctuating energy prices. [illegible] of our energy income was fixed through private power agreements (and [illegible] was fixed through Feed-in Tariffs), long-term government-backed contract agreements such as the Renewable Obligation Certification (ROC) scheme, ensuring certain revenue streams. [illegible] of our energy income was generated from ROC revenue. The government continues to show commitment to renewable energy and has pledged as part of its Build Back Greener campaign.	No change
Market risk (Construction): Fluctuations in the property market could result in lower than forecast revenue from the sale of the [illegible] apartments once fully constructed.	Healthcare Institutions	Planning consents [illegible] are obtained to maximise available revenue. High quality build specifications are designed to maintain the value of apartments, and costs incurred are kept under close review throughout the development process.	Decrease due to higher demand and more stable market
Market risk: Interest rate changes could impact the lending business, resulting in reduced margins or lack of [illegible] in our offering	Lending	The Group's lending business is diversified, reducing the risk of changes in interest rates impacting all areas of the business. We offer [illegible] and flexible solutions on an [illegible] basis to ensure we remain competitive in the market.	Decrease due to more stable economic environment

Principal risks and uncertainties

Principal Risks

Risk	Division	Mitigations	Change
Market risk: [illegible]	[illegible]	[illegible]	[illegible]
Market risk (Competition): [illegible]	[illegible]	[illegible]	New
Operational risk: [illegible]	[illegible]	[illegible]	No change
Operational risk: [illegible]	Energy generation	[illegible]	No change
Operational risk: [illegible]	Fibre	[illegible]	New



Principal risks and uncertainties

Principal Risks

Risk	Division	Mitigations	Change
Operational risk (IT Systems and Data): [illegible]	[illegible]	[illegible]	[illegible]
Counterparty risk (Construction): [illegible]	[illegible]	[illegible]	[illegible]
Counterparty risk: [illegible]	[illegible]	[illegible]	[illegible]

Principal risks and uncertainties

[illegible]

Other Risks

Risk	Division	Mitigations	Change
Currency Risk: [illegible]	Energy [illegible]	[illegible]	[illegible]
Interest Rate Risk: [illegible]	Entire Group	[illegible]	No change
Liquidity Risk: [illegible]	[illegible]	[illegible]	No change
Technology Risk: [illegible]	Fibre	[illegible]	New

The strategic report was approved by the Board of Directors on 17 December 2021 and signed on its behalf by:

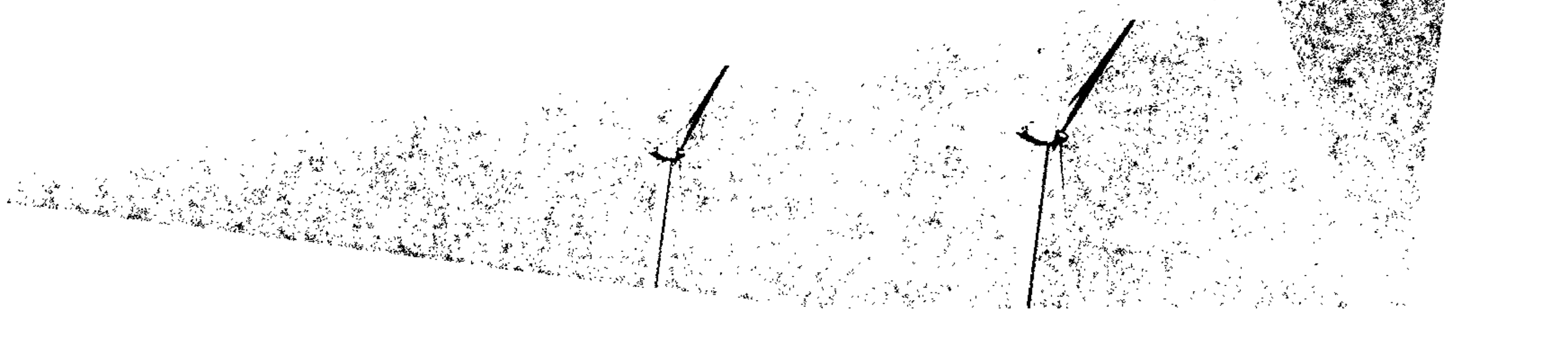
PS Latham
Director
17 December 2021

Corporate governance

[illegible]

Principal decisions

[illegible]



Corporate governance

[illegible]

Business strategy

[illegible]

Shareholders

[illegible] www.ferntrading.com

Employees

[illegible]

[illegible]

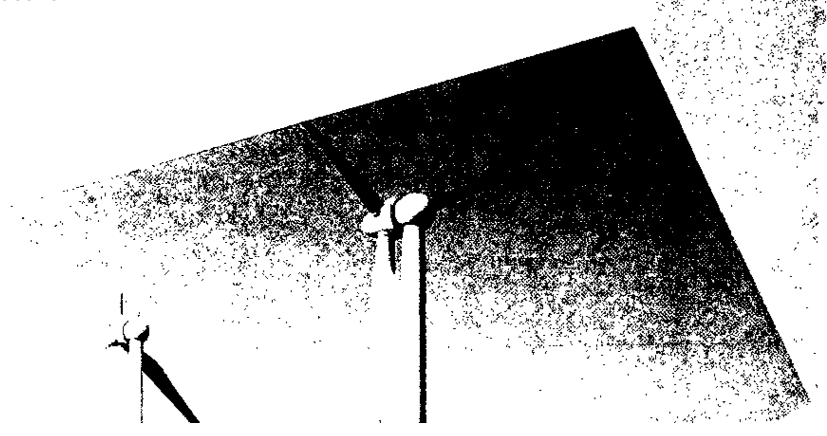
[illegible]

[illegible]

[illegible]

Suppliers and customers

[illegible] www.gov.uk website



Corporate governance

[illegible]

[illegible]

Community and environment

[illegible]

Business conduct

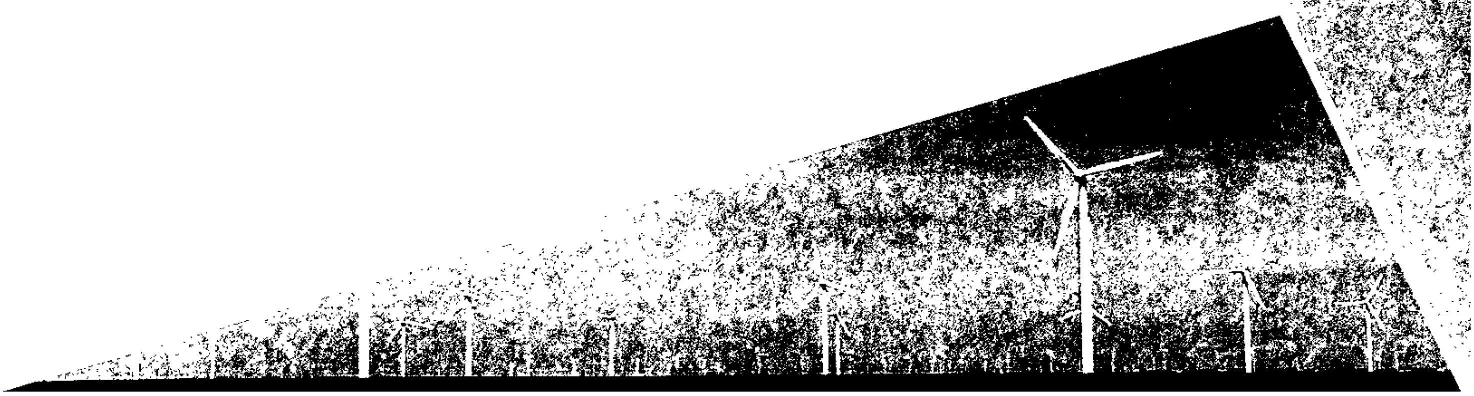
[illegible]

Business ethics and governance

[illegible]

Employee, human rights, social and community issues, environment policy and anti-corruption and bribery matters

[illegible]



Group finance review

[illegible]

[illegible]

[illegible]

[illegible]

	2021 £'000	2020 £'000	Movement £'000	Movement %
[illegible]	425,302	390,457	[illegible]	[illegible]
[illegible]	104,037	134,418	[illegible]	[illegible]
[illegible]	(21,170)	(24,285)	[illegible]	[illegible]
[illegible]	385,512	658,162	[illegible]	[illegible]
[illegible]	172,478	206,688	[illegible]	[illegible]
[illegible]	699,440	885,162	[illegible]	[illegible]
[illegible]	1,873,594	1,678,552	[illegible]	[illegible]

[illegible]

[illegible]

[illegible]

Group finance review

A number of acquisitions were made during the year, including seven [illegible] power sites, two European wind farms, two [illegible] infrastructure companies, a biomass site and a construction ready retirement [illegible] with planning permission for 1[illegible] units. Shortly after the year end in July 2021 the Group acquired a portfolio of [illegible] reserve power sites for £19[illegible]m, in August a construction ready Australian wind farm for £11[illegible]m and in October a biomass site currently under construction for £[illegible]m. To fund these acquisitions and support continued expansion, the group had built up cash reserves at year end of £17[illegible]m.

Financial performance

Revenue for the Group increased by £35m to £425m during the year. This growth was predominantly on energy turnover which has increased by [illegible]% to £[illegible]m (2020: £[illegible]m restated). This growth is due to a significant increase in average energy prices over the year compared to the three year average, further compounded by a surge in prices towards the end of the year. Whilst demand for energy has not yet returned to pre-Covid levels, we expect this to increase steadily over the next 12 months. Revenue growth was strongest in our [illegible] division, increasing by 43%, where a key [illegible] contract contributed to an increase in revenue of £14m to £42m (2020: £28.3m). Lending revenue saw a drop of 20% to £[illegible]m (2020: £[illegible]m) when compared with the prior year due to [illegible] over the year as cash was made available to grow other parts of the Group.

Interest payable for the year were £[illegible]m, which was in line with expected experience and included one-off expenses incurred such as the £[illegible]m provision on the [illegible]. Refinancing plans reducing external debt to secure improvements in the past two years has contributed to the £15.3m decrease in interest costs to £36.1m (2020: £51.3m restated).

Included in the year results is a profit of £29.6m (2020: £18.1m) recognised in the sale of a solar site and the disposal of the Group's share of a joint venture in [illegible] energy operations business.

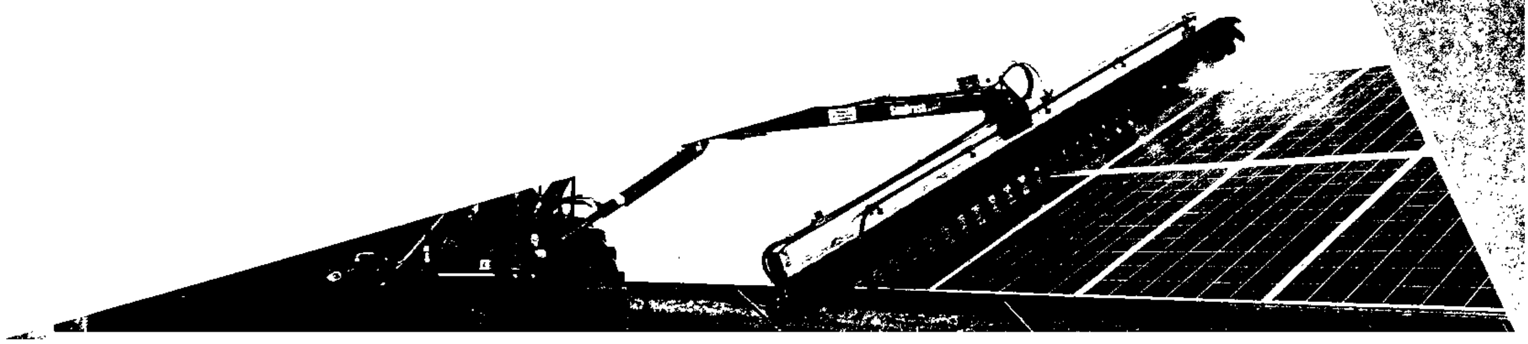
Overall, the Group has reported a loss before tax of £21m for the year ended 30 June 2021, which is a £3m improvement on the prior year (2020: £24m loss restated).

Financial position

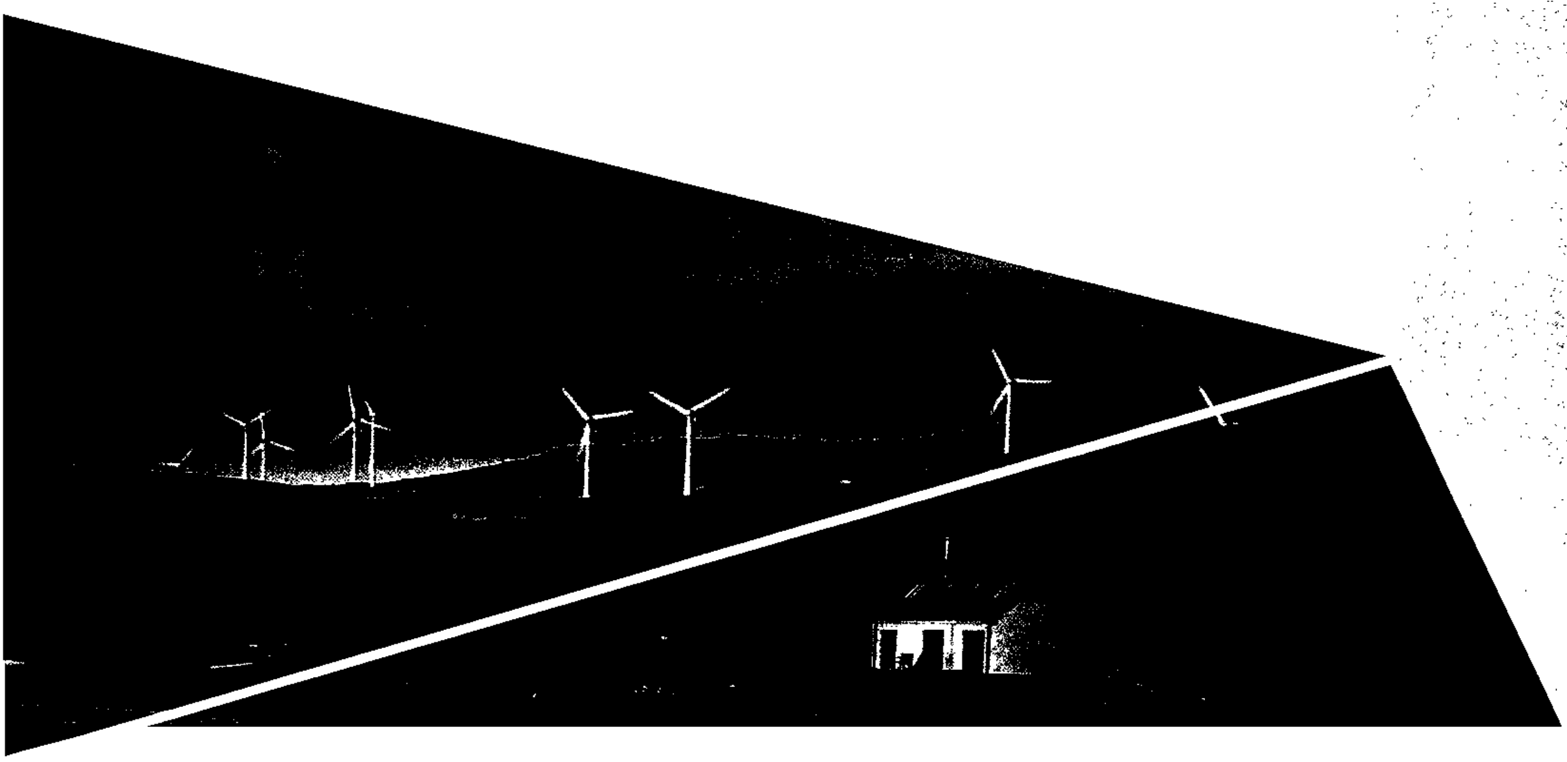
Continued shareholder interest and investment in the Group has seen net assets grow to £1.87bn (2020: £1.68bn restated). In the year ended 30 June 2021 the Group issued 156.1m shares (2020: 63.1m restated) for a total consideration of £284.8m (2020: £98.5m), including a Rights Issue of 92.1m shares for consideration of £145.1m.

Net current assets of £661m (2020: £[illegible]m restated) have decreased by £231m, reflecting the reduction in size of the [illegible] and a reallocation of funds into longer term assets such as energy operations and fibre broadband. The Group's loan book across both property lending and development financing has decreased by 1[illegible]% to £386m (2020: £[illegible]m), and at the 30 June 2021 represented [illegible]% of the Group's net assets (2020: [illegible]% restated).

Cash and cash equivalents as at 30 June 2021 were £17[illegible]m (2020: £[illegible]m). Cash generation from operating activities remained strong at £[illegible]m (2020: £[illegible]m restated), which has been utilised alongside external long-term financing to enable the Group to grow its business. The Group has invested substantially into the fibre to the broadband sector over the past couple of years which will require substantial further capital expenditure over the next [illegible] months, increasing the Group's diversification across sectors.



