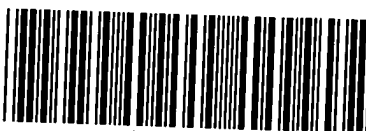


Windmill Midco Limited

Report and Financial Statements

31 July 2019

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Strategic report

The directors of Windmill Midco Limited ('the Company') present their strategic report for the year ended 31 July 2019.

Principal activity and review of the business

Windmill Midco Limited is an intermediate parent undertaking that, prior to a group re-organisation which was completed during 2015, directly and indirectly held investments in a number of subsidiaries. As a result of the re-organisation the company no longer holds investments in trading subsidiaries.

Principal risks and uncertainties (including those arising from the use of financial instruments)

The directors do not consider there to be any principal risks or uncertainties facing this Company at 31 July 2019.

On behalf of the Board



Andy O'Brien
Director
02 December 2019

Directors' report

The directors of the Company present their report and financial statements for the year ended 31 July 2019.

Directors

The directors of the Company throughout the year were:

R A George

I Dew (resigned 31 July 2019)

A O'Brien (appointed 1 August 2019)

Results and dividends

The Company did not trade during the current or prior year and therefore generated nil profit or loss.

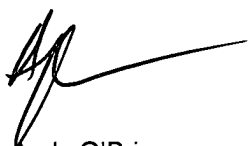
Directors' liabilities

The enlarged Group of which the Company is a member has granted an indemnity to certain directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the directors' report.

Going concern

The directors confirm that after making appropriate enquiries, they have a reasonable expectation that the Company has adequate support from its ultimate parent company, Volution Group plc, to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. The directors' responsibilities are set out on page 4 and should be read in conjunction with this statement.

On behalf of the Board



Andy O'Brien

Director

02 December 2019

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and accounting 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Statement of comprehensive income

For the year ended 31 July 2019

	2019 £	2018 £
Administrative expenses	-	-
Operating profit	-	-
Interest receivable and similar income	-	-
Interest payable and similar income	-	-
Profit on ordinary activities before tax	-	-
Income tax	-	-
Profit for the year	-	-
Other comprehensive income	-	-
Total comprehensive income	-	-

Results for the current and prior year arise solely from continuing operations.

Statement of financial position

At 31 July 2019

	Notes	2019 £	2018 £
Non current assets			
Investments	4	2	2
Net assets		<u>2</u>	<u>2</u>
Capital and reserves			
Share capital	5	2	2
Total equity		<u>2</u>	<u>2</u>

For the year ending 31 July 2019, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 ('the Act').

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of Windmill Midco Limited (registered number 07889278) were approved by the Board of Directors and authorised for issue on 02 December 2019.

On behalf of the board



Andy O'Brien
Director

Statement of changes in equity

For the year ended 31 July 2019

	Share capital £	Total £
At 1 August 2017	2	2
Result for the year	-	-
At 31 July 2018	2	2
Result for the year	-	-
At 31 July 2019	2	2

Notes to the financial statements

for the year ended 31 July 2019

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements present the results and financial position of Windmill Midco Limited ("the Company") for the year ended 31 July 2019. The Company is a private limited company and is incorporated and domiciled in England and Wales. The address of the Company's registered office is Fleming Way, Crawley, West Sussex RH10 9YX.

The financial statements were authorised for issue by the board of directors on 02 December 2019 and the balance sheet was signed on the board's behalf by Andy O'Brien.

The financial statements have been prepared in accordance with FRS 101 under the historical cost convention and in accordance with the Companies Act 2006.

The Company's financial statements are presented in sterling and all values are rounded to the nearest pound (£) except when otherwise indicated.

The principal accounting policies adopted by the Company are set out in note 2.

2. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the years presented, unless otherwise stated.

Basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

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

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 'Share-based Payment'
- The requirements of IFRS 7 'Financial Instruments: Disclosures'
- The requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements
- The requirements of IAS 7 Statement of Cash Flows.
- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- The requirements of paragraph 17 of IAS 24 Related Party Disclosures.
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group
- The requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets

Notes to the financial statements (continued)

for the year ended 31 July 2019

2. Accounting policies (continued)

Going concern

The directors confirm that after making appropriate enquiries, they have a reasonable expectation that the Company has adequate support from its ultimate parent company, Volution Group plc, to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. The directors' responsibilities are set out on page 4 and should be read in conjunction with this statement.

