Company Registration No. 07849907

**SENIOR FINANCE SIX LIMITED** 

**Report and Financial Statements** 

Annual Report for the year ended 31 December 2018

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# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

CONTENTS	Page
Company information	1
Strategic report	2
Directors' report	3
Statement of directors' responsibilities	5
Independent auditor's report to the members of Senior Finance Six Limited	6
Profit and Loss Account and Other Comprehensive Income	9
Balance sheet	10
Statement of changes in equity	11
Notes to the financial statements	12

# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

# **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 2018.

### **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 delivered good results with profit before tax of \$5,170,000 (2017 - \$13,770,000) and its financial position at the year-end was strong with net assets of \$119,467,000 (2017 - \$119,842,000).

On 27 July 2017, the Company reduced its share capital by \$185,198,503 and distributed \$65,968,000 of dividends to Senior Engineering Investments Limited (SEIL). \$60 million of the dividend to SEIL was settled via assignment of a loan receivable with Senior US Holdings Inc (SUSHI). Two further distributions of \$4,825,300 and \$9,671,800 were made in December 2017.

On the same date, the Company subscribed to 180 million redeemable cumulative preference shares in Senior Finance Four Limited (SF4) and assigned a \$180 million loan receivable with SUSHI to SEIL. The respective consideration payable to SF4 and receivable from SEIL was settled via a tripartite agreement between SEIL, SF4 and the Company.

On 20 December 2018, SF4 settled \$6,574,259 of preference dividend income due to the Company, via offset of loans between SF4 and SEIL. On the same date, the Company distributed \$5,545,000 of dividends to SEIL.

# 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

13 May 2019

#### **DIRECTORS' REPORT**

#### Results and dividends

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

	2018 \$'000	2017 \$'000
Profit and loss account, 1 January 2018 Profit for the financial year Share capital reduction Dividends paid	119,842 5,170 - (5,545)	1,338 13,770 185,199 (80,465)
Profit and loss account, 31 December 2018	119,467	119,842

## **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)**

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 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

13 May 2019

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 2018 which comprise the Profit and Loss Account and Other 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 2018 and
  of its profit 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.

#### Other matter

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

#### 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, including the impact of Brexit, 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.

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

#### 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.

#### 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.

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

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

13 May 2019

# PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME For the year ended 31 December 2018

	Notes	2018 \$'000	2017 \$'000
Income from shares in group undertakings	3	7,040	5,189
Interest receivable Interest paid	4 5	(1,870)	9,966 (1,385)
Profit before taxation Taxation	6 7	5,170 	13,770
Profit for the year		5,170	13,770

All activities derive from continuing operations.

There was no other comprehensive income for the year ended 31 December 2018.

# BALANCE SHEET As at 31 December 2018

	Notes	2018 \$'000	2017 \$'000
Fixed assets Investments in subsidiary undertakings	8	180,000	180,000
Current assets  Debtors: amounts due within one year	9		363
Creditors: amounts falling due within one year	10	(60,533)	(60,521)
Net assets		119,467	119,842
Capital and reserves Called up share capital	12	-	-
Profit and loss account		119,467 119,467	119,842

The accompanying notes form part of these financial statements.

These financial statements were approved by the Board of Directors and authorised for issue on 13 May 2019.

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 2018

	Notes	Share Capital \$'000	Profit and Loss Account \$'000	Total \$'000
Balance at 1 January 2017		185,199	1,338	186,537
Share capital reduction		(185,199)	185,199	-
Profit for the financial year		-	13,770	13,770
Dividends paid	11 _	-	(80,465)	(80,465)
Balance at 31 December 2017		-	119,842	119,842
Profit for the financial year			5,170	5,170
Dividends paid	11	-	(5,545)	(5,545)
Balance at 31 December 2018	_	-	119,467	119,467

# NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2018

#### 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 2018

#### 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.

# 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

o moome nom shares in group undertakings	2018 \$'000	2017 \$'000
Preference share dividend from subsidiary undertakings	7,040	5,189
4 Interest receivable	2018 \$'000	2017 \$'000
Intercompany interest receivable	-	9,966
5 Interest payable	2018 \$'000	2017 \$'000
Intercompany interest payable	1,870	1,385

### 6 Profit on ordinary activities before taxation

The audit fee of \$1,000 (2017 - \$1,000) is borne by a related party. There were no non audit services in the financial year (2017 - \$nil).