Group finance review



Group finance review

Lending

Revenue from lending decreased by £13.0m in [illegible] primarily due to a smaller loan book which contracted by 40% to £[illegible]86m (2020: £[illegible]59m restated). This was a strategic move for the Group enabling cash to be available for acquisition opportunities available during the year across other sectors. This is not intended as a long-term strategic shift and in time the Group expects to increase deployment into its lending book as opportunities arise.

EBITDA for the Lending division decreased to a profit of £0.8m from £2[illegible]m in the prior year. This movement reflects a provision of £25m in the loan book against loans in respect of writer sites and an overall reduction in the size of the loan book. In the year to June 2021, £21.1m was provided against loans versus £10.4m in the prior year.

Energy operations

The results for the year ended 30 June 2021 for our energy operations which have far exceeded expectations. Low energy demand and energy prices at the start of this year had been the product of strict lockdown throughout the Covid-19 pandemic. However, the granting of key industry status to energy generation workers allowed all operations to continue relatively unaffected into 2021. As economic activity and global demand increased through the year, so too did wholesale energy prices, driven by movements in commodity prices, which resulted in the overall increase in revenue earned across our energy sites. This, alongside the recent surge in gas prices which has resulted in better than expected performance across our reserve power sites. These market factors have resulted in a year on year increase in revenue of [illegible]% to £[illegible]22m (2021: £[illegible]92m restated).

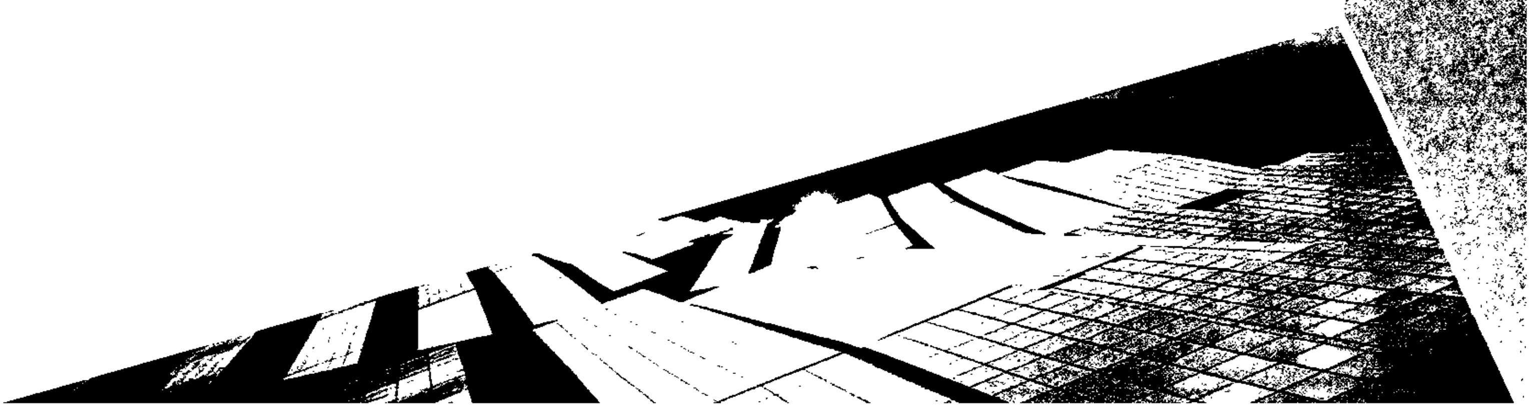
EBITDA increased by an unexpected 41% to £[illegible]m (2020: £[illegible]91m restated), reflecting the movements in revenue in addition to a decreased cost base. Overall total operating costs decreased by £[illegible]m to £[illegible]m (2020: £[illegible]m) mainly due to 2020 including a one-off exceptional cost of £[illegible]0m in relation to a mutually agreed settlement for the commercial end of a key contract.

The Group has been building scale and experience in this sector over a number of years which has enabled us to enter into new contracts with improved terms, contributing to our lower cost base and improved EBITDA. This demonstrates the success of the Group's strategy in the energy business: future-proofing the sector, operational efficiency and diversifying the investment.

Healthcare operations

Our Healthcare division comprises the Rangeford Retirement Villages and a private hospital business (One Healthcare). Healthcare contributed £42m (2020: £[illegible]m) to Group revenues for the year reflecting the impact of a new NHS contract awarded to provide support and services to NHS patients during the ongoing pandemic. This contract ended in March 2021 and the business returned to treating private patients as well as NHS waiting list patients. We anticipate this to be a one-off uplift; however the contract has increased the opportunity to take up more NHS waiting list patients as well as private patients. This upside was partially offset by decreased revenue in Rangeford and increased expenditure. Sales of apartments at the retirement villages have been impacted by the government restrictions; however we have been interest and sales gradually pick up as the restrictions ease.

Both businesses are continuing to focus on improved performance which has resulted in an improved EBITDA profit of £1.3m, a £4.3m uplift from the prior year loss of £3.0m.



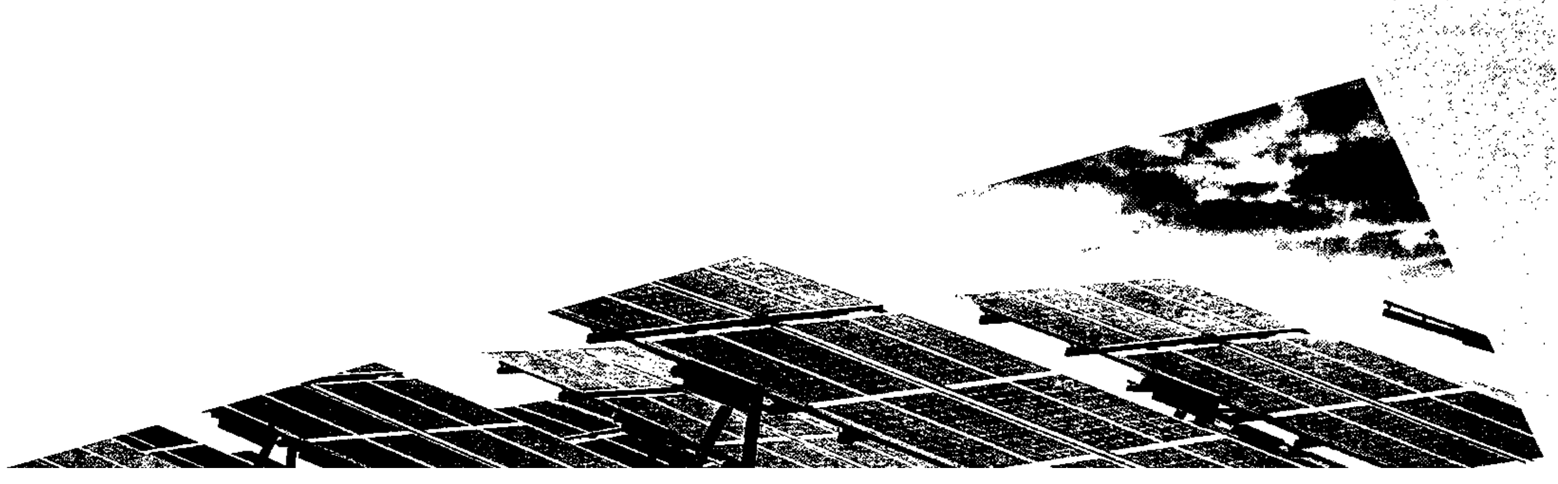
Group finance review

Fibre optic broadband operations

Funding and liquidity

Looking ahead

PS Latham
Director
17 December 2021



Directors' report for the year ended 30 June 2021

The directors present their report and the audited consolidated financial statements of the Group for the year ended 30 June 2021.

For a summary of the Group's results, refer to the Group finance review on page 23.

The directors have not recommended payment of a dividend (2020: £Nil).

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

PS Latham (appointed 24 May 2020)

KJ Wiley (appointed 4 August 2020)

PG Barlow (appointed 4 August 2020)

On 26 July 2021, as part of a group restructure, a newly incorporated company, Fern Trading Limited (formerly Fern Trading Group Limited) acquired 100% of the share capital of Fern Trading Group Limited (formerly Fern Trading Limited) in a share for share exchange. The purpose of this reorganisation in the Fern Group is to provide an improved corporate structure to facilitate the growth of the business. On 4 August 2021, following this restructure, KJ Wiley and PG Barlow resigned as Directors of Fern Trading Group Limited (formerly Fern Trading Limited) and were appointed as Directors of Fern Trading Limited (formerly Fern Trading Group Limited).

Refer to note 23 in the Notes to the financial statements.

Refer to the Strategic Report on page 8.

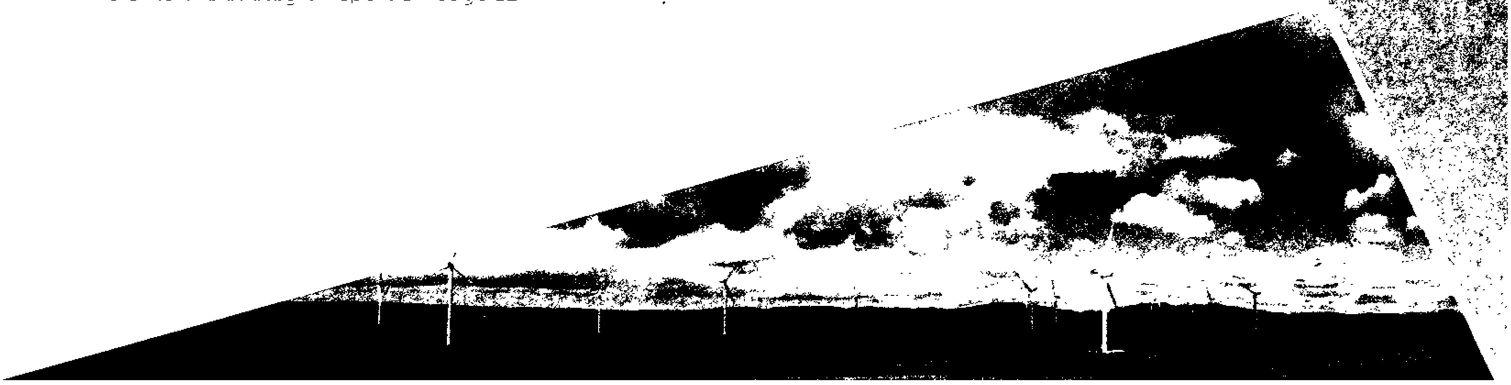
Refer to the Strategic Report on page 12.

The Group's objectives and policies on financial risk management, including information on the exposure of the Group to credit risks, liquidity risks and market risks are set out in note 21 to the financial statements. The Group's principal risks are set out in the strategic report on page 16.

As permitted by S414c(11) of the Companies Act 2006, the directors have elected to disclose information required to be in the directors' report by Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 in the strategic report.

The Board recognises that a corporate culture based on sound ethical values and behaviours is an asset. The Group endeavours to conduct its business with integrity, in an ethical, professional and responsible manner, treating our employees, customers, suppliers and partners with courtesy and respect.

Applications for employment by disabled persons are given full and fair consideration for all vacancies, having regard to their particular aptitudes and abilities. Should a person become disabled while in the Group's employment, every effort is made to retain them in employment, giving alternative training as necessary.



Directors' report for the year ended 30 June 2021

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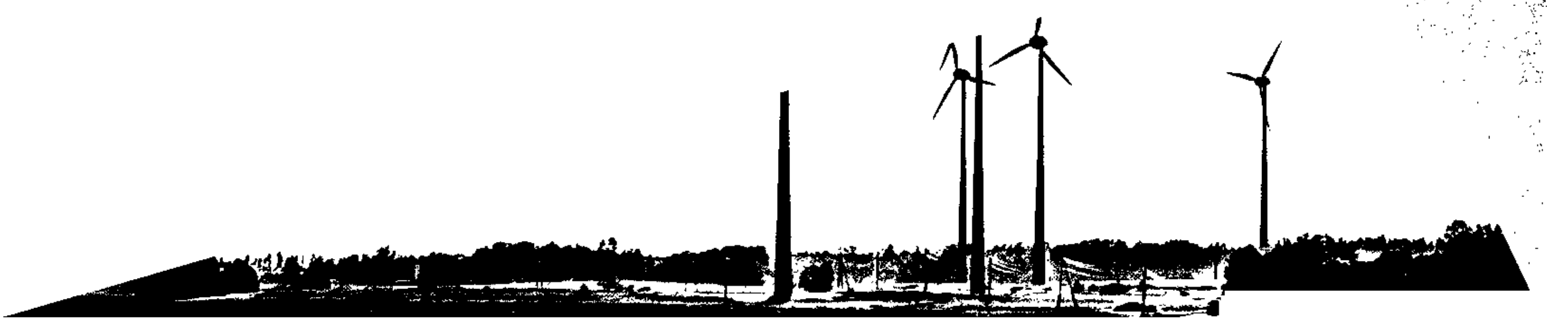


Directors' report for the year ended 30 June 2021

true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The directors are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

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

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

PricewaterhouseCoopers LLP have indicated their willingness to be reappointed for another term and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

The Directors' Report was approved by the Board of Directors on 17 December 2021 and signed on its behalf.

PS Latham
Director
17 December 2021

Independent auditors' report to the members of Fern Trading Limited

[illegible]

- [illegible]
- [illegible]
- [illegible]

[illegible]

[illegible]

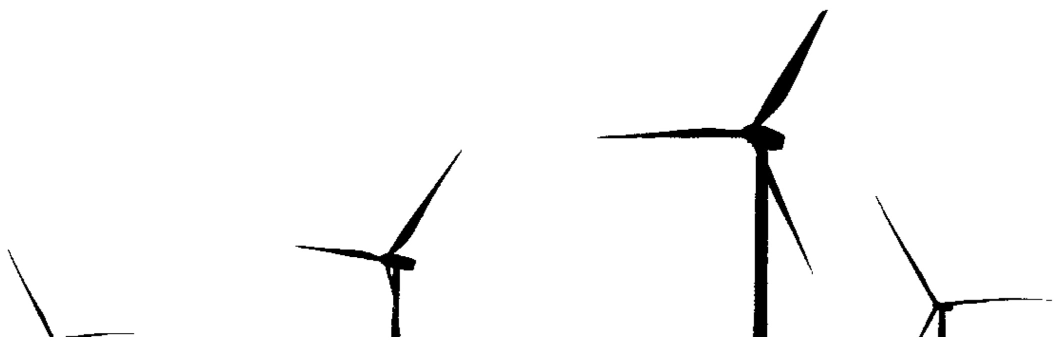
[illegible]

[illegible]

[illegible]

[illegible]

[illegible]



Independent auditors' report to the members of Fern Trading Limited

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

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

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

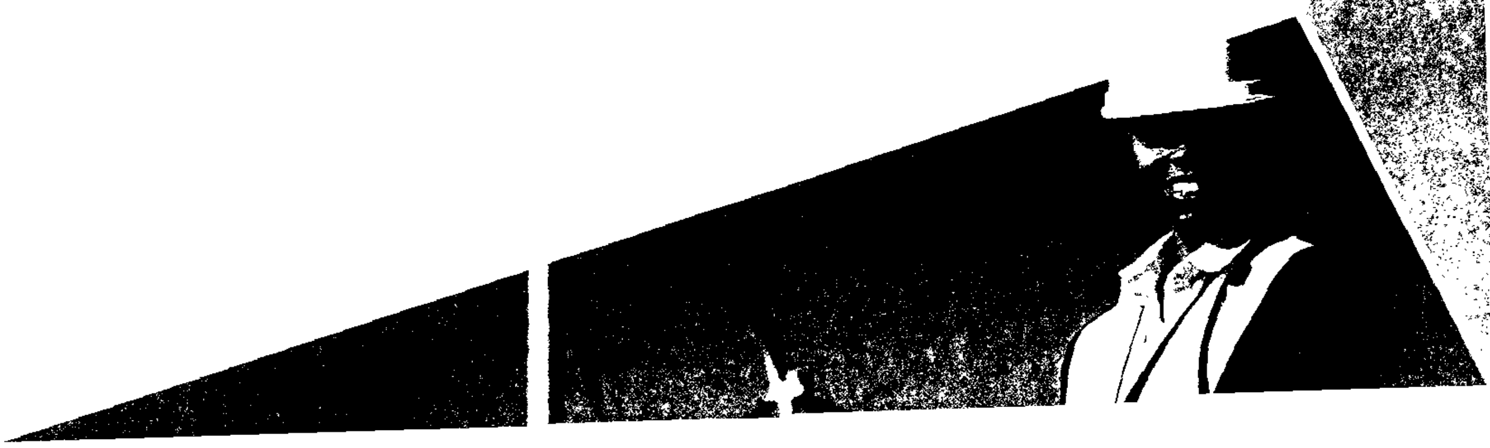
Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 30 June 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

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

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



Independent auditors' report to the members of Fern Trading Limited

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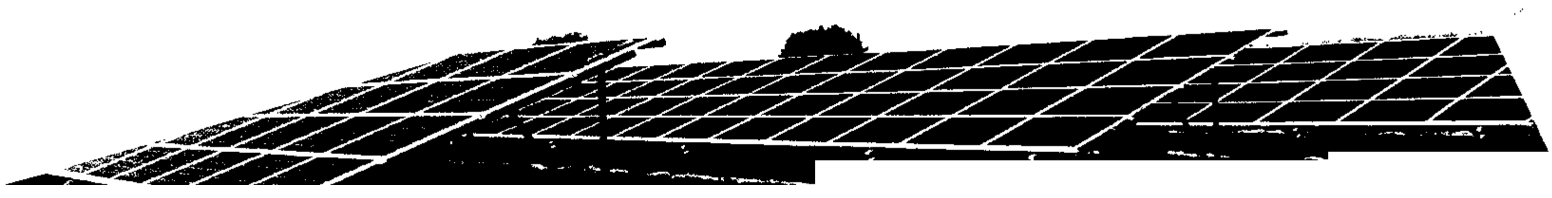
www.frc.org.uk/auditorsresponsibilities

[illegible]



Independent auditors' report to the members of Fern Trading Limited

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

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

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

We have no exceptions to report arising from this responsibility.

