Company Registration No. 07849907

SENIOR FINANCE SIX LIMITED

Report and Financial Statements

Annual Report for the year ended 31 December 2019



ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

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ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019 COMPANY INFORMATION

DIRECTORS

B J J Foyle A J Bodenham

SECRETARY

A J Bodenham

REGISTERED OFFICE

59/61 High Street Rickmansworth Hertfordshire WD3 1RH

BANKER

Lloyds Bank plc 25 Gresham Street London EC2V 7HN

AUDITOR

KPMG LLP 15 Canada Square London E14 5GL

STRATEGIC REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2019.

Principal activity

The Company acts as a non-trading holding company within the Senior plc Group of companies and is expected to do so for the foreseeable future.

Business review

During the year, the Company reported a loss before tax of \$721,000 (2018 - \$5,170,000 Profit) and its financial position at the year-end was strong with net assets of \$180,364,000 (2018 - \$119,467,000).

On 20 June 2019, the Company's parent company, Senior Engineering Investments Limited, subscribed for one additional ordinary share in the Company of \$1.27 nominal value and share premium of \$61,617,748.73. This transaction was settled by way of an assignment by Senior Investments GmbH of the loan due from the Company of \$60,471,315 and accrued interest of \$1,146,435 to Senior Engineering Investments Limited.

At 31 December 2018, the Company held US \$180,000,000 'B' preference shares, issued by Senior Finance Four Limited. In December 2019, these 'B' preference shares were converted to 'A' preference shares. In accordance with the characteristics set out in the Articles of Senior Finance Four Limited and IAS 32, the Company classifies 'A' preference shares as a holder of debt and 'B' preference shares as a holder of equity. Therefore, this conversion resulted in a reclassification of the preference shares from an investment to a debtor (see note 8 and 9).

Principal risks and uncertainties

The main risk facing the Company is the underlying performance of its subsidiary companies and it's payables to Group undertakings. The directors address this by ensuring all Group undertakings have sufficient resources to be able to continue trading and to be able to service their respective debts.

Key performance indicators and financial risk management

The Company is a holding company, ultimately owned by Senior plc, which manages its operations on a divisional basis and sets appropriate key performance indicators for each division. For this reason, the directors believe that further key performance indicators for the Company, other than profit before tax and net assets set out above, are not necessary or appropriate for an understanding of the development, performance or position of the business.

Company liquidity and credit risk on balances with Group undertakings are both managed through support from the ultimate parent company (Senior plc), who ensures that the Company will have adequate resources to continue in existence for the foreseeable future.

The Strategic report was approved by the Board of Directors and signed on behalf of the Board.

B J J Foyle

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Director

31 July 2020

DIRECTORS' REPORT

Results and dividends

The Profit and loss account reconciliation for the year were as follows:

	2019 \$'000	2018 \$'000
Profit and loss account, 1 January 2019 (Loss)/ profit for the financial year Dividends paid	119,467 (721) -	119,842 5,170 (5,545)
Profit and loss account, 31 December 2019	118,746	119,467

Directors

The directors who served during the year and to the date of signing this report were as follows:

B J J Foyle A J Bodenham

Directors' indemnities

Qualifying third party indemnity provisions for the benefit of the directors were renewed by the Group during the year and remain in force at the date of this report.

Going concern basis

The Company achieved a good level of profit in the year and its financial position was strong. This, combined with the support of its ultimate parent company (Senior plc), gives the directors the expectation that the Company will have adequate resources to continue in existence for the foreseeable future. Thus, the Board has continued to adopt the going concern basis in preparing the Company's financial statements.

DIRECTORS' REPORT (CONTINUED)

Directors' statement as to disclosure of information to Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- (2) the director has taken all steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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

Auditor

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

Approved by the Board of Directors and signed on behalf of the Board.

