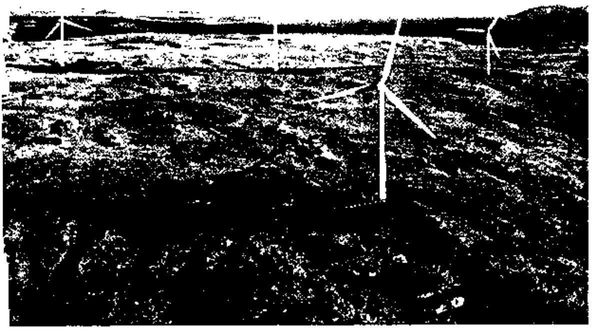
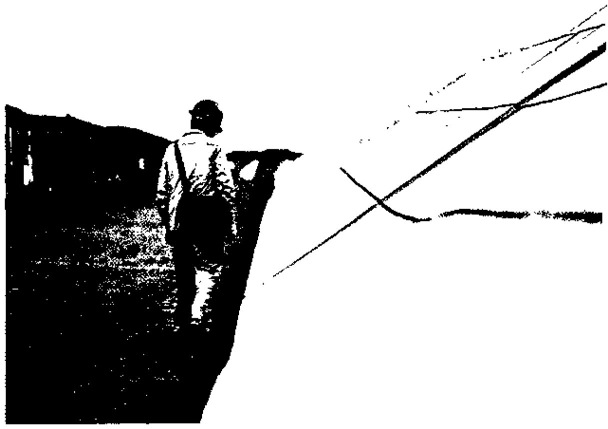
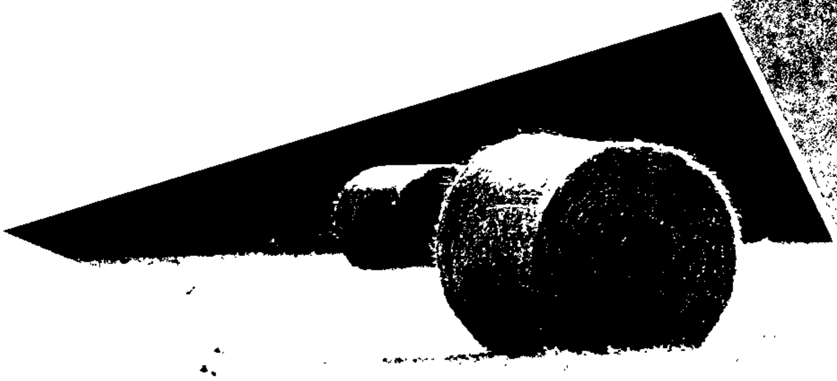




FERN
TRADING

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

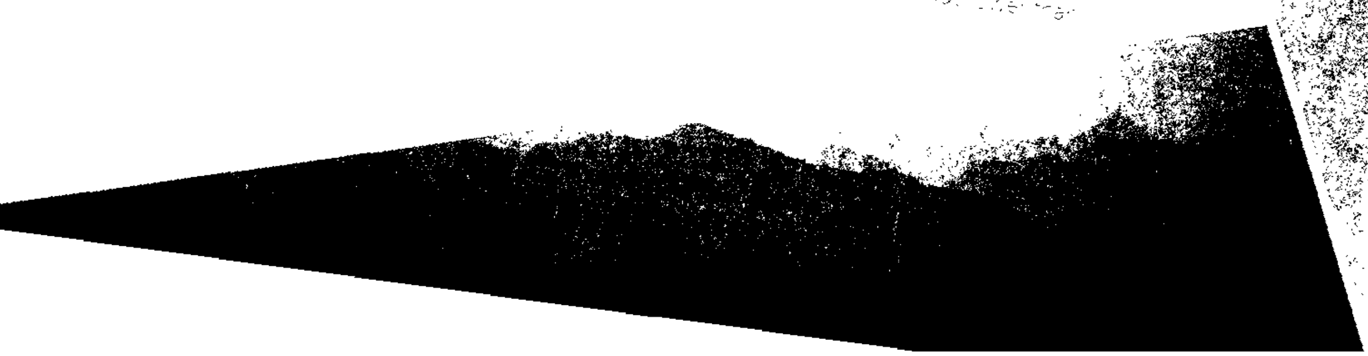
Number of loans
We provide financing to **189** borrowers in the UK