Nicholas Cook (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
[illegible] December [illegible]

4 [illegible]

	Note	2021	Restated 2020
		£'000	£'000
Turnover	[illegible]	**425,302**	[illegible]
[illegible]		**(221,277)**	[illegible]
Gross profit		**204,025**	[illegible]
[illegible]		**(230,351)**	[illegible]
Operating loss	[illegible]	**(26,326)**	48[illegible]
[illegible]		**9,454**	4,718
[illegible]		**449**	[illegible]
[illegible]		**1,755**	2,303
[illegible]	[illegible]	**28,568**	17,991
[illegible]	[illegible]	**997**	148
[illegible]	[illegible]	**(36,067)**	(50,877)
Loss before taxation		**(21,170)**	(24,285)
[illegible]	[illegible]	**(8,143)**	(9,324)
Loss for the financial year		**(29,313)**	[illegible]
Attributable to Fern		**(25,306)**	[illegible]
Minority interest		**(4,007)**	[illegible]
		(29,313)	[illegible]

[illegible]

	2021	Restated 2020
	£'000	£'000
Loss for the financial year	**(29,313)**	(33,609)
Other comprehensive income/(expense)		
[illegible]	**46,739**	(30,053)
[illegible]	**(333)**	2,515
Other comprehensive income/(expense) for the year	**46,406**	(27,718)
Total comprehensive income/(expense) for the year	**17,093**	(61,324)
Attributable to		
• **Owners of the parent**	**21,100**	(57,959)
• **Non-controlling interests**	**(4,007)**	(5,368)
	17,093	(61,327)

	Note	2021	[illegible] 2020
		£'000	£'000
Fixed assets			
[illegible]		612,750	[illegible]
[illegible]		1,551,170	[illegible]
[illegible]		11,000	[illegible]
		2,174,920	[illegible]
Current assets			
[illegible]		94,711	74,806
[illegible]		600,726	842,549
[illegible]		172,478	206,688
		867,915	1,124,043
Creditors: amounts falling due within one year		(207,318)	(232,813)
Net current assets		660,597	[illegible]
Total assets less current liabilities		2,835,517	[illegible]
Creditors: amounts falling due after more than one year		(903,339)	[illegible]
Provisions for liabilities		(58,584)	[illegible]
Net assets		1,873,594	1,678,552
Capital and reserves			
[illegible]		149,676	138,475
[illegible]		173,118	
[illegible]		1,440,257	[illegible]
[illegible]		(17,098)	[illegible]
[illegible]		123,920	[illegible]
Total shareholders' funds		1,869,873	1,668,982
[illegible]		3,721	9,570
Capital employed		1,873,594	1,678,552

[illegible]

[illegible]

PS Latham

[illegible]

[illegible]

4 [illegible]

	2021
	£'000
Fixed assets	
[illegible]	**2,116,366**
	2,116,366
Current assets	
[illegible]	**50,383**
[illegible]	**1,523**
	51,906
Creditors: amounts falling due within one year	**(22,924)**
Net current assets	**28,982**
Total assets less current liabilities	**2,145,348**
Net assets	**2,145,348**
Capital and reserves	
[illegible]	**149,676**
[illegible]	**173,118**
[illegible]	**1,791,145**
[illegible]	**31,409**
Total shareholders' funds	**2,145,348**

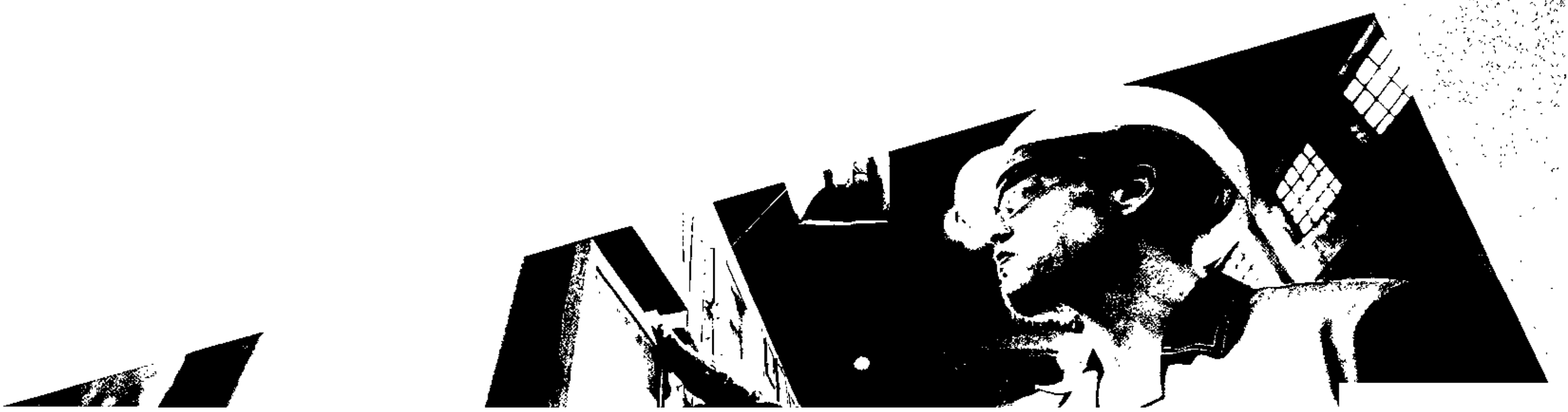
[illegible]

[illegible]

PS Latham

[illegible]

[illegible]



	Called up share capital	Share premium account	Merger reserve	Cash flow hedge reserve (restated)	Profit and loss account (restated)	Total share-holders' funds (restated)	Non-controlling interest	Capital employed (restated)
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
[illegible]	[illegible]	–	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	–			[illegible]	[illegible]	[illegible]		[illegible]
[illegible]	[illegible]		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]		–	–	–	(30,240)	(30,240)	[illegible]	[illegible]
[illegible]	–	–		[illegible]	–	[illegible]		[illegible]
[illegible]	–	–			[illegible]	2,315	–	[illegible]
[illegible]	–	–	–	[illegible]	[illegible]	[illegible]	–	[illegible]
[illegible]	–	–		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	–	–	–		–	–	[illegible]	[illegible]
[illegible]			–		[illegible]	[illegible]		[illegible]
[illegible]	[illegible]		[illegible]			–	–	–
[illegible]	[illegible]		[illegible]		–	1	–	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Balance as at 1 July 2020 (restated)	**138,435**	**–**	**1,635,569**	**(63,837)**	**(41,185)**	**1,668,982**	**9,570**	**1,678,552**
Loss for the financial year	**–**	**–**	**–**	**–**	**(25,306)**	**(25,306)**	**(4,007)**	**(29,313)**
Changes in market value of cash flow hedges	**–**	**–**	**–**	**46,739**	**–**	**46,739**	**–**	**46,739**
Foreign exchange loss on retranslation of subsidiaries	**–**	**–**	**–**	**–**	**(333)**	**(333)**	**–**	**(333)**

4 [illegible]

	Called up share capital	Share premium account	Merger reserve	Cash flow hedge reserve	Profit and loss account	Total share-holders' funds	Non-controlling interest	Capital employed
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Other comprehensive income/(expense) for the year	–	–	–	46,739	(333)	46,406	–	46,406
Total comprehensive income/(expense) for the year	–	–	–	46,739	(25,639)	21,100	(4,007)	17,093
Non-controlling interest arising on business combination	–	–	–	–	1,831	1,831	(1,842)	(11)
Utilisation of merger reserve	–	–	(195,312)	–	195,312	–	–	–
Shares issued during the year	11,685	173,118	–	–	–	184,803	–	184,803
Shares cancelled during the year	(444)	–	–	–	(6,399)	(6,843)	–	(6,843)
Balance as at 30 June 2021	149,676	173,118	1,440,257	(17,098)	123,920	1,869,873	3,721	1,873,594

[illegible]

	Called up share capital	Share premium account	Merger reserves	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000	£'000
[illegible]			–		–
Loss for the financial year	–	–	–	(157,504)	(157,504)
Utilisation of merger reserve	–	–	(195,312)	195,312	–
Total comprehensive income	–	–	(195,312)	37,808	(157,504)
Shares issued during the year	150,120	173,118	1,986,457	–	2,309,695
Shares cancelled during the year	(444)	–	–	(6,399)	(6,843)
Balance as at 30 June 2021	149,676	173,118	1,791,145	31,409	2,145,348

	2021	restated 2020
	£'000	£'000
Cash flows from operating activities		
[illegible]	(25,306)	(30,241)
Adjustments for:		
[illegible]	8,143	9,324
[illegible]	(997)	(148)
[illegible]	36,068	50,875
[illegible]	(28,568)	(17,291)
[illegible]	(1,755)	(2,303)
[illegible]	(449)	(941)
[illegible]	34,991	55,989
[illegible]	85,917	73,610
[illegible]	8,875	(1,180)
[illegible]	(19,788)	14,288
[illegible]	(5,701)	(2,599)
[illegible]	249,374	[illegible]
[illegible]	6,871	11,895
[illegible]	(4,007)	(3,368)
[illegible]	(1,751)	2,031
Net cash generated from operating activities	**341,918**	156,112
Cash flows from investing activities		
[illegible]	(221,987)	(242,642)
[illegible]	34,503	140,291
[illegible]	(110,457)	(215,578)
[illegible]	(875)	(357)
[illegible]	(9,484)	(44,189)
[illegible]	–	64,225
[illegible]	997	148
[illegible]	1,077	2,500
Net cash used in investing activities	**(306,226)**	(195,402)
Cash flows from financing activities		
[illegible]	–	124,051
[illegible]	(35,552)	(48,279)
[illegible]	(212,676)	–
[illegible]	184,359	98,270
[illegible]	(6,399)	(3,026)
Net cash generated from financing activities	**(70,268)**	171,016
Net (decrease)/increase in cash and cash equivalents	**(34,576)**	83,726
[illegible]	206,688	122,185
[illegible]	366	[illegible]
Cash and cash equivalents at the end of the year	**172,478**	206,688

Note 26 details the prior period adjustments

Statement of accounting policies

[illegible] Trading Limited (formerly [illegible] Trading Group Limited) [illegible] is a private company limited by shares [illegible] England and the United Kingdom [illegible] [illegible] Trading Limited (formerly [illegible]) [illegible] Trading Group Limited [illegible] [illegible] Trading Limited [illegible]

The Group and Company financial statements of [illegible] Trading Limited (formerly [illegible] Trading Group Limited) have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

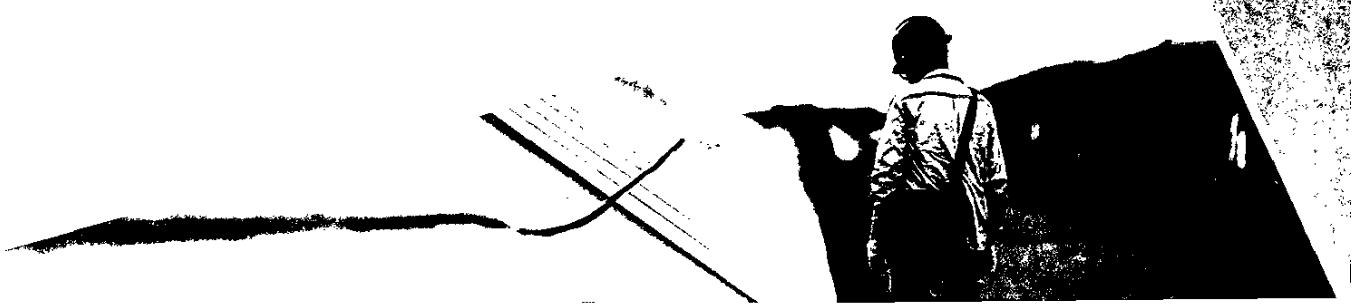
The financial statements have been prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

The consolidated financial statements include the results of all subsidiaries owned by [illegible] Trading Limited (formerly [illegible] Trading Group Limited) as listed in note 12 [illegible]. Certain [illegible] for the year ended 30 June 2021 [illegible] section 479A of the Companies Act 2006 [illegible] subsidiaries to take the audit exemption, the parent undertaking has given a statutory guarantee [illegible] 479C of Companies Act 2006 [illegible] at 30 June 2021 [illegible] note 22.

The Group's and the Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 4 to 14. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the financial review on pages 24 to 2[illegible]. The principal risks of the Group are set out on pages 16 to 1[illegible].

The Directors perform an annual going concern review that considers the Group's ability to meet its financial obligations as they fall due, for a period of at least twelve months after the date that the financial statements have been signed. Management have performed an assessment to determine whether there are any material uncertainties arising that could cast significant doubt on the ability of the Group to continue as a going concern. No significant issues have been noted and as a consequence the directors believe that the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

Statement of accounting policies



Statement of accounting policies

[illegible]

[illegible]

- [illegible]

  [illegible]
- [illegible]

[illegible]

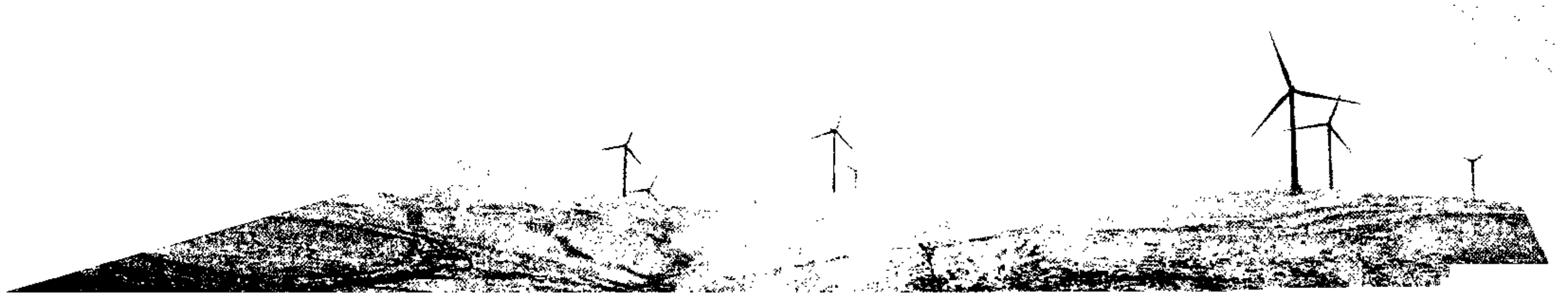
[illegible]

The consolidated financial statements include the results of Fern Trading Limited (formerly Fern Trading Group Limited) and all its subsidiary undertakings made up to the same accounting date. All intra-group balances, transactions, income and expenses are eliminated in full on consolidation. The results of subsidiary undertakings acquired or disposed of during the period are included or excluded from the income statement from the effective date of acquisition or disposal.

All undertakings over which the Group exercises control, being the power to govern the financial and operating policies so as to obtain benefits from their activities, are consolidated as subsidiary undertakings. Where a subsidiary has different accounting policies to the Group, adjustments are made to those subsidiary financial statements to apply the Group's accounting policies when preparing the consolidated financial statements.

Entities in which the Group holds an interest on a long-term basis and are jointly controlled by the Group and one or more other venturers under a contractual arrangement are treated as joint ventures. In the Group financial statements, joint ventures are accounted for using the equity method.

Any subsidiary undertakings or associates sold or acquired during the year are included up to, or from, the dates of change of control or change in significant influence respectively.