A J Bodenham

Secretary

31 July 2020

Registered Office: 59/61 High Street Rickmansworth Hertfordshire WD3 1RH

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law they have elected to prepare the Financial Statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SENIOR FINANCE SIX LIMITED

Opinion

We have audited the Financial Statements of Senior Finance Six Limited ("the Company") for the year ended 31 December 2019 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the year then ended:
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

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

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the Financial Statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

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

Strategic report and Directors' report

The Directors are responsible for the strategic report and the Directors' report. Our opinion on the Financial Statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the Directors' report and, in doing so, consider whether, based on our Financial Statements audit work, the information therein is materially misstated or inconsistent with the Financial Statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the Financial Statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SENIOR FINANCE SIX LIMITED (Continued)

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for: the preparation of the Financial Statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

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

Robert Brent (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants KPMG LLP 15 Canada Square London E14 5GL 31 July 2020

PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME For the year ended 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Income from shares in group undertakings	3	-	7,040
Interest receivable Interest paid	4 5	364 (1,085)	(1,870)
(Loss)/ Profit before taxation Taxation	6 7	(721)	5,170
(Loss)/ Profit for the year		(721)	5,170
		 _	

All activities were derived from continuing operations.

There was no other comprehensive income for the year ended 31 December 2019.

BALANCE SHEET As at 31 December 2019

	Notes	2019 \$'000	2018 \$'000
Fixed assets Investments in subsidiary undertakings	8	-	180,000
Current assets Debtors: amounts due within one year	9	180,364	-
Creditors: amounts falling due within one year	10	-	(60,533)
Net assets		180,364	119,467
Capital and reserves Called up share capital Share Premium Profit and loss account	12 ·	61,618 118,746	- - 119,467
		180,364	119,467

The accompanying notes form part of these financial statements.

These financial statements were approved by the Board of Directors and authorised for issue on 31 July 2020.

Signed on behalf of the Board of Directors:

B J J Foyle Director

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A J Bodenham Director

Company Registration No. 07849907

STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2019

	Notes	Share Premium \$'000	Profit and Loss Account \$'000	Total \$'000
Balance at 1 January 2018 Profit for the financial year Dividends paid		- - -	119,842 5,170 (5,545)	119,842 5,170 (5,545)
Balance at 31 December 2018	-	-	119,467	119,467
Loss for the financial year	40	-	(721)	(721)
Share issue Balance at 31 December 2019	12 _	61,618 61,618	118,746	61,618 180,364

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2019

1 General information

Senior Finance Six Limited, the Company, is a company incorporated in the United Kingdom under the Companies Act 2006. The Company, acts as a non-trading holding company within the Senior plc Group of companies and is expected to do so for the foreseeable future. These financial statements are presented in US dollars because that is the currency of the primary economic environment in which the Company operates.

2 Significant accounting policies

Basis of accounting

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken. In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.
- Disclosures of related party transactions with Senior plc Group entities, that are wholly owned subsidiaries, as the Company is a wholly owned subsidiary of Senior plc, which produces consolidated accounts that are publicly available. There were no other related party transactions in either 2018 or 2017.

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

- IFRS 2 Share Based Payments in respect of group settled share based payments;
- Certain disclosures required by IFRS 3 Business Combinations in respect of business combinations undertaken by the Company in the current and prior periods including the comparative period reconciliation for goodwill;
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures; and
- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets.

Where relevant, the disclosures exemptions have been given in the Group accounts of Senior plc which are publicly available.

The Financial Statements have been prepared on the historical cost basis, in accordance with the Company's accounting policies approved by the Board.

Going concern

The Company achieved a good level of profit and its financial position remains strong. This, combined with the support of its ultimate parent company (Senior plc), give the directors the expectation that the Company will have adequate resources to continue in existence for the foreseeable future. Thus, the Board has continued to adopt the going concern basis in preparing the Company's financial statements.