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

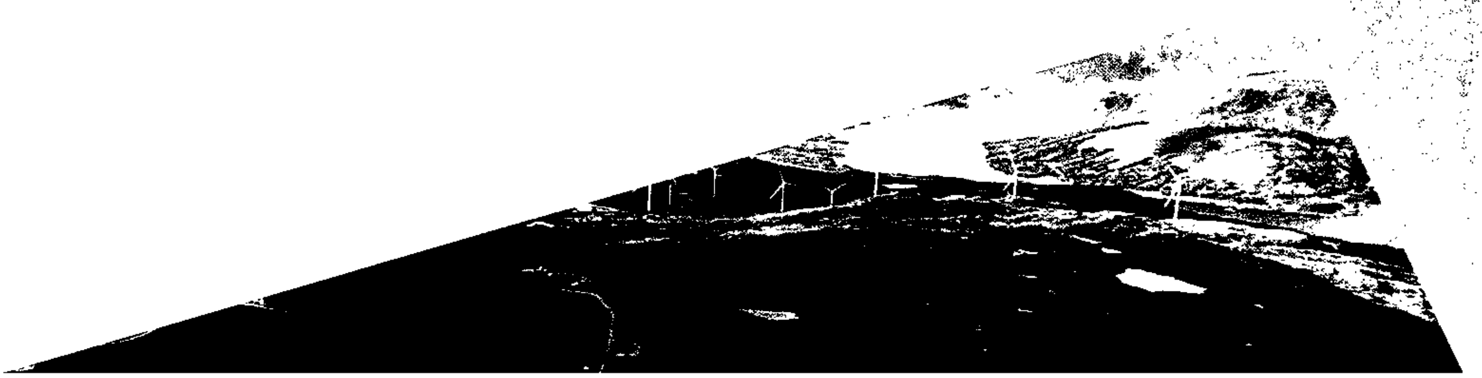
Chief Executive's review

A reflection on our year



Chief Executive's review

Response to Covid-19



Chief Executive's review

However, our existing lending business was well positioned across around [illegible] loans and secured against property, with an average loan to value of around 67%, and the overall [illegible] impact on this area of the Group remained robust. Our lending business is now operating as normal again, and we would expect the loan book to grow as new loan issuance rates catch back up to 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 providing 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 as 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 energy 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 2.4% of the UK's solar energy and 1.2% 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] that facilitates the construction and improvement of homes, renewable energy assets and essential infrastructure throughout the UK.

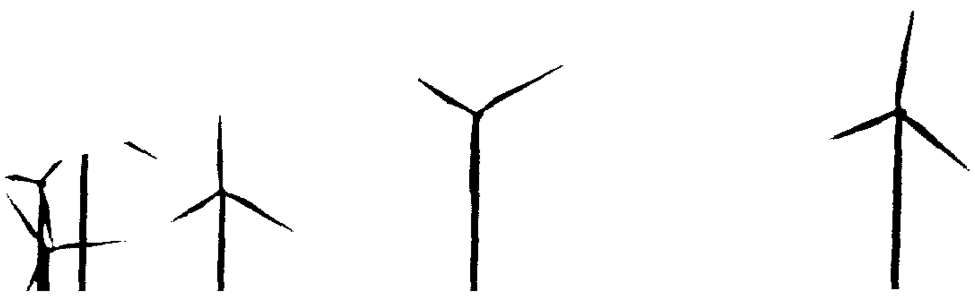
The Group has also begun to make good progress outside the UK, using our industry expertise in other international markets. This year we have added to our sites ready for the development of wind and solar farms in Poland, Ireland, Finland, France and Australia.

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 food divisions.

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

Recent trading in our energy generation division has exceeded our expectations as a result of high global energy prices, although we remain cautious over the levels 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 biomass site near Glasgow, due to become operational in 2024, as well as a number of reserve 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 almost 400 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 through 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 facilities for sale or ongoing operation. At the year end the Group 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 financing 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 across four operational sites in the UK.