Statement of accounting policies

[illegible]

i. Functional and presentation currency

[illegible]

[illegible]

ii. Transactions and balances

[illegible]

[illegible]

iii. Translation

[illegible]

Statement of accounting policies

[illegible]

- [illegible]
  [illegible]
- [illegible]
  [illegible]

  [illegible]
- [illegible]
  [illegible]
- [illegible]
  [illegible]

[illegible]

i. Short-term benefits, [illegible]

ii. Defined contribution pension plan

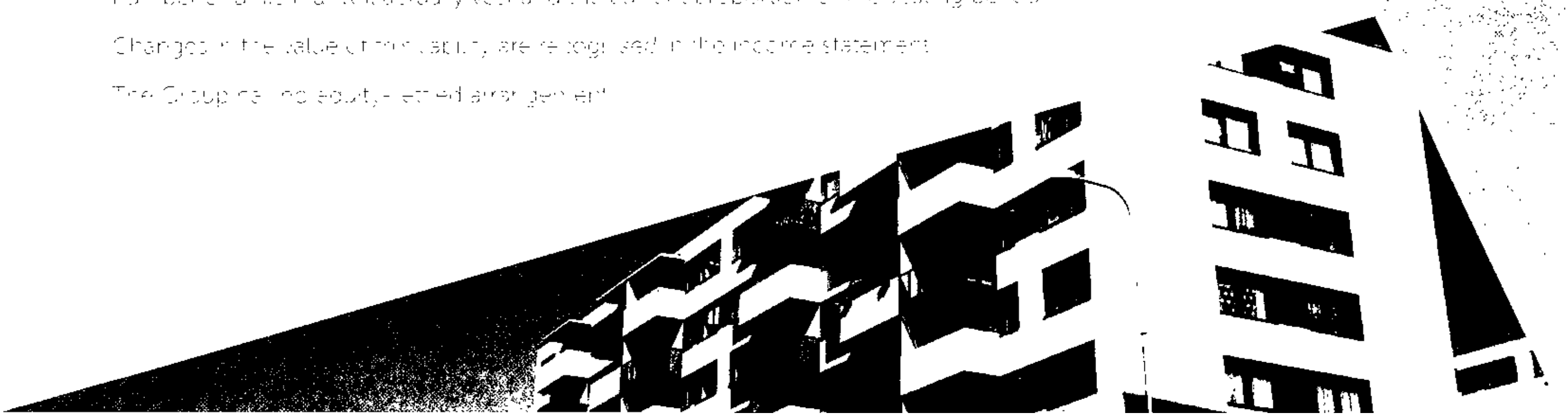
[illegible]

iii. Share-based payments

[illegible]

[illegible]

[illegible]



Statement of accounting policies

[illegible]

Statement of accounting policies

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives. Depreciation commences from the date an asset is brought into service. Land and assets in the course of construction are not depreciated. The estimated useful lives are as follows:

Land and buildings	2% and 4% straight line
Power stations	4% and 5% straight line
Plant and machinery	4% to 33% straight line

Assets in the course of construction are stated at cost. These assets are not depreciated until they are available for use.

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or depreciation rate are amended prospectively to reflect the new circumstances. The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within profit or loss.

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

Development rights	25 years
Software	10 years

Amortisation expenses are included in administrative expenses.

Development rights relate to planning consent to build a solar farm acquired on acquisition.

Where factors, such as changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

At inception the Group assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement and whether the lease should be classified as either a finance lease or an operating lease.

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases. Finance leases are capitalised at the commencement of the lease at the fair value of the leased asset and depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Statement of accounting policies

The Company holds investments in subsidiaries at cost less accumulated impairment losses. If an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

Cash includes cash in hand and deposits repayable on demand. Restricted cash represents cash for which the Group does not have immediate and direct access or for which regulatory or legal requirements restrict the use of the cash.

Raw materials, spare parts and consumables are valued at the lower of cost and net realisable value. Where necessary, a provision is made for obsolete, slow-moving and defective stock. Cost is determined on the first in, first-out (FIFO) method.

Fuel stock ([illegible] and litter) are valued on an average cost basis over the last twelve months and provision for unusable items is reviewed monthly and applied to off site stock.

Fuel stock of straw has been valued at the historical cost per tonne of straw. A provision for unusable straw is identified on an individual stack basis and is reviewed monthly. Stock is valued on a first in, first out (FIFO) basis by age of straw.

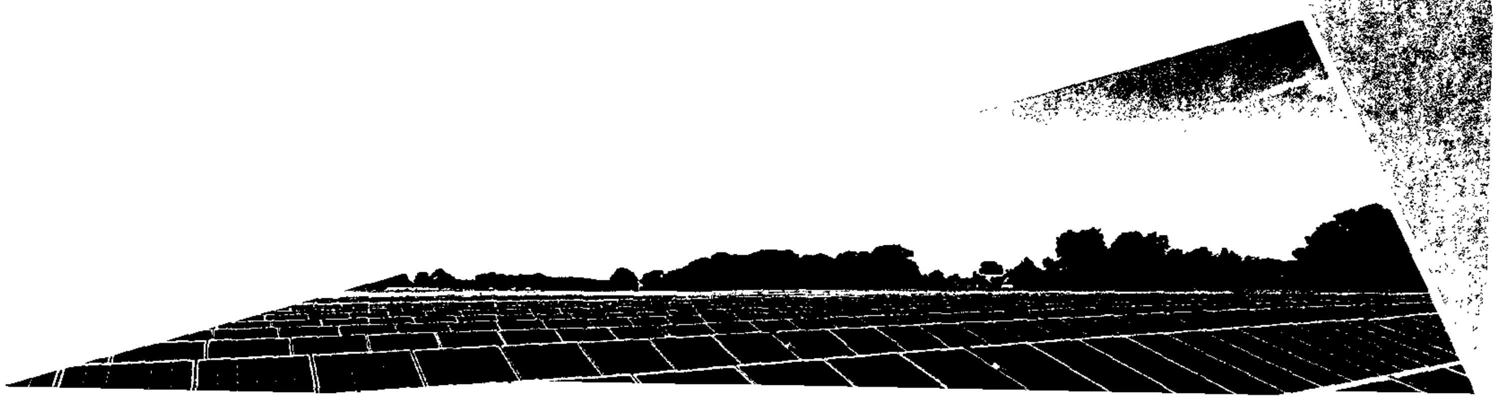
Stocks of [illegible] are valued at the lower of cost and net realisable value to the Group.

Stocks of property development work in progress (WIP) are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present locations and condition.

At each reporting date an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss through the profit and loss account. Reversals of impairment losses are also recognised in the profit and loss account.

Accrued income on loans is calculated at the rate of interest set out in the loan contracts. Energy income is accrued over the period in which it has been generated.

Deferred income is recognised in accordance with the terms set out in the contract. Deferred income is released to the profit and loss account in the period to which it relates.



Statement of accounting policies

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic financial assets, including trade and other receivables, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

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

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Statement of accounting policies

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the profit and loss account in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

The Group applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings. Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the profit and loss.

The gain or loss recognised in other comprehensive income is reclassified to the profit and loss in accordance with the cash flows of the hedged item. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

The group has chosen to change the way it accounts for the fair value of its hedging instruments this year, removing the [illegible] fair value adjustment [illegible]. The prior year figures have been restated to show the effect as if this accounting policy change was in place for the year ended 30 June [illegible].

Ordinary shares issued by the Group are recognised in equity at the value of the proceeds received, with the excess over nominal value being credited to share premium.

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.

Statement of accounting policies

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key estimates and judgements in preparing these financial statements are:

i. Recoverability of loans and advances to customers (estimate)

Loans and advances to customers, including associated accrued interest, are reviewed for impairment on a quarterly basis and in considering the need for a provision, management determines their best estimate of the expected future cash flows on a case by case basis. As this estimate involves a certain number of assumptions about future events which may differ from actual outcomes, including the borrower's ability to repay interest and capital due in future periods, this gives rise to judgement as to whether there is a shortfall between the carrying value and the fair value of the debtor balance.

Management note that provisions against loans and advances is a critical estimate and have therefore performed a sensitivity analysis on the provision. The results of the sensitivity analysis show that a change of [illegible] percent in the amount provided against the estimated balance of loans would have resulted in [illegible] less/more expenditure being charged to the income statement during the period. See note [illegible] for the carrying amount of the debtors and provisions at 30 June 2021.

ii. Value of property development work in progress ('WIP') (estimate)

Property development WIP is reviewed for impairment on a periodic basis. In considering the need for a provision, management determines their best estimate of the recoverable value. Management engages an expert external valuer to consider key assumptions about future events which may differ from actual outcomes, including property sales prices, sales rates and development costs.

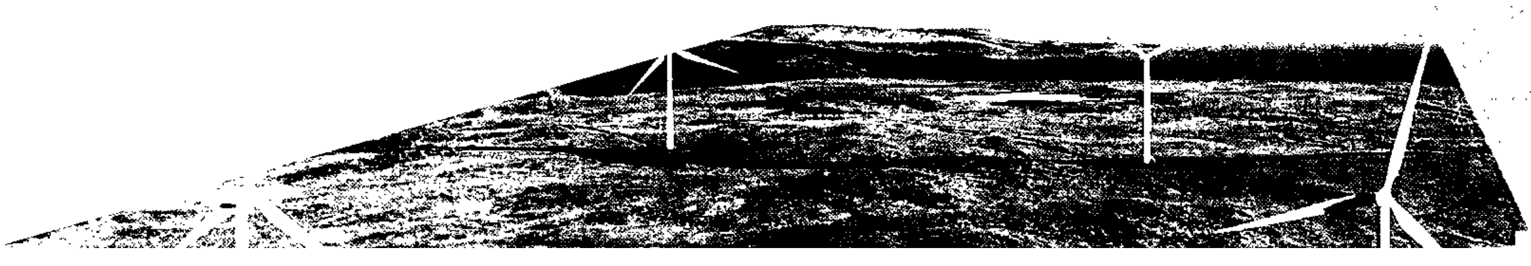
These estimates give rise to judgement as to whether there is a shortfall between the carrying value and the fair value of the balance as at the 30 June 2021. Last year end management reviewed all the assumptions used to determine the value of the property development WIP and have observed no change in performance that would impact the valuation as at the 30 June 2021. See note 13 for the carrying amount of the property development WIP.

iii. Purchase price agreement (Australian solar) (judgement)

Darlington Point Solar Farm Pty Limited ('Darlington Point') which is one of the Group's overseas subsidiaries entered into a purchase price agreement (PPA) in 2019. The PPA includes a contract for differences ('CfD') whereby Darlington Point pay/receive amounts from the customer based on the differences between a fixed selling price and the actual price for electricity sold on the Australian energy market. The directors believe the contract is outside the scope of FRS 102 section 12 as it is for the sale of a non-financial item and the CfD is typical for such arrangements. Therefore it is being accounted for under FRS 102 section 23 as a revenue contract with variable consideration rather than revaluing the entire contract to fair value.

iv. Business combinations (estimate)

The cost of a business combination is the fair value of the consideration given, liabilities incurred plus the costs directly attributable to the business combination. Fair value of these combinations is a key estimate and more details are provided on page 46.



Statement of accounting policies

v. Decommissioning provision (estimate)

The provision for decommissioning costs is measured at management's best estimate of the present value of the expenditure required to settle the future obligation to return land on which the wind turbines [illegible] and solar farms to its original condition. The level of the provision is determined to a significant degree by the estimation of future dismantling and restoration costs, as well as the timing of dismantlement.

Wind Farms:

Management note that decommissioning provisions is a critical estimate and have therefore performed sensitivity analysis. The results of the sensitivity analysis conclude that a change of +/- one percent in the discount rate would have resulted in ±0.1m increase/decrease in the provision. See note 17 for the provision recognised at 30 June 2021. Management utilised external expertise to provide an estimated cost to dismantle and have used a discount rate of 2% to reflect the time value of money and the risks specific to the obligation.

Australian solar farms:

A large solar farm based in Australia has recently been connected to the grid and a provision has been included for 2021 calculated by an external expert. A discount rate of 2.26% has been used to reflect the time value of money and the risks specific to the obligation. Management note that decommissioning provisions is a critical estimate and have therefore performed sensitivity analysis. The results of the sensitivity analysis conclude that a change of +/- one percent in the discount rate would have resulted in ±0.25m/±0.3m increase/decrease in the provision. See note 17 for the provision recognised at 30 June 2021.

UK and French Solar (judgment):

Management believe that given the nature of these particular assets, the lessor may wish to [illegible] of the assets for either continued use or [illegible] value through [illegible] the assets and as such do not believe that an outflow is probable to settle the [illegible] obligation. Management will continue to monitor the situation at each balance sheet date.

vi. Impairment of goodwill and investments (estimate)

The value of goodwill held by the Group and investments in subsidiary undertakings held by the Company is reviewed annually for impairment. The recoverability of these balances is considered with reference to the present value of the estimated future cash flows. These calculations use cash flow projections from [illegible] forward forecast business performance together with assumptions surrounding the expected life of the asset, externally prepared forecasts and valuations, and any adjustments required to the discount rate to take account of business risk. The estimated present value of these future cash flows is sensitive to the discount rate and growth rate used in the calculation, all of which require management's judgement. Testing of the carrying value has been performed during the year which has involved several scenarios being modelled. Based on this testing and the resulting impairment recognised on investments, management believes there is sufficient headroom to support the value of goodwill and investments in subsidiary entities.

Management note that impairment of goodwill and investments is a critical estimate and have therefore performed sensitivity analysis on the calculation. The results of the sensitivity analysis conclude that a change of +/- one percent in the amount provided against the estimated balance at risk would have resulted in £5m less/more expenditure being charged to the income statement during the period. See note 8 for the carrying amount of the goodwill and investments at 30 June 2021.

Notes to the financial statements for the year ended 30 June 2021

Analysis of turnover by category

	2021	Restated 2020
	£'000	£'000
[illegible]	56,552	[illegible]
[illegible]	179,820	[illegible]
[illegible]	141,826	[illegible]
[illegible]	42,266	[illegible]
[illegible]	4,838	
	425,302	[illegible]

[illegible]

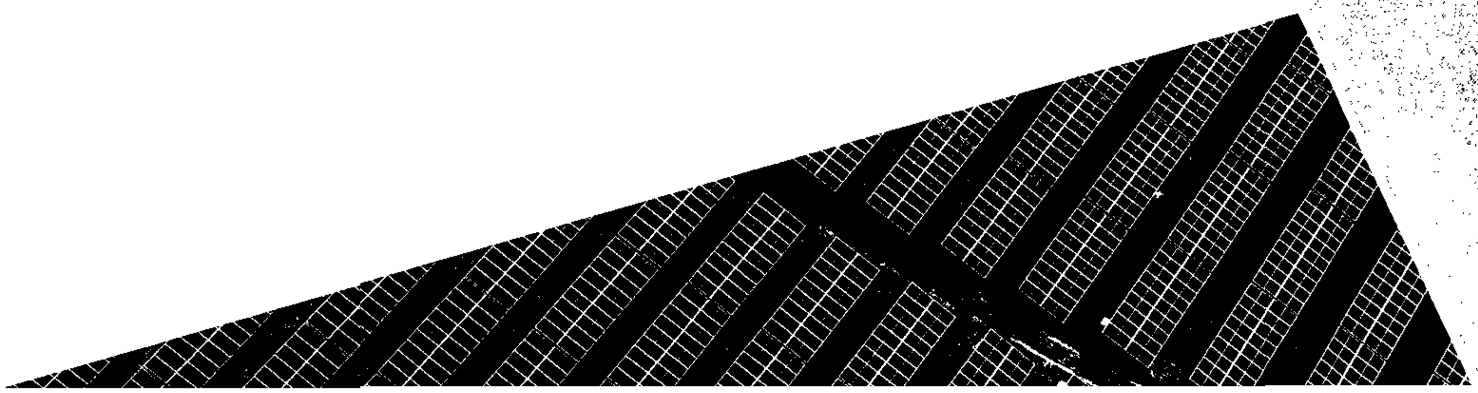
Analysis of turnover by geography

	2021	Restated 2020
	£'000	£'000
[illegible]	384,799	[illegible]
[illegible]	31,893	27,423
[illegible]	8,610	
	425,302	390,457

Other income

	2021	Restated 2020
	£'000	£'000
Liquidated damages and insurance proceeds	9,454	4,718

Note 30 details the prior period adjustments



Notes to the financial statements for the year ended 30 June 2021

	2021	Restated 2020
	£'000	£'000
[illegible]	34,991	24,989
[illegible]	85,917	73,60[illegible]
[illegible]	146	199
[illegible]	1,134	940
[illegible]	513	362
[illegible]	672	274
[illegible]	4,402	392
[illegible]	7,502	8,080

	2021	2020
	£'000	£'000
[illegible]	41,383	21,576
[illegible]	3,809	2,695
[illegible]	1,676	1,240
	46,868	25,511

The monthly average number of persons employed by the Group during the year was:

	2021	2020
	Number	Number
[illegible]	699	392
[illegible]	348	287
[illegible]	3	3
	1,050	682

Notes to the financial statements for the year ended 30 June 2021

	2021	2020
	£'000	£'000
Emoluments	163	185

During the year no pension contributions were made in respect of the directors (2020: none).

The Group has no other key management (2020: none).

A number of subsidiaries of the Group operate a cash-settled LTIP to qualifying employees, whereby employees render services in exchange for cash, the amount of which is determined by reference to the valuation of the underlying subsidiary. The fair value of the liability for the awards made is measured at each reporting date and at the settlement date. The fair value is recognised over the vesting period. The amount of expense recognised takes into account the best available estimate of the number of units expected to vest under the service and performance conditions underlying each award granted.

Cash-settled share-based payment transactions with employees

	2021 Number of awards	2020 Number of awards
Opening outstanding balance	1,640,000	1,030,000
Granted during the period	274,751	610,000
Closing outstanding balance	**1,914,751**	**1,640,000**

The total charge for the year was £1,664,000 (2020: £828,000) and at the 30 June 2021 there was a liability of £1,334,000 included within creditors greater than one year (2020: £838,000).