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes party to the contractual provisions of the instrument.

All financial assets are recognised initially at fair value plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. The Company's financial assets include cash and short-term deposits, trade and other receivables and loan notes.

Derecognition of financial assets

A financial asset is derecognised when (i) the rights to receive cash flows from the asset have expired or (ii) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

New standards and interpretations

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments was issued in July 2014 to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 has been endorsed by the EU and is effective for accounting periods beginning on or after 1 January 2018 and was adopted by the Company on 1 August 2018.

IFRS 9 impacts the classification and measurement of the Company's financial instruments and requires certain additional disclosures. IFRS 9 also introduces changes to impairments of financial assets, which has resulted in the Company moving from an incurred loss model to an expected loss model. The Company has immaterial financial instruments and therefore IFRS 9 has no impact.

IFRS 15 Revenue from Contracts with Customers

IFRS 15, as amended, is effective for accounting periods beginning on or after 1 January 2018 and was adopted by the Company on 1 August 2018. IFRS 15 provides a single, principles based 5 step model to be applied to all sales contracts, based on the transfer of control of goods and services to customers. It replaces the separate models for goods, services and construction contracts currently included in IAS11 Construction Contracts and IAS 18 Revenue.

The Company does not trade and makes no revenue, therefore IFRS 15 has no impact.

The following standards and interpretations have an effective date after the date of these financial statements.

Notes to the financial statements (continued)

for the year ended 31 July 2019

2. Accounting policies (continued)

New standards and interpretations (continued)

IFRS 16 Leases

IFRS 16 Leases was issued in January 2017 to replace IAS 17 Leases. The standard is effective for accounting periods beginning on or after 1 January 2019 and will be adopted by the Company on 1 August 2019.

IFRS 16 will result in almost all leases being recognised on the balance sheet as the distinction between operating leases and finance leases is removed. Under the new standard, a right-of-use asset and a financial liability for the future lease payments are recognised.

The Company will apply the standard from 1 August 2019 and will apply the modified retrospective transition approach.

The Company has no leases and therefore the Directors anticipate IFRS 16 will have no impact.

3. Directors' remuneration

No remuneration was paid or is payable to the directors in their capacity as directors of the Company (2018: £nil). The directors receive remuneration from a fellow group undertaking, Volution Group Plc, in respect of services to the group of which the Company is a member. Total remuneration paid by the enlarged group to directors of the Company (including pension scheme contributions) was £1,652,000 (2018: £1,510,000). It is not possible to identify the proportion of this remuneration that relates to services to the Company.

4. Investments

	2019 £
Cost:	
31 July 2018 and 2019	<u>2</u>

The investment at 31 July 2019 represents a 100% shareholding in Windmill Cleanco Limited (an intermediate parent undertaking), incorporated in England and Wales and an indirect shareholding in Windmill Bidco Limited.

5. Share capital

	2019	2018
<i>Allotted, called up and fully paid</i>	No. £	No. £
Ordinary shares of £0.000001 each	1,945,510 <u>2</u>	1,945,510 <u>2</u>

Notes to the financial statements (continued)

for the year ended 31 July 2019

6. Related party transactions

The Company has taken advantage of the exemption available under FRS 101 from the requirements in IAS 24 Related Party Disclosures not to disclose transactions with other wholly owned members of the Volution Group plc group ('the Group'), as 100% of the Company's voting rights are controlled within the Group and the Group financial statements, in which the Company is included, are publicly available.

7. Controlling parties

The Company's immediate parent undertaking is Windmill Topco Limited.

The parent undertaking of the largest and smallest group for which consolidated financial statements were drawn up and include the results of the Company for the year ended 31 July 2019 is Volution Group plc, a public company incorporated in England and Wales. Copies of the group financial statements of Volution Group plc are available from Fleming Way, Crawley, West Sussex RH10 9YX.

The directors consider the ultimate parent and controlling party of the Company to be Volution Group plc.