4. Owning and operating fibre broadband suppliers

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

Solar, wind, biomass, landfill gas, reserve power

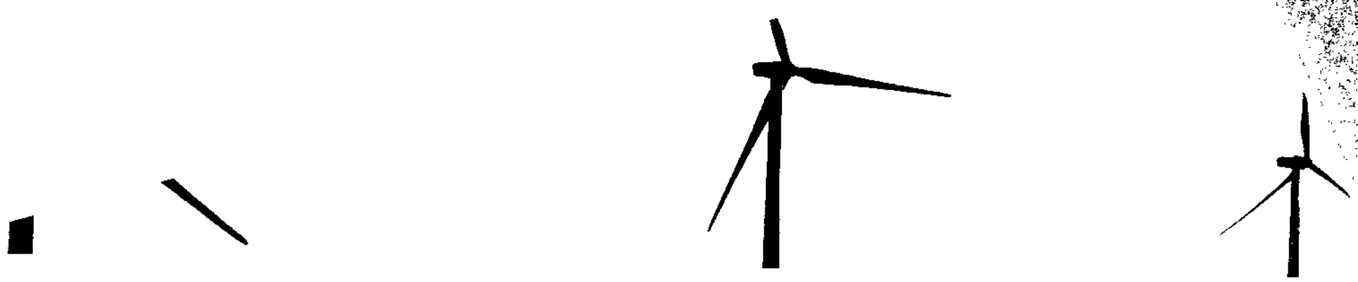
Property lending, development financing

Retirement villages, private hospitals

Delivering ultrafast fibre broadband across the UK

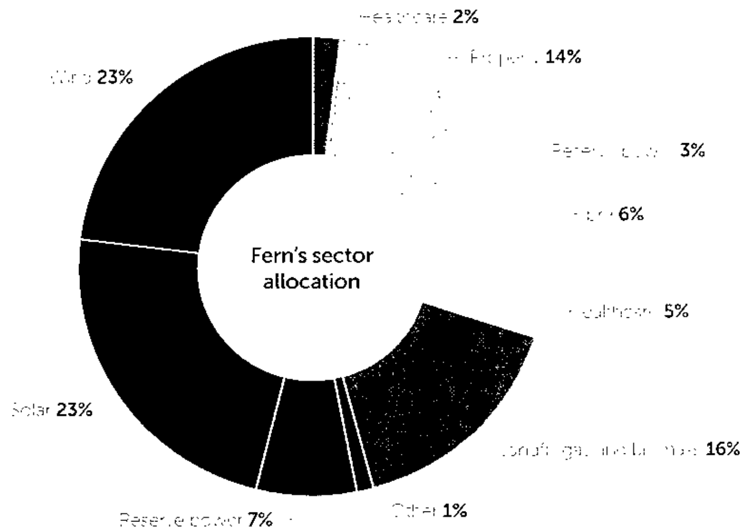
Operational Construction

Operational Construction Operational Construction

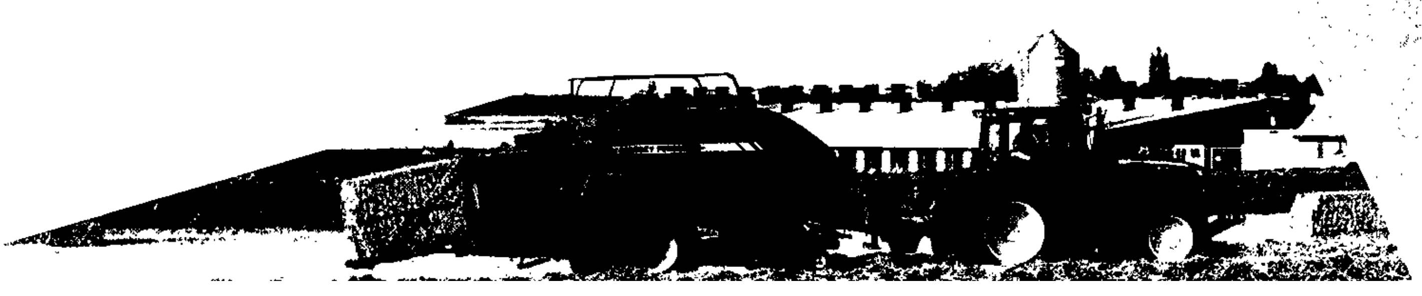


Our business at a glance