Interest receivable and similar income	2021	(restated) 2020
	£'000	£'000
Interest on bank balances	997	148

Interest payable and similar expenses	2021	(restated) 2020
	£'000	£'000
Interest on bank borrowings	34,378	46,403
Amortisation of issue costs on bank borrowings	1,103	2,546
Losses on derivative financial instruments	586	1,924
	36,067	50,873

Note 20 details the prior period adjustments.

Notes to the financial statements for the year ended 30 June 2021

a) Analysis of charge in year

	2021	(restated) 2020
	£'000	£'000
Current tax:		
UK corporation tax charge on loss for the year	**1,648**	257
Foreign corporate income tax	**–**	792
Adjustments in respect of prior periods	**(2,866)**	(423)
Total current tax	**(1,218)**	626
Deferred tax:		
Origination and reversal of timing differences	**2,074**	1,375
Adjustments in respect of prior periods	**(4,204)**	3,818
Effect of change in tax rates	**11,491**	3,505
Total deferred tax	**9,361**	8,698
Tax charge on loss on ordinary activities	**8,143**	9,324

b) Factors affecting tax charge for the year

The tax assessed for the year is higher (2020: higher) than the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below.

	2021	(restated) 2020
	£'000	£'000
Loss before tax	**(21,170)**	(24,285)
Loss before tax multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	**(4,022)**	(4,614)
Effects of:		
Expenses not deductible for tax purposes	**16,076**	21,592
Effects of foreign tax	**1,022**	–
Deferred tax not recognised	**–**	(237)
Income not taxable for tax purposes	**(9,351)**	(14,353)
Adjustments in respect of prior periods	**(7,071)**	3,395
Effects of change in tax rates	**11,489**	3,541
Total tax charge for the year	**8,143**	9,324

c) Factors that may affect future tax charge

The tax rate applicable for this accounting year is 19%, the main rate of corporation tax since 1 April 2017. In March 2021, the UK Government announced that from 1 April 2023 the main rate of Corporation Tax will be increased to 25%. Consequently, deferred tax has been calculated at the year end using a tax rate of 25%.

Note 26 details the prior period adjustments.

Notes to the financial statements for the year ended 30 June 2021

	Software	Goodwill (restated)	Development rights	Total
Group	**£'000**	**£'000**	**£'000**	**£'000**
Cost				
[illegible]	–	[illegible]	[illegible]	[illegible]
[illegible]	12	–		12
[illegible]	885	53,938	–	54,823
[illegible]		(1,849)		(1,849)
[illegible]	–	739	(81)	658
At 30 June 2021	**897**	**757,107**	**10,216**	**768,220**
Accumulated amortisation				
[illegible]	–	120,290	625	120,915
[illegible]	–	(422)	–	(422)
[illegible]		(14)		(14)
[illegible]	40	34,542	409	34,991
At 30 June 2021	**40**	**154,396**	**1,034**	**155,470**
Net book value				
At 30 June 2021	**857**	**602,711**	**9,182**	**612,750**
[illegible]	–	[illegible]	9,672	[illegible]

[illegible]

[illegible]

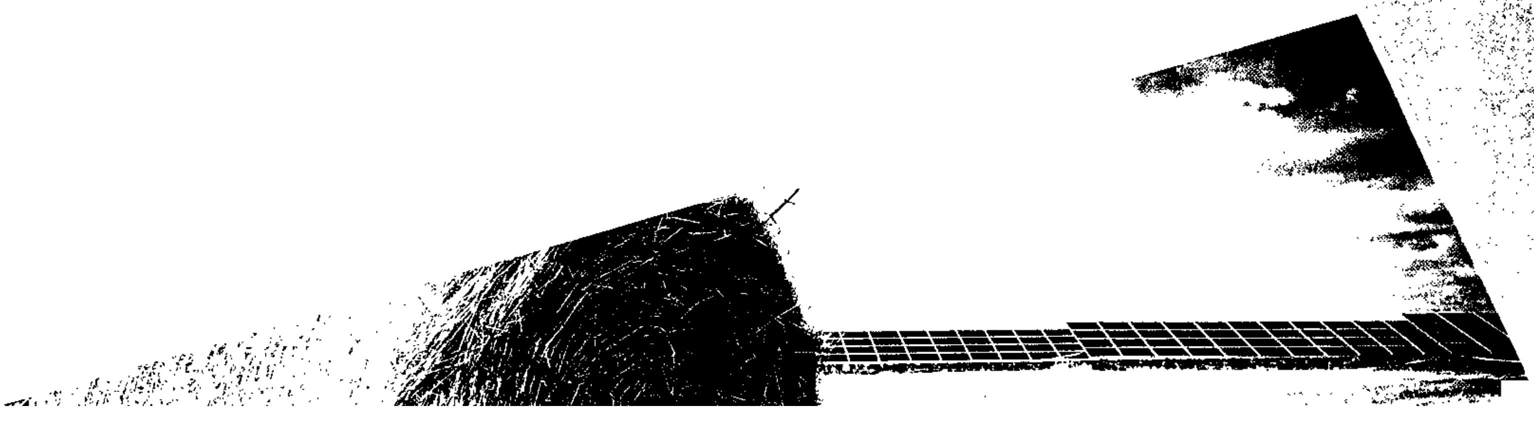
[illegible]

[illegible]

[illegible]

[illegible]

[illegible]



Notes to the financial statements for the year ended 30 June 2021

Group	Land and buildings £'000	Power stations £'000	Plant and machinery (restated) £'000	Network assets	Assets under construction £'000	Total (restated) £'000
Cost						
[illegible]	[illegible]	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	196,467
[illegible]	[illegible]		[illegible]	–		(21,450)
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	–
[illegible]	[illegible]	[illegible]	[illegible]		–	(12,770)
At 30 June 2021	**8,531**	**317,467**	**1,664,925**	**27,288**	**43,277**	**2,061,488**
Accumulated depreciation						
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	–	432,514
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	–	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	–	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]			[illegible]
At 30 June 2021	**4,410**	**90,059**	**414,559**	**1,290**	–	**510,318**
Net book value						
At 30 June 2021	**4,121**	**227,408**	**1,250,366**	**25,998**	**43,277**	**1,551,170**
[illegible]	[illegible]	[illegible]	[illegible]	–	[illegible]	[illegible]

[illegible]

[illegible]

[illegible]

Notes to the financial statements for the year ended 30 June 2021

Group	Joint venture £'000	Unlisted investments £'000	Total £'000
Cost and net book value			
At 1 July 2020	11,201	1,067	12,268
Additions		30,066	30,066
Disposals	(10,778)	(20,133)	(30,911)
Dividends received	(1,500)	–	(1,500)
Share of profit after tax	1,077		1,077
At 30 June 2021	**–**	**11,000**	**11,000**
At 30 June 2020	11,201	1,067	12,268

On the 1st of March 2021 one of the Group's subsidiaries disposed of its holding in it's joint venture for a sale price of £28,880,000. The Group's share of operating profit is included in the consolidated results, together with a profit on disposal of £18,107,000.

Company	Subsidiary undertakings £'000	Total £'000
Cost		
At incorporation	–	–
Additions	2,311,678	2,311,678
Disposals	–	–
At 30 June 2021	**2,311,678**	**2,311,678**
Accumulated impairments		
At incorporation	–	–
Reversal of impairment	–	
Impairments	195,312	195,312
At 30 June 2021	**195,312**	**195,312**
Net book value		
At 30 June 2021	**2,116,366**	**2,116,366**
At incorporation	–	–

Details of related undertakings are shown in note 29. The additions of subsidiary undertakings in Fern Trading Limited (formerly Fern Trading Group Limited) relate to a group reorganisation that occurred on 10 July 2020. Fern Trading Limited (formerly Fern Trading Group Limited), a newly incorporated company, acquired 100% of the share capital of Fern Trading Group Limited (formerly Fern Trading Limited) in a share for share exchange. On the 3rd of November 2020, as part of the same group reorganisation Fern Trading Limited (formerly Fern Trading Group Limited) acquired 100% of the share capital of the Fiore group of companies from Fern Trading Group Limited (formerly Fern Trading Limited).

Notes to the financial statements for the year ended 30 June 2021

[illegible]

Cash includes cash in hand and deposits repayable on demand.

Restricted cash represents cash for which the Group does not have immediate and unrestricted access or for which regulatory or legal requirements restrict the use of the cash.

	Group	
	2021	2020
	£'000	£'000
Cash at bank and in hand	117,141	150,452
Restricted cash	55,337	56,236
Cash at bank and in hand	**172,478**	**206,688**

[illegible]

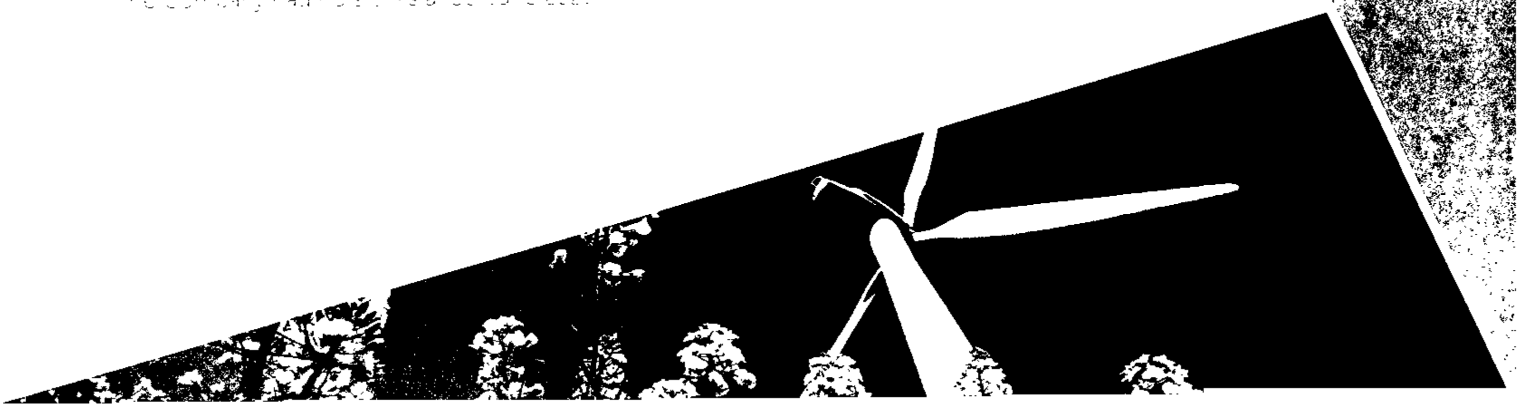
	Group	
	2021	2020
	£'000	£'000
[illegible]	**2,195**	2,494
[illegible]	**18,593**	17,272
[illegible]	**73,923**	55,040
	94,711	74,806

[illegible]

[illegible]

[illegible]

[illegible]



Notes to the financial statements for the year ended 30 June 2021

	Group		Company
	2021	[illegible]	2021
	£'000	[illegible]	£'000
Amounts falling due after one year			
[illegible]	**16,128**	[illegible]	–
Amounts falling due within one year			
[illegible]	**369,384**	[illegible]	–
[illegible]	**16,121**	[illegible]	**8**
[illegible]	**3,950**	–	**12,751**
[illegible]	**27,696**	[illegible]	**5,008**
[illegible]	**6,603**	[illegible]	–
[illegible]	**6,469**	[illegible]	–
[illegible]	**154,375**	144,244	**32,616**
	600,726	842,549	**50,383**

[illegible]

[illegible]

[illegible]

Notes to the financial statements for the year ended 30 June 2021

	Group 2021 £'000	Group 2020 £'000	Company 2021 £'000
[illegible]	47,386	[illegible]	–
[illegible]	23,390	25,403	16
Other loans	–	3,359	–
[illegible]	–	19	–
[illegible]	61,165	49,601	–
[illegible]	–	–	20,203
[illegible]	3,147	2,512	–
[illegible]	143	20,071	–
[illegible]	72,087	67,060	2,705
	207,318	232,813	22,924

Amounts falling due between one and five years	Group 2021 £'000	Group 2020 £'000
[illegible]	247,297	269,227
[illegible]	6,125	2,078
[illegible]	–	2,655
[illegible]	5,415	9,138
	258,837	283,097

Amounts falling due after more than five years	Group 2021 £'000	Group (restated) 2020 £'000
[illegible]	577,235	714,480
[illegible]	24,495	25,928
[illegible]	42,772	84,819
	644,502	828,227
[illegible]	903,339	1,111,324

The Company has no creditors due in greater than one year.

Amounts owed to related parties are unsecured, non-interest bearing and repayable on demand.

[illegible]

Notes to the financial statements for the year ended 30 June 2021

	2021	2020
Group	**£'000**	£'000
Due in one year	**47,386**	99,788
Due between one and five years	**247,297**	269,223
Due in more than five years	**577,235**	714,480
	871,918	1,083,491

The Company had no bank loans at 30 June 2021

The bank loans are secured against assets of the Group with each loan as held by the subsidiary shown below

	Interest rate	2021	2020
		£'000	£'000
[illegible] Energy Limited	6 month LIBOR plus 1.60%	**438,140**	488,179
Cedar Energy and Infrastructure Limited	LIBOR/EURIBOR plus 2.00%	**–**	32,008
[illegible] Energy [illegible] Limited	3 month EURIBOR plus 1.20%	**8,613**	10,083
[illegible] Energy [illegible] Limited	Fixed rate 1.70%	**26,382**	30,250
Boomerang Energy Limited	6 month LIBOR plus 1.50%	**295,344**	316,627
Darlington Point Solar Farm [illegible] Limited	1 month BSSY plus 1.85%	**–**	84,682
[illegible] Energy UK Limited	6 month LIBOR plus 2.35%	**103,439**	121,662
		871,918	1,083,491

SONIA will be replacing LIBOR as the effective interbank lending rate system from 1 January 2022, the Group is working with its lenders to ensure a smooth transition to the new system. The rate change will result in no commercial impact to the business

Finance leases

The future minimum finance lease payments are as follows

	2021	2020
	£'000	£'000
Payments due		
Not later than one year	**3,166**	4,034
Later than one year and not later than five years	**6,196**	7,604
Later than five years	**72,013**	69,282
Total gross payments	**81,375**	80,920
Less: finance charges	**(47,609)**	(47,402)
Carrying amount of the liability	**33,766**	33,518

The finance leases primarily relate to a leased building and healthcare equipment. There are no contingent rental, renewal or purchase option clauses. Rents payable increase by local inflation. Finance leases are secured against the leased assets

The Company had no finance leases at 30 June 2021

Notes to the financial statements for the year ended 30 June 2021

Group	(restated) Decommissioning provision £'000	(restated) Deferred tax £'000	(restated) Total £'000
[illegible]	17,453	36,484	[illegible]
[illegible]	(239)	8,046	7,807
[illegible]	5,573	–	[illegible]
[illegible]	262		262
[illegible]	101	(4,203)	(4,102)
[illegible]	(511)	(2,182)	(2,693)
At 30 June 2021	**20,439**	**38,145**	**58,584**

The decommissioning provision is held to cover future obligations to return land on which there are operational wind farms and solar farms, to their original condition. The amounts are not expected to be utilised for in excess of 25 years. Note 28 details the prior period adjustments.

The Company had no provisions at 30 June 2021.

The Group and Company have the following share capital:

Group	2021	2020
Allotted, called-up and fully paid	**£'000**	£'000
[illegible]	**149,676**	136,45[illegible]

Company	2021
Allotted, called-up and fully paid	**£'000**
[illegible]	**149,676**

[illegible]

Notes to the financial statements for the year ended 30 June 2021

[illegible]

[illegible]

[illegible]

[illegible]

Cash flow hedge reserve

[illegible]

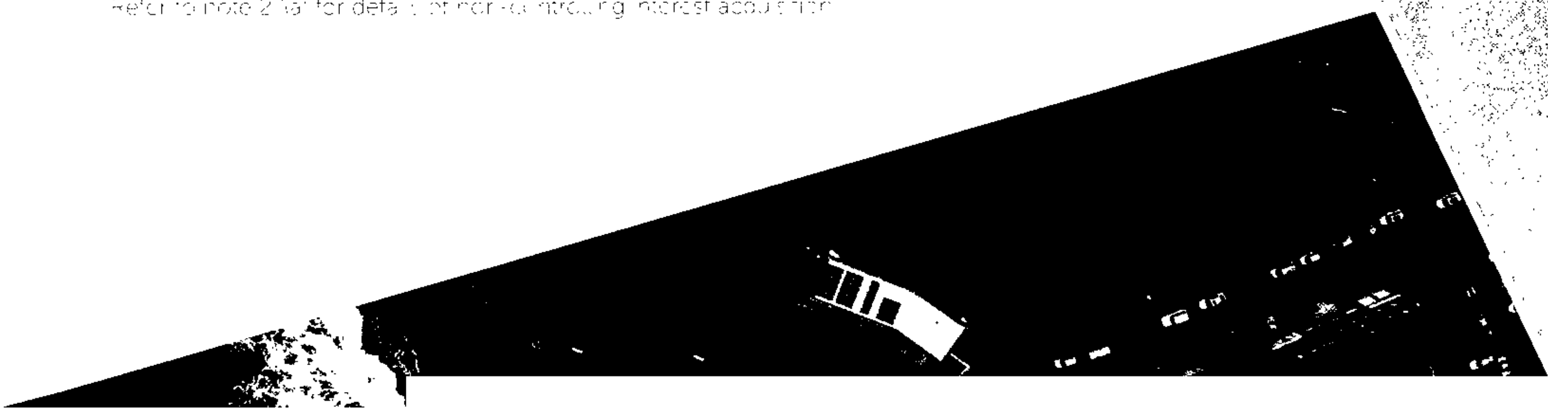
Merger reserve

[illegible]

The movement in non controlling interests was as follows

Group	Note	Group 2021 £'000	2020 £'000
At 1 July		**9,570**	15,438
[illegible]	27	**(1,842)**	(2,500)
[illegible]		**(4,007)**	(3,368)
At 30 June		**3,721**	9,570

Refer to note 27(a) for details of non-controlling interest acquisition



Notes to the financial statements for the year ended 30 June 2021

Across the wind portfolio the Group has committed to make ongoing contributions to community benefit funds [illegible] where the wind farms are located. The commitment is to pay between [illegible] per MW of installed capacity [illegible] depending on specific planning conditions over the operating lives of the wind farms, which amount to an annual commitment of [illegible] (2020: [illegible]) [illegible] also make ongoing community benefit contributions, amounting to an annual commitment of [illegible] (2020: [illegible]) [illegible]. The terms of these payments vary and are subject to change by individual site planning requirements, but they are generally in the range of [illegible] per MW of installed capacity, annually for between 7 and 14 years after the start of commercial operations.