NOTES TO THE FINANCIAL STATEMENTS (Continued) For the year ended 31 December 2019

2 Significant accounting policies (continued)

Estimates and judgements

No significant critical judgments have been made when applying the Company's accounting policies. There are no estimates made that have a significant risk of resulting in a material adjustment to the carrying amount of the Company's assets and liabilities within the next financial year. The financial statements have been prepared in accordance with the Company's accounting policies approved by the Board.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

Foreign currencies

Transactions denominated in foreign currencies are recorded in US dollars at actual exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year-end are reported at the rates of exchange prevailing at the year end. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as exchange gain or loss in the profit and loss account.

3 Income from shares in group undertakings

3 meone nom shares in group undertakings	2019 \$'000	2018 \$'000
Preference share dividend from subsidiary undertakings	-	7,040
4 Interest receivable		
	2019 \$'000	2018 \$'000
Preference share interest from subsidiary undertakings	364	
5 Interest payable	2019	2040
	\$'000	2018 \$'000
Intercompany interest payable	1,085	1,870

6 Profit on ordinary activities before taxation

The audit fee of \$1,000 (2018 - \$1,000) is borne by a related party. There were no non audit services in the financial year (2018 - \$nil). Directors' remuneration is borne by the ultimate parent company for services provided to the Company and no re-charge is made (2018 - \$nil). The directors are not involved with the management of the affairs of the company or any such subsidiary undertaking and have therefore not performed any material qualifying services in the year as per SI2008/410 Schedule 5

The Company has no other employees (2018 – nil).

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

7 Taxation on profit on ordinary activities

a) Analysis of tax charge on ordinary activities	2019 \$'000	2018 \$'000
UK Corporation tax charge	-	-
b) Factors affecting tax charge for the current year		
The tax charge for the year differs from that resulting from a Corporation tax rate of 19.00% (2018 – 19.00%) to profit before tax		ffective UK
The charge for the year can be reconciled to profit before tax as fo	llows:	
	2019 \$'000	2018 \$'000
(Loss)/ profit on ordinary activities before tax	(721)	5,170
Expected tax (credit)/charge at 19.00% (2018 – 19.00%)	(137)	982
Non-taxable dividend income Group relief surrendered/(received) for nil consideration Other	204 (67)	(1,337) 355 -
Tax charge for the year	-	-
8 Investments in subsidiary undertakings		
	2019 \$'000	2018 \$'000
Investment in Senior Finance Four Limited		180,000
	-	180,000

At 31 December 2018, the Company held US \$180,000,000 'B' preference shares, issued by Senior Finance Four Limited. In December 2019, these 'B' preference shares were converted to 'A' preference shares. In accordance with the characteristics set out in the Articles of Senior Finance Four Limited and IAS 32, the Company classifies 'A' preference shares as a holder of debt and 'B' preference shares as a holder of equity. Therefore, this conversion resulted in a reclassification of the preference shares from an investment to a debtor.

The registered address of SF4 is: 59/61 High Street Rickmansworth Hertfordshire WD3 1RH

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

9 Debtors

o Designa	2019 \$'000	2018 \$'000
Interest receivable - due from group undertakings Amounts due from group undertakings	364 180,000	-
	180,364	_

\$363,550 receivable relates to preference share interest from Senior Finance Four Limited.

At 31 December 2018, the Company held US \$180,000,000 'B' preference shares, issued by Senior Finance Four Limited. In December 2019, these 'B' preference shares were converted to 'A' preference shares. In accordance with the characteristics set out in the Articles of Senior Finance Four Limited and IAS 32, the Company classifies 'A' preference shares as a holder of debt and 'B' preference shares as a holder of equity. Therefore, this conversion resulted in a reclassification of the preference shares from an investment to a debtor.

10 Creditors: amounts falling due within one year

,	2019 \$'000	2018 \$'000
Interest payable - due to group undertakings Amounts due to group undertakings	-	62 60,471
	-	60,533
Intercompany borrowings:	2019 \$'000	2018 \$'000
Senior Investments GmbH	-	60,471

Intercompany borrowings

On 20 December 2017, \$60,471,315 was borrowed from Senior Investments GmbH at an interest rate of 2.71% on the principle and accrued and unpaid interest, which matured on 20 June 2018.