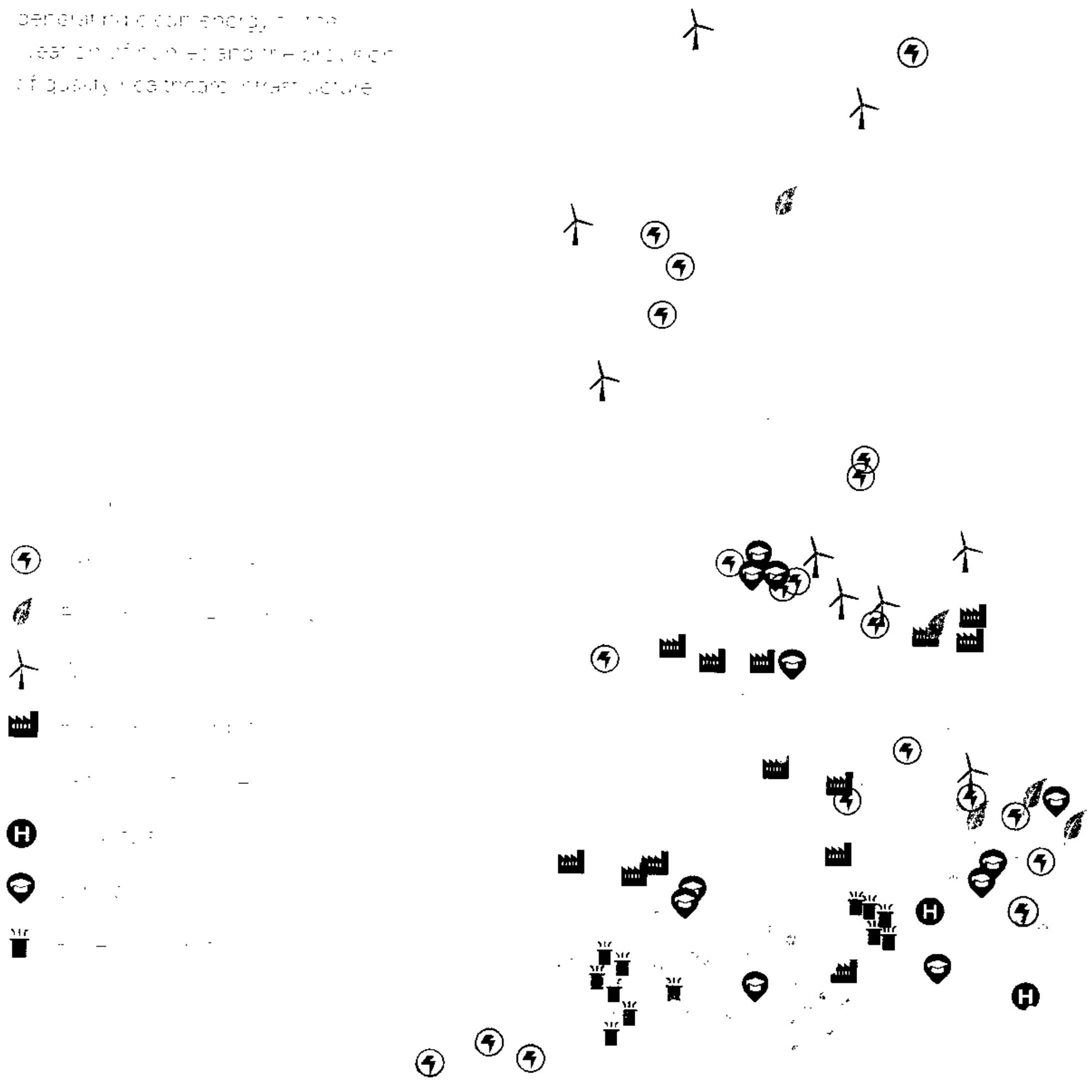
Sector split*

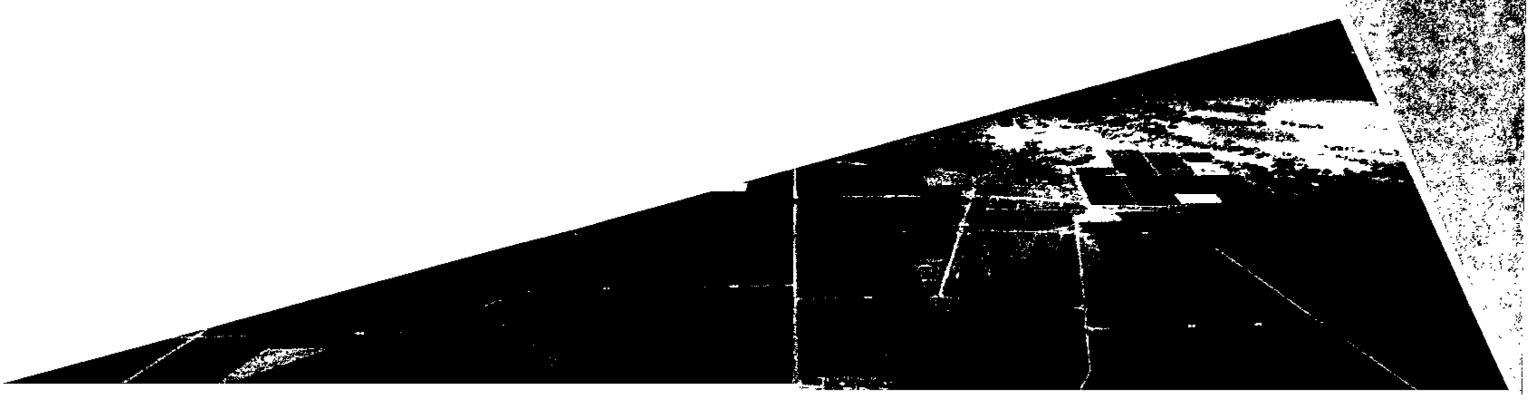


■ ■	Owning and operating assets	81%
▩	Lending	19%



Our business at a glance





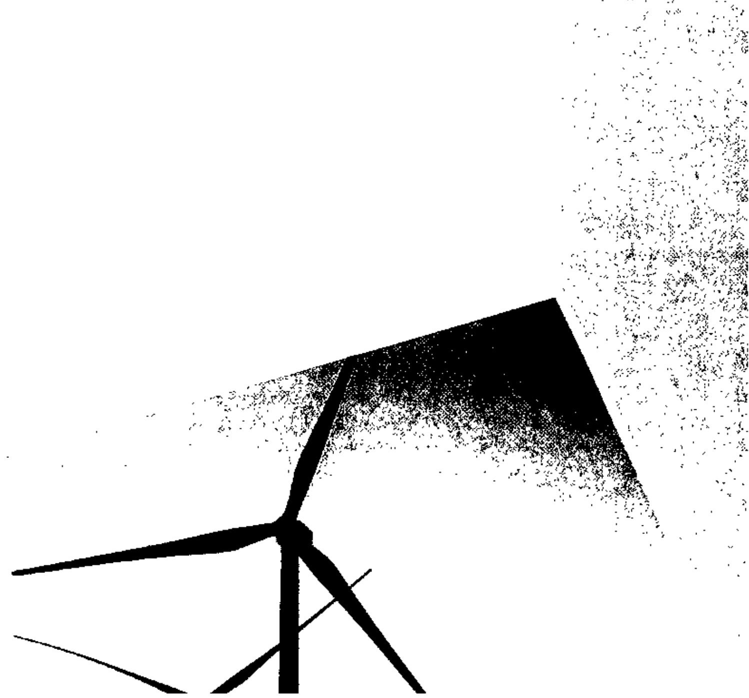
Our business at a glance

Energy

Healthcare

Fibre

Lending



Our strategy in focus

Energy division

[illegible]

[illegible]

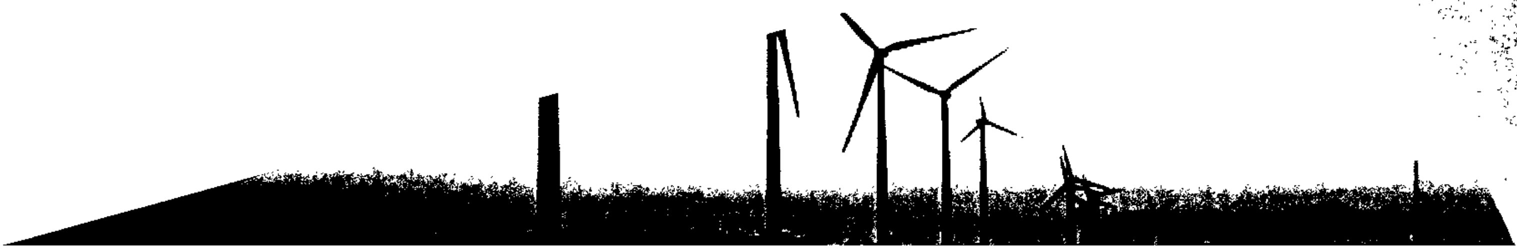
[illegible]

> **"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

[illegible]

[illegible]

[illegible]

Healthcare division

[illegible]

[illegible]