Carrying amounts of financial assets and liabilities

Group	Group 2021 £'000	Group (restated) 2020 £'000	Company 2021 £'000
Carrying amount of financial assets			
[illegible]	**433,280**	679,171	**17,767**
[illegible]	**6,469**	14,901	–
Carrying amount of financial liabilities			
[illegible]	**956,384**	1,169,510	**16**
[illegible]	**42,772**	107,548	–

Note 26 [illegible] prior period adjustments

Notes to the financial statements for the year ended 30 June 2021

Derivative financial instruments

[illegible]

a) Market risk

Currency risk

[illegible]

Transactional exposures

[illegible]

Translational exposures

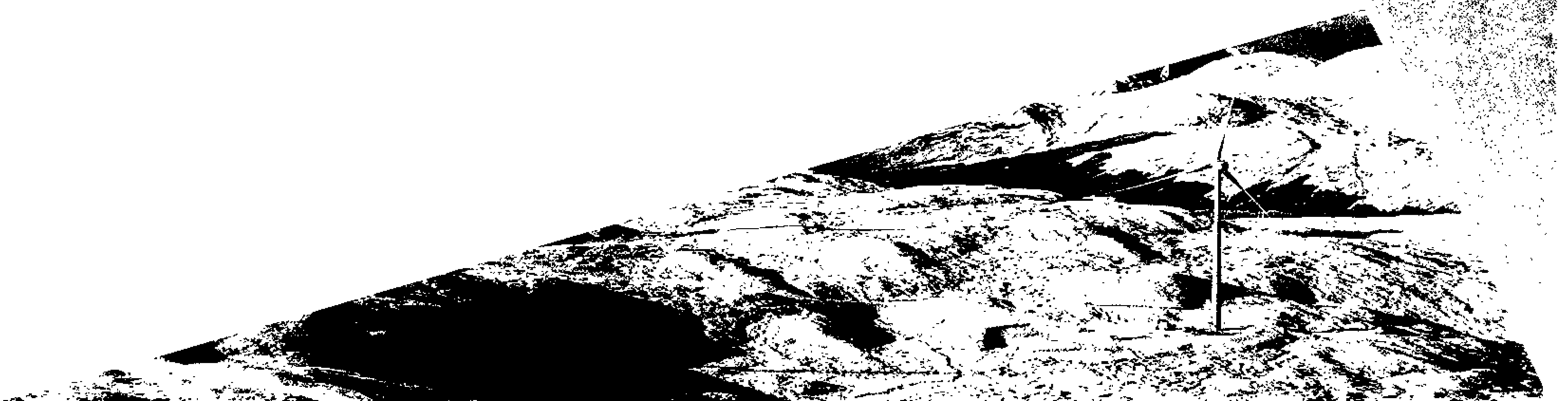
[illegible]

Interest rate risk

[illegible]

Price risk

[illegible]



Notes to the financial statements for the year ended 30 June 2021

b) Credit risk

Customer credit risk is mitigated through the Group's credit committee ... which are in place to ensure that our customers have an appropriate credit history and are monitored on an ongoing basis.

c) Liquidity risk

Liquidity risks are managed by ensuring that sufficient cash is available to fund continuing and future operations.

Liquidity risk arises on bank loans in place across the Group and is managed through careful monitoring of covenants and term ... of debt. [illegible] long-term ... our revenue ... received throughout the year as well as interest and redemptions on our short-term loan book. Cash flow risk is managed through ongoing cash flow forecasting to ensure receipts are sufficient to meet liabilities as they fall due.

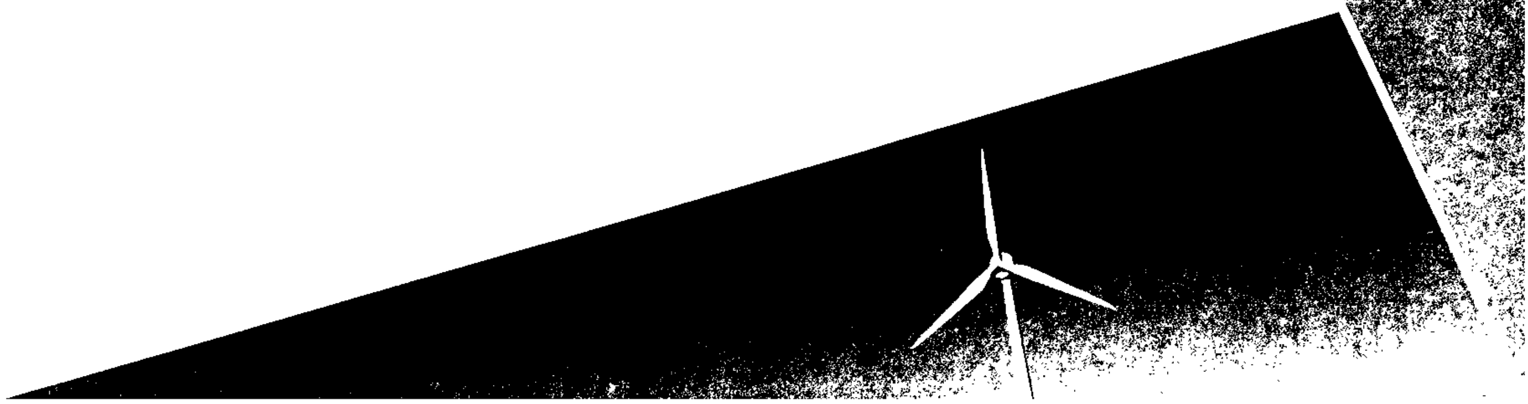
At the year end the Group had capital commitments as follows:

Group	2021 £'000	2020 £'000
Contracted for but not provided in these financial statements	**90,156**	92,879
[illegible]	**92,683**	101,900

At 30 June the Group had total future minimum lease payments under non-cancellable operating leases as follows:

	2021		2020	
	Land and buildings	**Other**	Land and buildings	Other
	£'000	**£'000**	£'000	£'000
Payments due:				
Not later than one year	**8,031**	**749**	6,945	335
Later than one year and not later than five years	**30,369**	**1,686**	28,025	589
Later than five years	**118,932**	**9**	114,697	9
	157,332	**2,444**	149,665	933

The Group had no other off-balance sheet arrangements (2020: none).



Notes to the financial statements for the year ended 30 June 2021

Under sections 394A and 479A of the Companies Act 2006, the immediate parent, Fern Trading Limited (formerly Fern Trading Group Limited) has guaranteed all outstanding liabilities to which the subsidiaries listed on page 81 were subject at the 30 June 2021 until they are satisfied in full. The liabilities total £1,1[illegible]8,610,000. Such guarantees are enforceable against Fern Trading Limited (formerly Fern Trading Group Limited) by any person to whom any such liability is due.

The Company had no capital or other commitments at 30 June 2021.

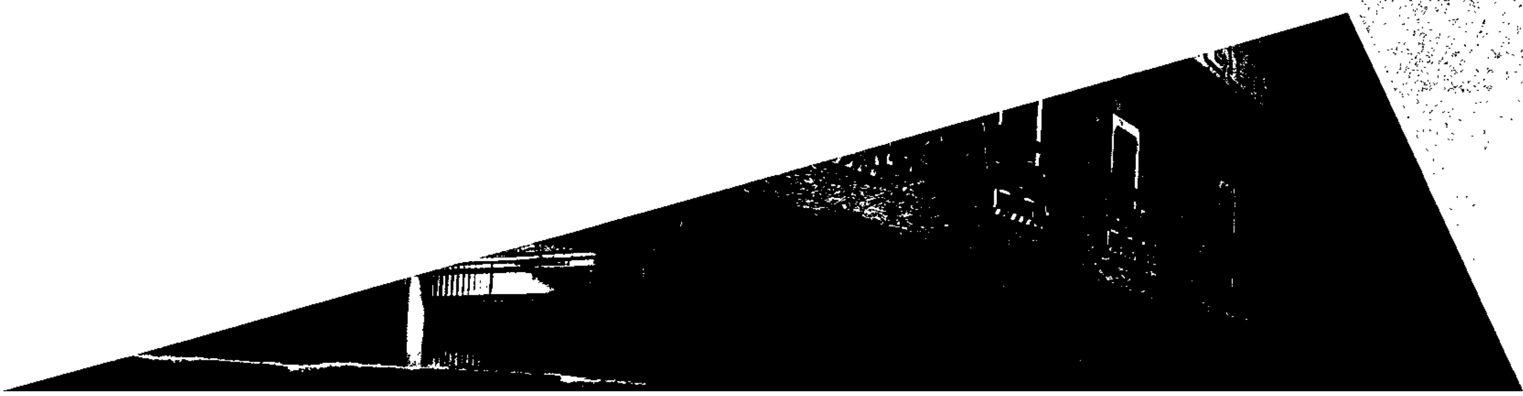
On 2 July 2021, Fern Power Company Limited (a subsidiary of Fern Trading Limited (formerly Fern Trading Group Limited)) acquired 100% of nine reserve power sites. The company paid total cash consideration of £16[illegible] for net assets of £18[illegible]. No goodwill was recognised upon acquisition.

On 27 August 2021, Fern Trading Development Limited (a subsidiary of Cedar Energy and Infrastructure Limited) acquired 100% of Dulacca Wind Farm for £115.6m (AUD $219[illegible]m). It is a construction ready 180MW wind farm located in Queensland, Australia. RES Australia is the developer of the project. Construction is expected to be completed in August 2023. Given that this has been a recent acquisition, the identifiable assets and liabilities at completion and goodwill have yet to be finalised. The Directors therefore consider it impractical to be able to disclose this information in these financial statements. The most recent management accounts as at 30 September 2021 showed aggregated net assets of £114m.

On 19 October 2021, Global Energy Recovery Limited (a subsidiary of Cedar Energy and Infrastructure Limited) acquired 100% share capital of Deveryard Limited. The Company paid total cash consideration of £9,097,000. Given that this has been a recent acquisition, the identifiable assets and liabilities at completion and goodwill have yet to be finalised. The Directors therefore consider it impractical to be able to disclose this information in these financial statements. The most recent management accounts as at the 31 October 2021 showed aggregated net liabilities of £1.8m.

On 29 October 2021, Fern Trading Development Limited (a subsidiary of Cedar Energy and Infrastructure Limited) received an advanced payment of £45,000,000 for the sale of Nordic Power Development Limited, its immediate subsidiary. This deposit is interest bearing and repayable in the event that the sale is unsuccessful.

Notes to the financial statements for the year ended 30 June 2021



Notes to the financial statements for the year ended 30 June 2021

a) Accounting policy fair value adjustment – hedge accounting

The Group currently holds a number of derivative assets on the balance sheet at fair value, accounted for using hedge accounting. For the year ended 30 June 2021 the Group has elected to change the way it estimates fair value of its Derivative Financial Instruments and has adopted the [illegible] method to reflect current market practice and more closely align its accounting policies to those of its peers. As this is considered an accounting policy change under FRS102 it is required that the prior year's statement [illegible] restated to reflect this change as though this change in fair value estimate had been applied in previous years.

A summary of the impact of the accounting policy change is provided below.

	Year ended 30 June 2019 (as stated)	Adjustments	Year ended 30 June 2019 (restated)
Group	**£'000**	**£'000**	**£'000**
Cash flow hedge	(17,921)	(15,883)	(33,804)
Interest payable and similar charges	71,608	(2,240)	69,368
Derivative liability	(39,385)	(4,529)	(43,914)

	Year ended 30 June 2020 (as stated)	Accumulated adjustments	Year ended 30 June 2020 (restated)
Group	**£'000**	**£'000**	**£'000**
Cash flow hedge	(45,153)	(18,684)	(63,837)
Interest payable and similar charges	51,388	(515)	50,873
Derivative liability	(59,651)	(5,168)	(64,819)
Deferred tax asset	34,837	1,647	36,484
Deferred tax impact recognised in other comprehensive income	4,131	(1,647)	2,484

b) Reclassification of other income

During the audit for the year ended 30 June 2021 it was brought to management's attention that other income relating to £4,118,000 had been incorrectly classified as turnover. Management have reviewed all sources of income and subsequently disclosed other income separately in the consolidated statement of comprehensive income, as well as in the relevant notes. Comparative figures for the year ended 30 June 2020 have been restated. Other income includes liquidated damages and any insurance proceeds. Refer to Note 1 for the split of other income.

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Notes to the financial statements for the year ended 30 June 2021

c) Goodwill

[illegible]

Group	Year ended 30 June 2020 (as stated) £'000	Adjustment £'000	Year ended 30 June 2020 (restated) £'000
[illegible]	715,118	(10,879)	704,239
[illegible]	(135,874)	5,580	[illegible]
[illegible]	35,218	2,771	37,989

[illegible]

d) Decommissioning provision

[illegible]

Notes to the financial statements for the year ended 30 June 2021

a) Saunamaa Wind Farm Oy and Voyrinkangas Wind Farm Oy

[illegible]

b) CEPE Berceronne SARL

[illegible]

[illegible]

Consideration	€'000	Exchange rate	£'000
[illegible]	308	1.1058	280
Total consideration	**308**	**1.1058**	**280**

[illegible]

	Book values	Adjustments	Fair value	Book value	Adjustments	Fair value
	€000	**€000**	**€000**	**£000**	**£000**	**£000**
[illegible]	204	–	204	185		185
[illegible]	13	-	13	12	–	12
[illegible]	10	–	10	9	-	9
Net liabilities acquired	**227**	**–**	**227**	**206**	**–**	**206**
[illegible]			81			74
Total consideration			**308**			**280**

[illegible]

[illegible]

Notes to the financial statements for the year ended 30 June 2021

c) Guardbridge Sp. z o.o

[illegible]

[illegible]

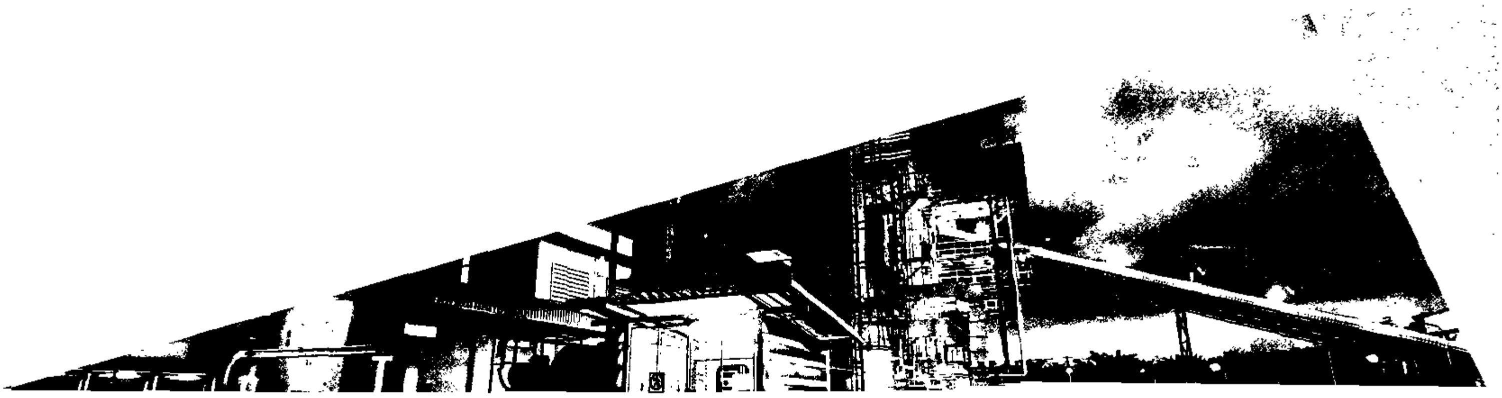
		Exchange Rate	
Consideration	**€'000**		**£'000**
[illegible]	9 990	[illegible]	8,565
[illegible]	568	[illegible]	488
Total consideration	**10,558**		**9,073**

[illegible]

	Book values	Adjustments	Fair value	Book values	Adjustments	Fair value
	€'000	**€'000**	**€'000**	**£'000**	**£'000**	**£'000**
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]
[illegible]	[illegible]	–	[illegible]	[illegible]	–	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]
[illegible]	[illegible]		[illegible]	154		154
[illegible]	[illegible]	–	[illegible]	[illegible]		[illegible]
Net liabilities acquired	**9,518**	**–**	**9,518**	**8,179**	**–**	**8,179**
[illegible]			[illegible]			894
Total consideration			**10,558**			**9,073**

[illegible]

[illegible]



Notes to the financial statements for the year ended 30 June 2021

d) Vorboss Limited acquisition

[illegible]

[illegible]

Consideration	£'000
[illegible]	14,782
[illegible]	2,256
[illegible]	4,718
Total consideration	**21,756**

[illegible]

	Book values £'000	Adjustments £'000	Fair value £'000
[illegible]	[illegible]		[illegible]
[illegible]	22	–	22
[illegible]	[illegible]	–	[illegible]
[illegible]	515	–	515
[illegible]	97		97
[illegible]	(1,549)		(1,549)
Net assets acquired	**2,004**	**–**	**2,004**
Goodwill			[illegible]
Total consideration			**21,756**

Goodwill resulting from the business combination was £[illegible] and has an estimated useful life of 30 years, reflecting the lifespan of the assets acquired.