Directors' remuneration is borne by the ultimate parent company for services provided to the Company and no re-charge is made (2017 - \$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 (2017 - nil).

# NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2018

# 7 Taxation on profit on ordinary activities

a) Analysis of tax charge on ordinary activities	2018 \$'000	2017 \$'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 applying the effective UK Corporation tax rate of 19.00% (2017 - 19.25%) to profit before tax.

The charge for the year can be reconciled to profit before tax as follows:

	2018 \$'000	2017 \$'000
Profit on ordinary activities before tax	5,170	13,770
Expected tax charge at 19.00% (2017 – 19.25%)	982	2,651
Non-taxable dividend income Group relief surrendered/(received) for nil consideration	(1,337) 355	(1,000) (1,651)
Tax charge for the year	<u>-</u>	-

The Finance (No.2) Act 2015 and Finance Act 2016 provide for reductions in the main rate of corporation tax from 20% to 19% for the financial year beginning 1 April 2017 and to 17% for the financial year beginning 1 April 2020.

### 8 Investments in subsidiary undertakings

•	2018 \$'000	2017 \$'000
Investment in Senior Finance Four Limited	180,000	180,000
	180,000	180,000

On 27<sup>th</sup> July 2017, the Company received 180 million redeemable cumulative preference shares for \$1 each from Senior Finance Four Limited (SF4), a non-trading financing company. These preference shares have a fixed maturity date of 20 December 2020 and are redeemable at the discretion of the Company on demand.

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 2018

9 Debtors		
	2018 \$'000	2017 \$'000
	Ψοσο	ΨΟΟΟ
Interest receivable - due from group undertakings		363
	-	363
\$363,500 receivable relates to preference share dividends from Senior	Finance Fou	r Limited.
10 Creditors: amounts falling due within one year		
	2018	2017
	\$'000	\$'000
Interest payable - due to group undertakings	62	50
Amounts due to group undertakings	60,471	60,471
	60,533	60,521
Intercompany borrowings:		
more of the party bottomings.	2018	2017
	\$'000	\$'000
Senior Investments GmbH	60,471	60,471
Intercompany borrowings		

On 20 June 2017, \$60,471,315 was borrowed from Senior Investments GmbH at an interest rate of 2.22% on the principle and accrued and unpaid interest, which matured on 20 Dec 2017.

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.

11 Dividends		
	2018	2017
;	\$'000	\$'000
Dividend for the year ended 31 December 2018 of \$5,545,000		
(2017 - \$80,465,000) per ordinary share	5,545	80,465
	<del></del>	<del></del>
12 Called-up share capital		
	2018	2017
	\$'000	\$'000
Allotted, called-up and fully paid		
1 (2017 - 1) ordinary shares of £1 each	-	-

# NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2018

#### 13 Guarantees

#### a) Private placement loans

The Company is a guarantor, jointly and severally, with certain other Group companies, of \$20m (2017 - \$95m) unsecured loan notes under an agreement dated 8 October 2008. Loan notes of \$75m were repaid in October-2018-and \$20m are due for repayment in October 2020.

The Company is a guarantor, jointly and severally, with certain other Group companies, of \$20m (2017 – \$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 \$60m (2017 - \$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 (2017 – €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 (2017 - £nil) unsecured loan notes under an agreement dated 8 December 2017. The notes were drawn down on 31 January 2018 and are due for repayment in January 2025.

The Company is a guarantor, jointly and severally, with certain other Group companies, of \$30m (2017 - £nil) unsecured loan notes under an agreement dated 13 June 2018. The notes were drawn down on 12 September 2018 and 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 \$50m overdraft and letter of credit facility (2017 – \$50m overdraft and letter of credit facility). This facility was amended in June 2018 and matures in June 2021.

# c) Revolving credit facility and term loans

The Company is a guarantor, jointly and severally, with certain other Group companies of a committed £60m syndicated multi-currency revolving credit facility, which was entered into in November 2014, and amended and extended in October 2016 for five years. There were no amounts drawn under this facility at 31 December 2017 and at 31 December 2018.

The Company is a guarantor, jointly and severally, with certain other Group companies of a committed two-year £20m syndicated sterling facility which was entered into in March 2015, and amended and extended in October 2016 until March 2019. As at 31 December 2018, £2.5m was drawn under the facility (2017 - £5.0m).

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.

# NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2018

# 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: <a href="https://www.seniorplc.com">www.seniorplc.com</a> or obtained from the aforementioned address.