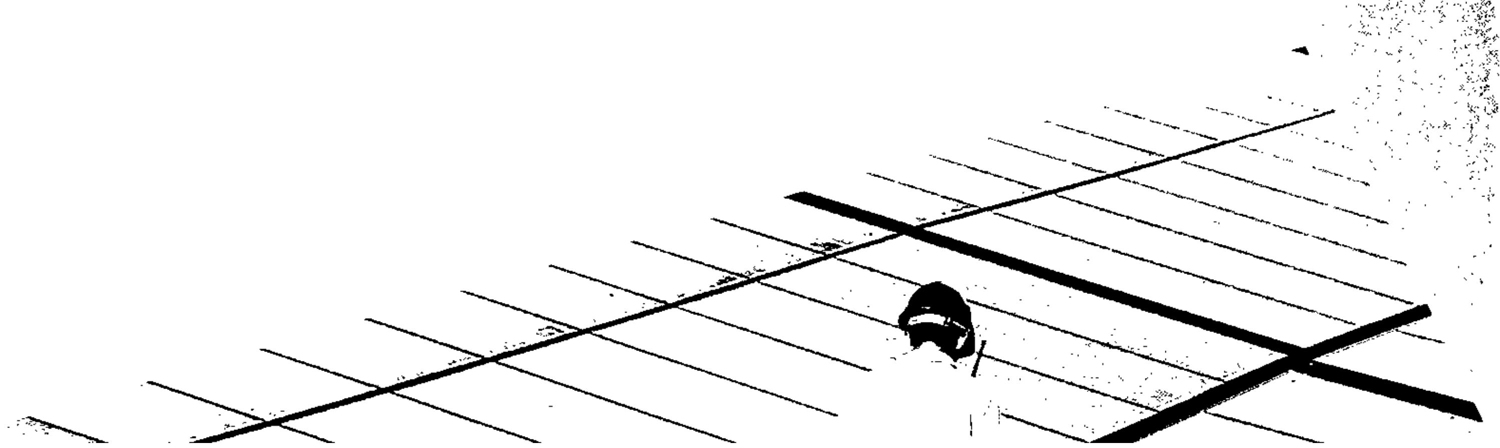
[illegible]

Fibre division

[illegible]

[illegible]

[illegible]



Our strategy in focus

Through [illegible], we are building a world-class network in London capable of supplying the B2B enterprise [illegible] with [illegible] business [illegible].

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. The companies will require approximately £[illegible] of capital over the next four years to fulfil their build plan.

Our teams continued to build out their fibre network throughout the Covid-19 pandemic, benefiting from key worker status. We expect that demand for ultrafast fibre 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

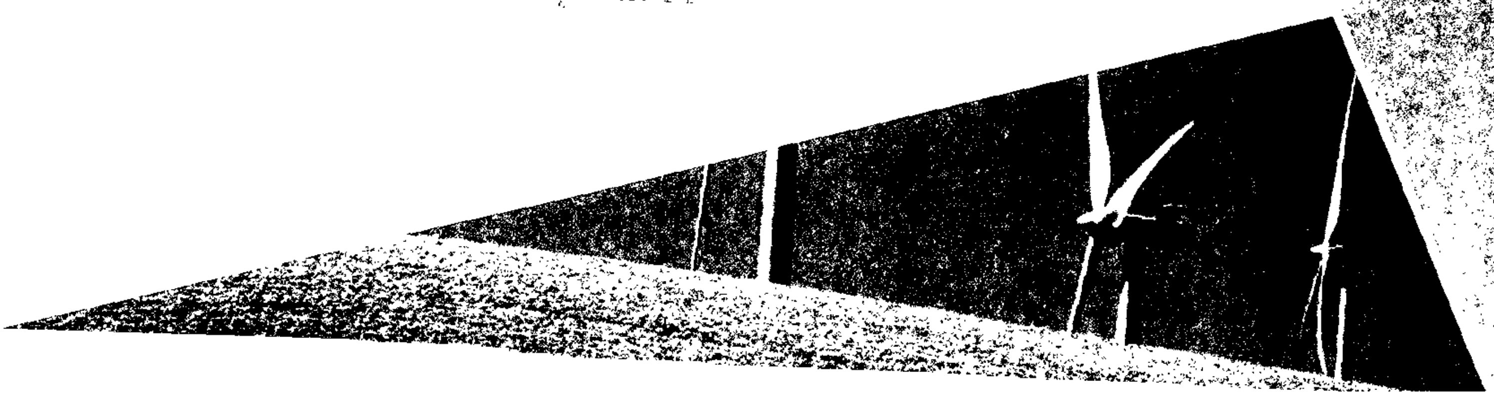
Lending continues to be a core part of our business and has provided the Group with a profitable and cash generative sector over the past ten years. The lending part of our Group can be split into two main areas: property lending, which provides short-term financing to experienced, professional property developers, such as for land loans seeking bridging finance, and development financing, [illegible] provides short-term [illegible] to [illegible] development [illegible] including [illegible] and energy generation sites.

The lending business has been incredibly 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 a loan, typically on a first charge basis, and maintaining a conservative loan-to-value ratio.

A key benefit of the scale of our Group and of the business that we have built 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.

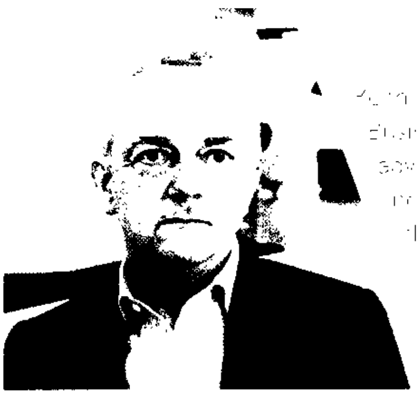
Not all loans will perform as expected and our business is designed to mitigate the impact of this due to the size of each loan we make relative to the size of our lending business. Our loan book is currently spread across around 200 loans with an average loan of £[illegible]. As we take high-quality security when we make a loan this enables us to [illegible] value for our shareholders when necessary, including the option for us to step in and manage non-performing businesses where we deem this to be the best course of action.

"Lending continues to be an important 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.



Principal risks and uncertainties

Management identify, assess and manage risks associated with the Group's business objectives and strategy. Risks arise from external sources, those which 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, operational (including health and safety), and counterparty risk. These risks are managed by thorough due diligence in new operating businesses or potential borrowers, and on the value of the assets acquired for new plant.