The consolidated statement of comprehensive income for the year includes £[illegible] of revenue and a loss before tax of £1,562,201 in respect of this acquisition.

Notes to the financial statements for the year ended 30 June 2021

e) Giganet Limited acquisition

On 15 April 2021, the Group acquired Giganet Limited (formerly M12 Solutions Limited) a supplier of fibre networks, through the purchase of 100% of the share capital for consideration of £2,71[illegible]63 and contingent deferred consideration of £1,556,187.

The following tables summarise the consideration paid by the Group, the fair value of assets acquired and liabilities assumed at the acquisition date. A list of the entities acquired are set out in note 19.

	£'000
Consideration	
Cash	2,690
Deferred consideration	1,556
Directly attributable costs	26
Total consideration	**4,272**

Details of the fair value of the net assets acquired and goodwill arising are as follows:

	Book values	Adjustments	Fair value
	£'000	£'000	£'000
Fixed assets	176	–	176
Trade and other payables	(310)		(310)
Trade and other receivables	124		124
Cash and cash equivalent	104	–	104
Prepayments and accrued income	1	–	1
Other loans	(11)	–	(11)
Net assets acquired	**84**	**–**	**84**
Goodwill			4,188
Total consideration			**4,272**

Goodwill resulting from the business combination was £4,1[illegible]514 and has an estimated useful life of 25 years reflecting the lifespan of the assets acquired.

The consolidated statement of comprehensive income for the year includes £805,421 of revenue and a loss before tax of £824,375 in respect of this acquisition.

Notes to the financial statements for the year ended 30 June 2021

f) Reserve power acquisition

[illegible]

[illegible]

Consideration	£'000
[illegible]	[illegible]
Total consideration	**1,270**

[illegible]

	Book values	Adjustments	Fair value
	£'000	£'000	£'000
Fixed assets	58,190	(19,942)	38,248
[illegible]	–	–	–
Trade and other receivables	1,712		1,712
Cash and cash equivalents	5,830		5,830
Prepayments and accrued income	1,053		1,053
[illegible]	(42,566)	–	(42,566)
[illegible]	(3,007)	–	(3,007)
Net assets acquired	**21,212**	**(19,942)**	**1,270**
Goodwill			–
Total consideration			**1,270**

There was no goodwill resulting from the business combination.

The consolidated statement of comprehensive income for the year includes revenue of £2,351,0[illegible] and a loss before tax of £1,335,154 in respect of this acquisition.

Notes to the financial statements for the year ended 30 June 2021

g) Snetterton acquisition

[illegible]

[illegible]

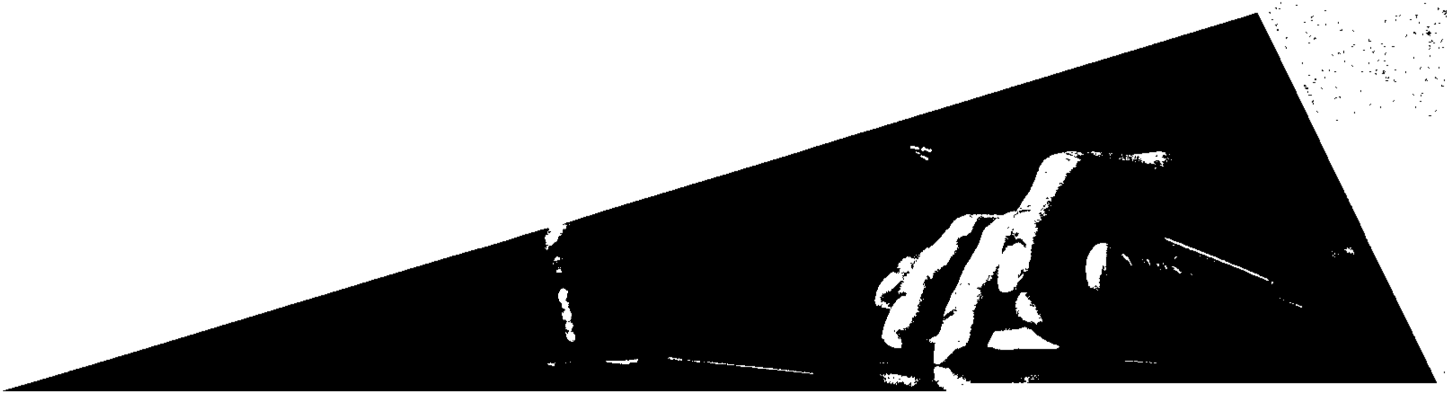
Consideration	£'000
[illegible]	175,965
[illegible]	[illegible]
Total consideration	**176,438**

[illegible]

	Book values £'000	Adjustments £'000	Fair value £'000
[illegible]	[illegible]	–	[illegible]
[illegible]	[illegible]	–	5,665
[illegible]	[illegible]		6,019
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	–	[illegible]
[illegible]	[illegible]	–	[illegible]
Net assets acquired	**158,771**	**87**	**158,858**
[illegible]			[illegible]
Total consideration			**176,438**

[illegible]

[illegible]



Notes to the financial statements for the year ended 30 June 2021

h) Rangeford Holdings Limited acquisition

On 28 June 2021, the Group acquired Rangeford Chertsey Limited (formerly known as C Squared Property Developments (Chertsey) Limited), a development site for a retirement village, through the purchase of 100% of the share capital for £8,881,275 in direct consideration, 2,500,000 in deferred consideration and 2,049,000 in deferred contingent consideration.

The following tables summarise the consideration paid by the Group, the fair value of assets acquired, and liabilities assumed at the acquisition date.

Consideration	**£'000**
Cash	8,666
Deferred consideration	2,500
Deferred contingent consideration	2,049
Directly attributable costs	215
Total consideration	**13,430**

Details of the fair value of the net assets acquired and goodwill arising are as follows:

	Book values	**Adjustments**	**Fair value**
	£'000	**£'000**	**£'000**
Stock	10,364	836	11,200
Net assets acquired	**10,364**	**836**	**11,200**
Goodwill			2,230
Total consideration			**13,430**

Goodwill resulting from the business combination was £2,230,275 and has an estimated useful life of 8 years, reflecting the lifespan of the development project.

The consolidated statement of comprehensive income for the year include £Nil revenue and a loss before tax of £Nil in respect of this acquisition.

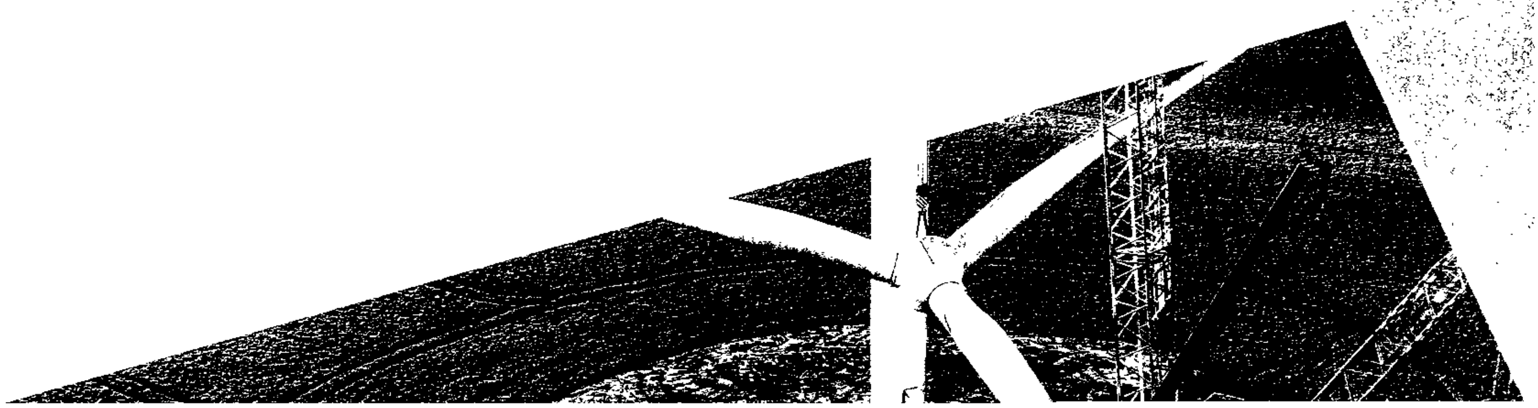
Notes to the financial statements for the year ended 30 June 2021

[illegible]

Net debt

[illegible]

	Note	2021 £'000	2020 £'000
[illegible]	[illegible]	871,918	1,083,491
[illegible]	[illegible]	–	8,359
Gross debt		**871,918**	**1,091,850**
[illegible]	[illegible]	(172,478)	(206,688)
Net debt		**699,440**	885,162



Notes to the financial statements for the year ended 30 June 2021

EBITDA

[illegible]

[illegible]

	Note	2021 £'000	[illegible]
Loss for the financial year		(29,313)	[illegible]
[illegible]			
[illegible]	[illegible]	34,9[illegible]1	[illegible]
[illegible]	[illegible]	8[illegible],91[illegible]	[illegible],010
[illegible]	[illegible]	36,067	50,873
[illegible]		–	21,619
[illegible]	[illegible]	8,143	9,724
[illegible]			
[illegible]		(449)	(945)
[illegible]		(1,755)	[illegible]
[illegible]		(28,568)	[illegible]
[illegible]		(99[illegible])	(148)
EBITDA		**104,036**	134,41[illegible]

[illegible]

Notes to the financial statements for the year ended 30 June 2021

[illegible]

Name	Country of incorporation	Class of shares	Holding	Principal activity
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Holding company
[illegible]	France	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Holding company
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	France	Ordinary	100%	Energy generation
[illegible]	France	Ordinary	100%	Holding company
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Dormant company
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Holding company
[illegible]	UK	Ordinary	100%	Holding company
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Holding company
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Holding company
[illegible]	Ireland	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation
[illegible]	UK	Ordinary	100%	Energy generation

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Causeway Limited[i]	UK	Ordinary	100%	Energy generation
Cedar Energy and Infrastructure Limited	UK	Ordinary	100%	Holding company
CEPE Bercorne SARL	France	Ordinary	100%	Energy generation
CEPE du Grand Bois SARL[6]	France	Ordinary	100%	Energy generation
CEPE de la [illegible] SARL	France	Ordinary	100%	Energy generation
CEPE de Lacombe SARL	France	Ordinary	100%	Energy generation
CEPE de Marsonne SARL[6]	France	Ordinary	100%	Energy generation
CEPE Haut du Saule	France	Ordinary	100%	Energy generation
CEPE de La Roche Quatre Rivieres SARL	France	Ordinary	100%	Energy generation
CEPE du Pays de St Seine SARL[6]	France	Ordinary	100%	Energy generation
Chelson Meadow Energy Limited[ii]	UK	Ordinary	100%	Energy generation
Chisbon Solar Farm Holdings Limited[ii]	UK	Ordinary	100%	Holding company
Chittering Solar Two Limited[ii]	UK	Ordinary	100%	Energy generation
Cilgwyn Energy Limited[i]	UK	Ordinary	100%	Dormant company
Clann Farm Limited[i]	UK	Ordinary	100%	Energy generation
Claramond Solar SPV 1 Limited	UK	Ordinary	100%	Energy generation
CLP Developments Limited	UK	Ordinary	100%	Dormant company
CLP Enviogas Limited[i]	UK	Ordinary	100%	Holding company
CLP Services Limited[i]	UK	Ordinary	80%	Dormant company
CLPE 1991 Limited	UK	Ordinary	100%	Dormant company
CLPE 1999 Limited[i]	UK	Ordinary	100%	Holding company
CLPE Holdings Limited[i]	UK	Ordinary	100%	Holding company
CLPE Projects 1 Limited[i]	UK	Ordinary	100%	Holding company
CLPE Projects 2 Limited	UK	Ordinary	100%	Holding company
CLPE Projects 3 Limited[ii]	UK	Ordinary	100%	Holding company
CLPE ROC – 1 Limited[ii]	UK	Ordinary	100%	Energy generation
CLPE ROC – 2 Limited[ii]	UK	Ordinary	100%	Energy generation
CLPE ROC – 3 Limited[ii]	UK	Ordinary	100%	Energy generation
CLPE ROC – 3A Limited[i]	UK	Ordinary	100%	Energy generation
CLPE ROC – 4 Limited[ii]	UK	Ordinary	100%	Energy generation
CLPE ROC – 4A Limited[ii]	UK	Ordinary	100%	Energy generation
Clyne Power Limited[ii]	UK	Ordinary	100%	Energy generation
Colsterworth Energy Limited[ii]	UK	Ordinary	100%	Energy generation

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Comm 21 Ltd[1]	UK	Ordinary	100%	Fibre network production
Common Bridge Energy Limited[1]	UK	Ordinary	100%	Energy generation
Chitesham Energy Limited	UK	Ordinary	100%	Energy generation
Cour Wind Farm (Scotland) Limited[1]	UK	Ordinary	100%	Energy generation
Crapnell Farm Limited[1]	UK	Ordinary	100%	Energy generation
Craymarsh Limited[1]	UK	Ordinary	100%	Energy generation
Creating Solar Farm Limited	UK	Ordinary	100%	Energy generation
Cynon Power Limited	UK	Ordinary	100%	Energy generation
Dafen Reserve Power Limited[1]	UK	Ordinary	100%	Energy generation
Dairy House Solar Limited[1]	UK	Ordinary	100%	Energy generation
Darlington Point Holdco Pty Limited[1]	Australia	Ordinary	100%	Holding company
Darlington Point Solar Farm Pty Limited[1,6]	Australia	Ordinary	91%	Holding company
Darlington Point Sub Holdco Pty Limited[1]	Australia	Ordinary	100%	Holding company
Deeppark Farm Solar Limited	UK	Ordinary	100%	Energy generation
Droppers Farm Limited[1]	UK	Ordinary	100%	Energy generation
Duffryn Rhuam Limited[1]	UK	Ordinary	100%	Energy generation
Ebbing Limited[1]	UK	Ordinary	100%	Holding company
Elecsol Camargue SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 10 SARL[4]	France	Ordinary	90%	Energy generation
Elecsol France 11 SARL[4]	France	Ordinary	90%	Energy generation
Elecsol France 15 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 19 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 23 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 24 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 25 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 28 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 41 SARL[4]	France	Ordinary	100%	Energy generation
Elecsol Haut Var SARL[4]	France	Ordinary	100%	Energy generation
Eos Energy 2 France SAS[4]	France	Ordinary	100%	Holding company
Eos Energy 2 Limited	UK	Ordinary	100%	Holding company
Eos Energy 3 France SAS	France	Ordinary	100%	Energy generation
Eos Energy DS3 Holdings 1 Limited[1]	UK	Ordinary	100%	Holding company
Eos Energy DT3 Holdings 2 Limited[1]	UK	Ordinary	100%	Holding company