On 20 June 2018, \$60,471,315 was borrowed from Senior Investments GmbH at an interest rate of 3.35% on the principle and accrued and unpaid interest, which matured on 20 Dec 2018.

On 20 December 2018, \$60,471,315 was borrowed from Senior Investments GmbH at an interest rate of 3.35% on the principle and accrued and unpaid interest, which matures on 20 June 2019.

On 20 June 2019, the Company's parent company, Senior Engineering Investments Limited, subscribed for one additional ordinary share in the Company of \$1.27 nominal value and share premium of \$61,617,748.73. This transaction was settled by way of an assignment by Senior Investments GmbH of the loan due from the Company of \$60,471,315 and accrued interest of \$1,146,435 to Senior Engineering Investments Limited.

12 Called-up share capital

	2019 \$'000	2018 \$'000
Allotted, called-up and fully paid 2 (2018 – 1) ordinary shares of £1 each	· -	-

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

13 Guarantees

a) Private placement loans

The Company is a guarantor, jointly and severally, with certain other Group companies, of US \$20m (2018 - US \$20m) unsecured loan notes under an agreement dated 8 October 2008, which are due for repayment in October 2020.

The Company is a guarantor, jointly and severally, with certain other Group companies, of US \$20m (2018 – US \$20m) unsecured loan notes under an agreement dated 30 October 2015, which are due for repayment in October 2022.

The Company is a guarantor, jointly and severally, with certain other Group companies, of US \$60m (2018 - US \$60m) unsecured loan notes under an agreement dated 30 October 2015, which are due for repayment in October 2025.

The Company is a guarantor, jointly and severally, with certain other Group companies, of €28m (2018 – €28m) unsecured loan notes under an agreement dated 16 November 2016, which are due for repayment in February 2027.

The Company is a guarantor, jointly and severally, with certain other Group companies, of £27m (2018 - £27m) unsecured loan notes under an agreement dated 8 December 2017, which are due for repayment in January 2025.

The Company is a guarantor, jointly and severally, with certain other Group companies, of US \$30m (2018 - \$30m) unsecured loan notes under an agreement dated 13 June 2018, which are due for repayment in September 2028.

b) Bank guarantees

The Company is a guarantor, jointly and severally, with certain other Group companies of all indebtedness of certain US Group companies to their US clearing banker, including a committed single bank US \$50m overdraft and letter of credit facility (2018 – US \$50m overdraft and letter of credit facility). This facility was amended in May 2019 and matures in June 2021.

The Company is a guarantor, jointly and severally, with certain other group companies of all indebtedness of these other Group companies to the Group's UK clearing bank. The total indebtedness to the Group's UK clearing bank as at 31 December 2019 is £0.6m net overdraft (2018 - £nil).

c) Revolving credit facility and term loan

In February 2019, the Group refinanced its main UK revolving credit facilities of £80m (£20m that had been due to mature in March 2019 and £60m that had been due to mature in November 2021) by increasing the committed facilities to £120m and extended the maturity to February 2024. The Company is a guarantor, jointly and severally, with certain other Group companies of this newly amended and extended facility. As at 31 December 2019, £7.0m was drawn under this facility (2018 - £2.5m was drawn under the £20m facility).

14 Ultimate parent company

The Company's immediate parent Company is Senior Engineering Investments Limited.

The Company's ultimate parent Company and controlling party, which prepares consolidated accounts of the Group incorporating the Company's results, is Senior plc, whose registered office is at 59/61 High Street, Rickmansworth, Hertfordshire, WD3 1RH. The consolidated accounts of the Group are available to the public and can either be downloaded from the Senior plc website: www.seniorplc.com or obtained from the aforementioned address.