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

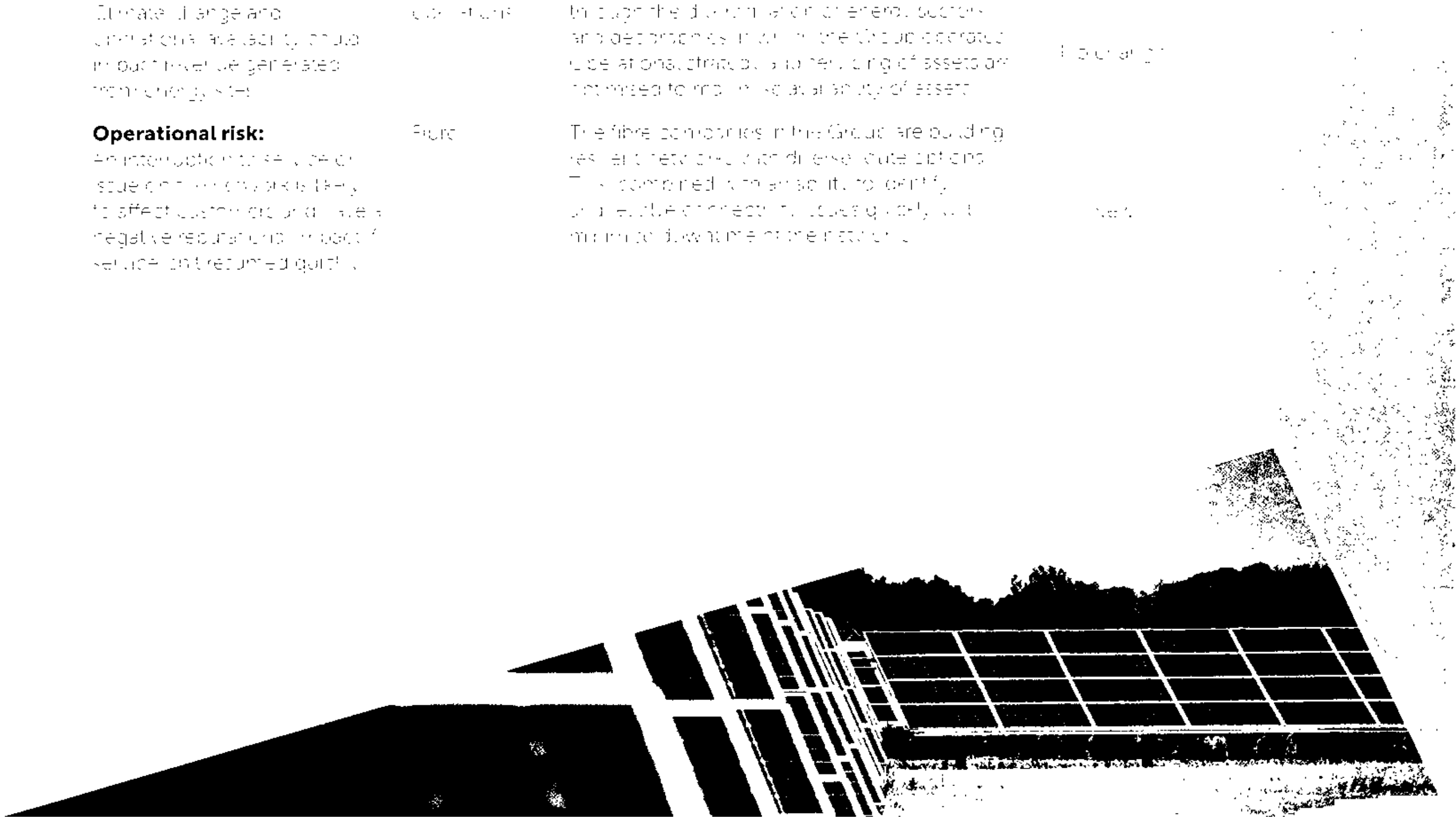
Principal Risks

Risk	Division	Mitigations	Change
Market risk: energy plants may fail to achieve forecast levels of income due to changes in energy prices or government subsidies.	Energy operations	Fluctuations in energy prices are mitigated by entering into contracts to fix the price of a portion of our energy income, reducing exposure to underlying energy prices. [illegible]% of our energy income was fixed through power purchase agreements, and [illegible]% was fixed through Feed-in Tariffs, long term government backed offtake agreements such as the Renewable Obligation Certificate (ROC) scheme, which provide certain revenue streams. [illegible]% of our energy income was generated from ROC revenue. The government continues to show commitment to renewable energy and its subsidies 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 retirement apartments once fully constructed.	[illegible] operations	Planning consents for our developments are optimised to maximise available revenues. High quality products and features are designed to maintain the value of apartments, and construction costs 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 profits or lack of competitive 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 borrowers a flexible solution and we are not just about price 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]	[illegible]
Operational risk: [illegible]	[illegible]	[illegible]	[illegible]
Operational risk: [illegible]	[illegible]	[illegible]	[illegible]
Operational risk: [illegible]	[illegible]	[illegible]	[illegible]



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]	[illegible]	[illegible]	[illegible]
Interest Rate Risk: [illegible]	[illegible]	[illegible]	[illegible]
Liquidity Risk: [illegible]	[illegible]	[illegible]	No change
Technology Risk: [illegible]	[illegible]	[illegible]	[illegible]

[illegible]

PS Latham
[illegible]
[illegible]

Corporate governance

The Board considers that they have fulfilled the requirements of s172 of the Companies Act 2006 ("the Act") and have, in good faith, acted in a way that would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to stakeholders and matters set out in s172(1)(a-f) of the Act, in the decisions taken during the year ended 30 June 2021. The Group also has a statement disclosing information required to be in the Directors' Report by the Companies (Miscellaneous Reporting) Regulations 2018.