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Elios Energy DSS Holdings 3 Limited'	UK	Ordinary	100%	Holding company
Elios Energy Holdings 2 Limited''	UK	Ordinary	100%	Holding company
Elios Energy Holdings 3 Limited'	UK	Ordinary	100%	Holding company
Elios Energy Holdings Limited'	UK	Ordinary	100%	Holding company
Elios Renewable Energy Limited'	UK	Ordinary	100%	Holding company
Ellcombe Limited	UK	Ordinary	100%	Energy generation
Energy Power Resources Limited'	UK	Ordinary	100%	Energy project development and management services
EPR Ely Limited'	UK	Ordinary	100%	Energy generation
EPR Eye Limited''	UK	Ordinary	100%	Energy generation
EPR Glanford Limited'	UK	Ordinary	100%	Energy generation
EPR Renewable Energy Limited''	UK	Ordinary	100%	Holding company
EPR Scotland Limited''	UK	Ordinary	100%	Energy generation
EPR Thetford Limited'	UK	Ordinary	100%	Energy generation
Eucalyptus Energy Holdings Limited'	UK	Ordinary	100%	Holding company
Eucalyptus Energy Limited	UK	Ordinary	100%	Holding company
Feltwell Energy Limited''	UK	Ordinary	100%	Energy generation
Fern Energy (Grange) Limited'''	UK	Ordinary	100%	Holding company
Fern Energy Cour Holdings Limited''	UK	Ordinary	100%	Holding company
Fern Energy Holdings Limited''	UK	Ordinary	100%	Holding company
Fern Energy Jupiter Acquisitions Limited''	UK	Ordinary	100%	Dormant company
Fern Energy Limited'	UK	Ordinary	100%	Holding company
Fern Energy Partnership Holdings Limited'	UK	Ordinary	100%	Dormant company
Fern Energy Ridgewind Acquisitions Limited	UK	Ordinary	100%	Dormant company
Fern Energy RidgeWind Holdings Limited'	UK	Ordinary	100%	Dormant company
Fern Energy Whiteside Holdings Limited''	UK	Ordinary	100%	Dormant company
Fern Energy Wind Holdings Limited'	UK	Ordinary	100%	Holding company
Fern Fibre Limited''	UK	Ordinary	100%	Holding company
Fern Healthcare Holdings Limited''	UK	Ordinary	100%	Holding company
Fern Infrastructure Limited''	UK	Ordinary	100%	Holding company
Fern Renewable Energy Limited'	UK	Ordinary	100%	Holding company
Fern Rooftop Solar (A)'	UK	Ordinary	100%	Dormant company
Fern Rooftop Solar (Zestec) Ltd'	UK	Ordinary	100%	Dormant company

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Fern Trading Development Limited*	UK	Ordinary	100%	Holding company
Fern Energy (Wind Holdings) Limited*	UK	Ordinary	100%	Holding company
Fern Fibre Limited	UK	Ordinary	100%	Holding company
Fern UK Power Developments Limited	UK	Ordinary	100%	Dormant company
Fibrophos Limited*	UK	Ordinary	100%	Supply of fertiliser
Four Burrows Limited	UK	Ordinary	100%	Energy generation
Fraisthorpe Holdings Limited*	UK	Ordinary	100%	Dormant company
Fraisthorpe Wind Farm Limited	UK	Ordinary	100%	Energy generation
Garlaff Energy Limited*	UK	Ordinary	100%	Dormant company
Giganet Fibre Ltd*	UK	Ordinary	100%	Fibre network production
Giganet Limited	UK	Ordinary	100%	Fibre network production
Glenchamber Wind Energy Limited*	UK	Ordinary	100%	Energy generation
Grange Wind Farm Limited*	UK	Ordinary	100%	Energy generation
Guardonde SP z o.o*	Poland	Ordinary	100%	Energy generation
Harbourne Power Limited*	UK	Ordinary	100%	Energy generation
Haymaker (Mount Hill) Limited	UK	Ordinary	100%	Energy generation
Haymaker (Watewood) Holdings Limited*	UK	Ordinary	100%	Holding company
Haymaker (Watewood) Ltd	UK	Ordinary	100%	Energy generation
Haymaker (Oaklands) Holdings Limited*	UK	Ordinary	100%	Holding company
Haymaker (Oaklands) Ltd	UK	Ordinary	100%	Energy generation
Holm Power 2 Limited*	UK	Ordinary	100%	Holding company
Holm Power Limited	UK	Ordinary	100%	Holding company
Homer Knapp Farm Limited*	UK	Ordinary	100%	Energy generation
Hill End Farm Limited*	UK	Ordinary	100%	Energy generation
Holampton Limited*	UK	Ordinary	100%	Energy generation
Huron SPV 1 Limited*	UK	Ordinary	100%	Energy generation
[illegible] Power Limited*	UK	Ordinary	100%	Energy generation
Jamestown Road Energy Limited*	UK	Ordinary	100%	Energy generation
Jurassic Fibre Holdings Limited*	UK	Ordinary	90%	Holding company
Jurassic Fibre Limited	UK	Ordinary	90%	Fibre network production
Langar Power Limited	UK	Ordinary	100%	Energy generation
Lenham Solar Limited	UK	Ordinary	100%	Energy generation

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Little T Solar Limited	UK	Ordinary	100%	Energy generation
Littleton Solar Farm Limited	UK	Ordinary	100%	Energy generation
LLU Communications Ltd	UK	Ordinary	100%	Fibre network operation
Lovedean Limited	UK	Ordinary	100%	Energy generation
Luminance Solar Limited	UK	Ordinary	100%	Energy generation
M12 Solutions Limited	UK	Ordinary	100%	Holding company
Manston Thorne Limited	UK	Ordinary	100%	Energy generation
Maron Energy Limited	UK	Ordinary	100%	Energy generation
Marley Thatch Solar Ltd	UK	Ordinary	100%	Energy generation
Meadows Farm Limited	UK	Ordinary	100%	Energy generation
Melbourn Solar Limited	UK	Ordinary	100%	Energy generation
Melton LG Energy Limited	UK	Ordinary	100%	Holding company
Melton LG Holding Limited	UK	Ordinary	100%	Holding company
Melton LG RCC Limited	UK	Ordinary	100%	Asset leasing company
Melton Renewable Energy (Holdings) Limited	UK	Ordinary	100%	Holding company
Melton Renewable Energy Newco Limited	UK	Ordinary	100%	Holding company
Melton Renewable Energy UK Limited	UK	Ordinary	100%	Holding company
Mill Hill Farm Solar Limited	UK	Ordinary	100%	Energy generation
Mingay Farm Holding Limited	UK	Ordinary	100%	Holding company
MSP Decoy Ltd	UK	Ordinary	100%	Energy generation
MSP Strete Ltd	UK	Ordinary	100%	Energy generation
MSP Tregassow Limited	UK	Ordinary	100%	Energy generation
MTS Hatchlands Solar Ltd	UK	Ordinary	100%	Energy generation
Nevern Power Limited	UK	Ordinary	100%	Energy generation
New Row Farm Limited	UK	Ordinary	100%	Energy generation
Newlands Solar Limited	UK	Ordinary	100%	Energy generation
Nichols Farm Limited	UK	Ordinary	100%	Energy generation
Nordic Power Development Limited	UK	Ordinary	100%	Holding company
North Perrott Fruit Farm Limited	UK	Ordinary	100%	Energy generation
Notos Energy Limited	UK	Ordinary	100%	Holding company
Ogmore Power Limited	UK	Ordinary	100%	Energy generation
Sudnal Energy Recovery Holdings Limited	UK	Ordinary	100%	Holding company

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
One Ashford Healthcare Limited	UK	Ordinary	89%	Provision of healthcare services
One Hatfield Hospital Limited	UK	Ordinary	90%	Provision of healthcare services
One Healthcare Partners Limited	UK	Ordinary	85%	Holding company
Orta Wedgehill Solar Holdings Limited[1]	UK	Ordinary	100%	Holding company
Orta Wedgehill Solar Limited	UK	Ordinary	100%	Energy generation
Palfreys Barton Limited[1]	UK	Ordinary	100%	Energy generation
Parclau Holdings Limited[1]	UK	Ordinary	100%	Holding company
Parclau Limited	UK	Ordinary	100%	Energy generation
Park Broadband Limited[1]	UK	Ordinary	100%	Fibre network production
Pearmat Solar 2 Ltd	UK	Ordinary	100%	Energy generation
Pitchford (Condover Airfield & Stockbatch) Limited[1]	UK	Ordinary	100%	Energy generation
Pitts Farm Limited[1]	UK	Ordinary	100%	Energy generation
Portmos Solar Limited[1]	UK	Ordinary	100%	Holding company
Pyms Lane Solar Limited[1]	UK	Ordinary	100%	Energy generation
Queens Park Road Energy Limited	UK	Ordinary	100%	Energy generation
Rangeford Care Limited[1]	UK	Ordinary	100%	Care services for a retirement village
Rangeford Chertsey Limited[1]	UK	Ordinary	100%	Retirement village development
Rangeford Chigwell Limited[1]	UK	Ordinary	100%	Care services for a retirement village
Rangeford Cirencester Limited	UK	Ordinary	100%	Retirement village development
Rangeford Holdings Limited[1]	UK	Ordinary	100%	Holding company
Rangeford Pickering Limited[1]	UK	Ordinary	100%	Retirement village development
Rangeford PAP Limited[1]	UK	Ordinary	100%	Retirement village development
Rangeford Retirement Living Holdings Ltd[1]	UK	Ordinary	100%	Holding company
Reaches Farm Limited[1]	UK	Ordinary	100%	Energy generation
Redlane Power Limited	UK	Ordinary	100%	Energy generation
Ridge Wind Acquisition Limited[1]	UK	Ordinary	100%	Holding company
Ryston Estate Limited[1]	UK	Ordinary	100%	Energy generation
Sanmat SARL[4]	France	Ordinary	100%	Energy generation

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
[illegible] Wind Farm Oy	Finland	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Holdings Limited	UK	Ordinary	100%	Holding company
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Energy Limited	UK	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Renewable Power [illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Renewable Power Holdings Limited	UK	Ordinary	100%	Dormant company
[illegible] Renewable Power Limited	UK	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] SARL	France	Ordinary	100%	Energy generation
[illegible] Farm Limited	UK	Ordinary	100%	Energy generation
Steadfast [illegible] Solar Limited	UK	Ordinary	100%	Energy generation
Steadfast [illegible] Solar Limited	UK	Ordinary	100%	Energy generation
Steadfast [illegible] Solar Limited	UK	Ordinary	100%	Energy generation
Stellar Power Limited	UK	Ordinary	100%	Energy generation
[illegible] Energy Limited	UK	Ordinary	100%	Dormant company
[illegible] Energy Limited	UK	Ordinary	100%	Holding company
[illegible] Energy Limited	UK	Ordinary	100%	Energy generation
Swish Fibre Limited	UK	Ordinary	80%	Holding company
Swish Fibre Network [illegible]	UK	Ordinary	100%	Fibre network production
Swish Fibre Services Limited	UK	Ordinary	80%	Fibre network production
Swish Trading Limited	UK	Ordinary	80%	Holding company
TGC Solar [illegible] Limited	UK	Ordinary	100%	Energy generation
TGC Solar 107 Limited	UK	Ordinary	100%	Energy generation
TGC Solar 08 Limited	UK	Ordinary	100%	Energy generation
TGC Solar [illegible] Limited	UK	Ordinary	100%	Energy generation

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
The Farm Power Company Limited	UK	Ordinary	100%	Holding company
The [illegible] Solar Farm Limited	UK	Ordinary	100%	Energy generation
Thoresby Estate (Budby) Limited	UK	Ordinary	100%	Energy generation
[illegible] Power Limited	UK	Ordinary	100%	Energy generation
[illegible] Energy Limited	UK	Ordinary	100%	Energy generation
Tredown Farm Limited	UK	Ordinary	100%	Energy generation
Turves Solar Limited	UK	Ordinary	100%	Energy generation
UKSE [illegible] Solar Limited	UK	Ordinary	100%	Energy generation
United Mines Energy Limited	UK	Ordinary	100%	Energy generation
Victoria Solar Limited	UK	Ordinary	100%	Energy generation
[illegible] Energy Limited	UK	Ordinary	100%	Holding company
Vitrifi Limited	UK	Ordinary	100%	Software development
Voltafrance 01 SARL	France	Ordinary	100%	Energy generation
Voltafrance 05 SARL	France	Ordinary	100%	Energy generation
Voltafrance 13 SARL	France	Ordinary	100%	Energy generation
Voltafrance SARL	France	Ordinary	100%	Energy generation
Vorboss Limited	UK	Ordinary	100%	Fibre network operations
Vorboss US Inc	USA	Ordinary	100%	Fibre network operations
Vöyrinkangas Wind Farm Oy	Finland	Ordinary	100%	Energy generation
Wadswick Green Limited	UK	Ordinary	100%	Retirement village operator
Wadswick Green Property Services Limited	UK	Ordinary	100%	Service charge administrator
Warrington Power Limited	UK	Ordinary	100%	Energy generation
Waterside Solar Park Holdings Limited	UK	Ordinary	100%	Holding company
[illegible] Solar Park Limited	UK	Ordinary	100%	Energy generation
Week Farm 2 Limited	UK	Ordinary	100%	Energy generation
Westwood Power Limited	UK	Ordinary	100%	Energy generation
[illegible] Solar Limited	UK	Ordinary	100%	Energy generation
Wetherden Energy Limited	UK	Ordinary	100%	Energy generation
Wharf Power Limited	UK	Ordinary	100%	Energy generation
[illegible] Farm Limited	UK	Ordinary	100%	Energy generation
[illegible] Energy Limited	UK	Ordinary	100%	Energy generation

Notes to the financial statements for the year ended 30 June 2021

Name	Country of incorporation	Class of shares	Holding	Principal activity
Wincere Solar Holdings Limited	UK	Ordinary	100%	Holding company
Wryde Croft Wind Farm Limited[1]	UK	Ordinary	100%	Energy generation
WSE Bradford Limited[1]	UK	Ordinary	100%	Energy generation
WSE Hullavington Holdings Limited[1]	UK	Ordinary	100%	Holding company
WSE Hullavington Limited	UK	Ordinary	100%	Energy generation
WSE Park Wall Limited[1]	UK	Ordinary	100%	Energy generation
WSE Rude Grove Limited	UK	Ordinary	100%	Energy generation

[1] Subsidiaries exempt from audit by virtue of s480A of the Companies Act 2006
[2] Subsidiaries exempt from audit by virtue of s479A of the Companies Act 2006
[3] Subsidiaries dissolved during the year ended 30 June 2021

Dissolved after year end

Beinneun Holdings Limited	20/07/2021
Fern Energy Partnership Holdings Limited	21/09/2021
Fern Energy Ridgewind Acquisitions Limited	21/09/2021
Fern Energy RidgeWind Holdings Limited	21/09/2021
Ridge Wind Acquisition Limited	20/07/2021

Acquired after year end

Dulacca WF HoldCo PTY Ltd	27/08/2021
Dulacca Energy Project HoldCo PTY Ltd	27/08/2021
Dulacca Energy Project Co PTY Ltd	27/08/2021
Dulacca Energy Project FinCo PTY Ltd	27/08/2021
Doveryard Limited	22/10/2021
DY Clonal Energy Recovery Limited	22/10/2021
Culvery Power Limited	02/07/2021
Hull Reserve Power Limited	02/07/2021
Immingham Power Limited	02/07/2021
Kiln Power Limited	02/07/2021
Loddon Power Limited	02/07/2021
Marden Power Limited	02/07/2021
Northwich Power Limited	02/07/2021
St Asaph Power Limited	02/07/2021
Wolverhampton Power Limited	02/07/2021

Notes to the financial statements for the year ended 30 June 2020

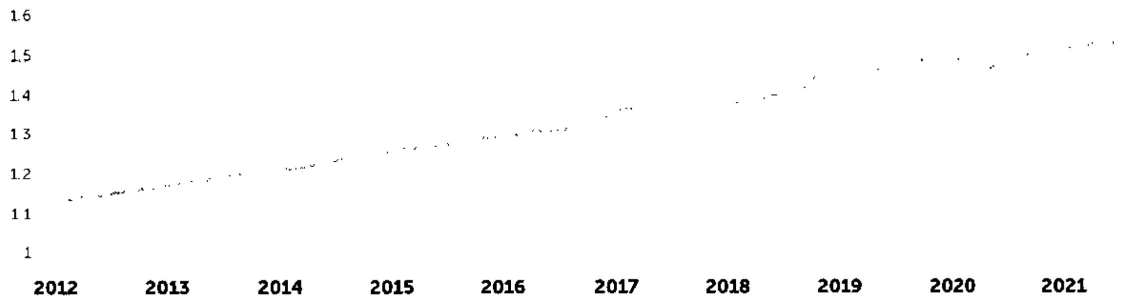
5 APPENDIX – SHARE PRICE PERFORMANCE (UNAUDITED)

Fern's share price has performed in line with targets

Fern Trading Limited (formerly Fern Trading Group Limited) is an unlisted company. Every month, our Board of Directors agrees a price at which it will be willing to issue new shares. The share price is unaudited.

The figures below include the share price of the previous parent, now Fern Trading Group Limited, as well as this entity.

Share price growth since inception: Fern Trading Limited (formerly Fern Trading Group Limited)



Performance is calculated based on the sale price for Fern's shares at 2 June each year. The share price is not subject to audit by PwC.

[illegible]

Financial Year	Discrete share price performance
June 2020-21	**4.87%**
June 2019-20	**0.33%**
June 2018-19	**6.23%**
June 2017-18	**1.75%**
June 2016-17	**5.55%**
June 2015-16	**3.83%**
June 2014-15	**4.00%**
June 2013-14	**3.73%**
June 2012-13	**3.98%**
June 2011-12	**4.10%**

Source: Octopus Investments Limited, 2 June 2021

Directors and advisers

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Forward-looking statements

[illegible]