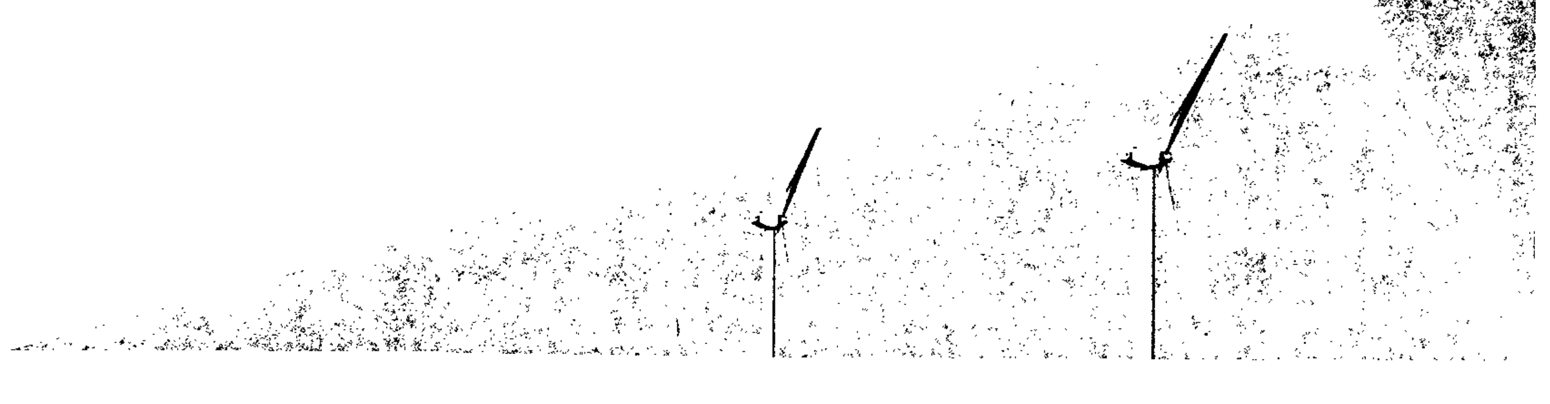
In the performance of its duty to promote the success of the Group, the Board has regard to a number of matters, including the likely consequences of any decision in the long term, and listens to the views of the Group's key stakeholders to build trust and ensure it fully understands the potential impact of the decisions it makes. The Board fulfils its duties partly through delegation to committees and the boards of subsidiary undertakings, which operate within a corporate governance framework across the Group.

At every Board meeting, a review of financial and operational performance, as well as legal and regulatory compliance, is undertaken. The Board also reviews other areas over the course of the financial year, including the Group's business strategy, key risks, stakeholder-related matters, diversity and inclusivity, environmental matters, corporate responsibility and governance, compliance and legal matters.

Principal decisions

We define principal decisions taken by the Board as those decisions that are of a strategic nature and that are significant to any of our key stakeholder groups. The Board considers that the following are examples of principal decisions made in the year ended 30 June 2021:

- In order to facilitate the future growth of the Group, the Board decided to complete an equity issue in October 2020 [illegible] shares at an issue price of £1.[illegible], successfully raising £14m. This was strategically important to enable the expansion of the Group over the coming years. The Board evaluated the possible impact on stakeholders, including shareholders, and concluded that the additional funding would be beneficial, including greater opportunities to develop the Group by further acquisitions and supporting organic growth.
- Achieving and deciding to move ahead with increasing biomass operations [illegible] part of our renewables division. [illegible] is the Group's first acquisition in the biomass sector in over six years. The Group acquired one operational UK biomass [illegible] in April 2021, with a further biomass construction site acquired post year end in October 2021. The deployment aligns with the Group's strategy to balance the energy generation asset portfolio and develop renewable energy diversified, which provides predictable long-term revenue streams via long term energy purchase price agreements. This provides resilience against volatile and ongoing changes in the UK energy market. The Board considered the opportunity and how it aligned with our objective to make a positive contribution to the community and environment and [illegible] to provide a positive contribution. Through consultation with management and employees, the Board determined that this opportunity would complement the existing biomass business and provide opportunities for new and existing employees in an expanding business.
- The Board decided to expand our Fire division, the newest part of our Group. This has given rise to the acquisition of two new Fire companies during the year, [illegible] and [illegible]. These acquisitions will allow the Group to expand the geographical reach of its physical network and increase its presence within the wider sector.



Corporate governance

[illegible]

Business strategy

[illegible]

Shareholders

[illegible] www.ferntrading.com

Employees

[illegible]

[illegible]

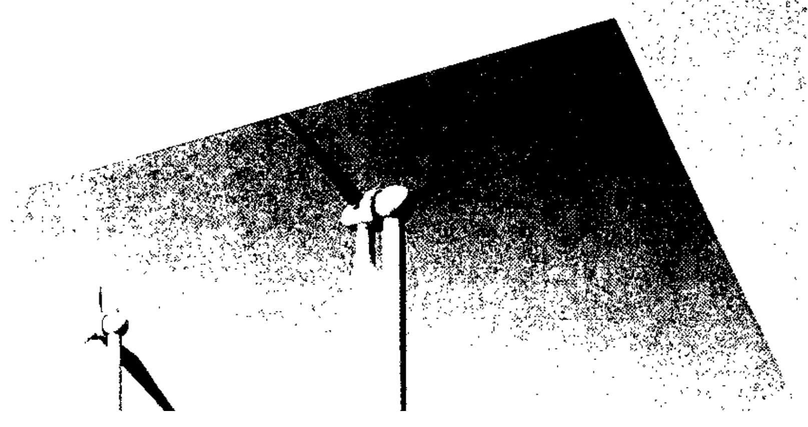
[illegible]

[illegible]

[illegible]

Suppliers and customers

[illegible] www.gov.uk [illegible]



Corporate governance

The Group ensures it treats fairly and in a transparent manner all customers [illegible] services and actively [illegible]. The Board [illegible] customer metrics and engages with the management team to understand the causes if customer performance does not meet customers' expectations.

The Board considers [illegible] Investments Limited to be a key business partner and supplier with responsibility for the provision of operational oversight, financial administration and company secretarial services.

Community and environment

The provision and operation of sustainable infrastructure is at the centre of the Group's strategic goals. Through its business activities the Group seeks to make a positive contribution to the community, environment and economy. Our renewable energy business is helping the UK meet its renewable energy targets. Our private hospitals have supported the NHS throughout the Covid-19 pandemic by providing treatment for non-Covid-19 NHS patients that otherwise could not have been carried out, and our fibre network is [illegible] rural communities access to high-speed broadband.

Business conduct

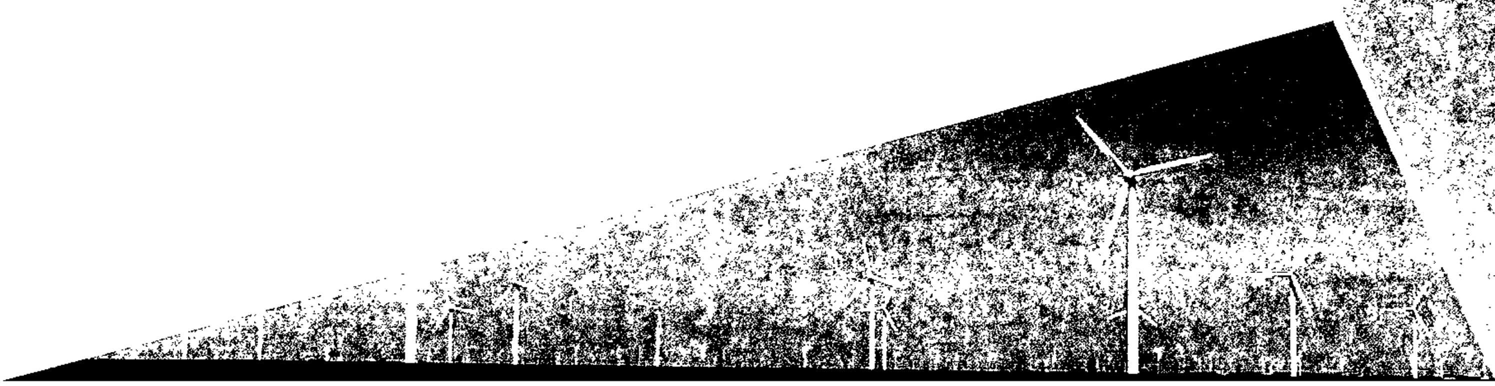
All Directors [illegible] ensuring management operate the business with integrity and in accordance with the high standard of conduct and governance expected of a business such as ours. Our intention through our business strategy, outlined on pages 11 to 14, is to operate in sectors and work with other businesses that share our values.

Business ethics and governance

The Board is responsible for ensuring that the activities of the Group and its various businesses are conducted in compliance with the law and applicable governance and regulatory regimes and in accordance with prevailing best practice in the relevant industry. This includes reviewing internal controls, ensuring that there is an appropriate balance of skills and experience represented on the Board and ensuring that the financial statements give a true and fair view of the state of affairs of the Group. Further detail can be found in the statement of directors' responsibilities on page [illegible]. In the year to 30 June 2021 no areas of concern have been flagged to the Board.

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

The Board's policy on employee, human rights, social and community issues, environment policy and anti-corruption and bribery matters is discussed in the Directors' Report on page [illegible]. The Board actively promotes a corporate culture that is based on ethical values and behaviour.



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 operational reserve power sites, two European wind farms, two fibre infrastructure businesses, a biomass site and a construction ready retirement village site with planning permission for 1[illegible] units. Shortly after the year end, in July 2021 the Group acquired a portfolio of nine reserve power sites for £18m, in August a construction ready Australian wind farm for £115.7m and in October a biomass site currently under construction for £9m. To fund these acquisitions and support continued expansion, the Group had substantial cash reserves at year end of £[illegible]m.

Financial performance

Revenue for the Group increased by £35m to £425m during the year. This growth was predominantly driven by energy turnover which has increased by 1[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 gas 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 healthcare division, increasing by 49%, where a key NHS contract contributed to an increase in revenue of £14m to £4[illegible]m (2020: £[illegible]m). Lending revenue saw a drop of 2[illegible]% to £57m (2020: £70.4m) when compared with the prior year due to a smaller average loan book over the year as cash was made available to grow other parts of the Group.

Operating expenses for the year were £31[illegible]m, which was in line with expected expenditure and included one-off expenses incurred such as the £15m provision on the loan book. Refinancing and reducing external debt to secure improved terms in the past two years has contributed to the £15.3m decrease in interest costs to £36.1m (2020: £5[illegible].9m restated).

Included in this year's results is a profit of £2[illegible]m (2020: £18.6m) recognised on the sale of a solar site and the disposal of the Group's share of a joint venture in an energy generation business.

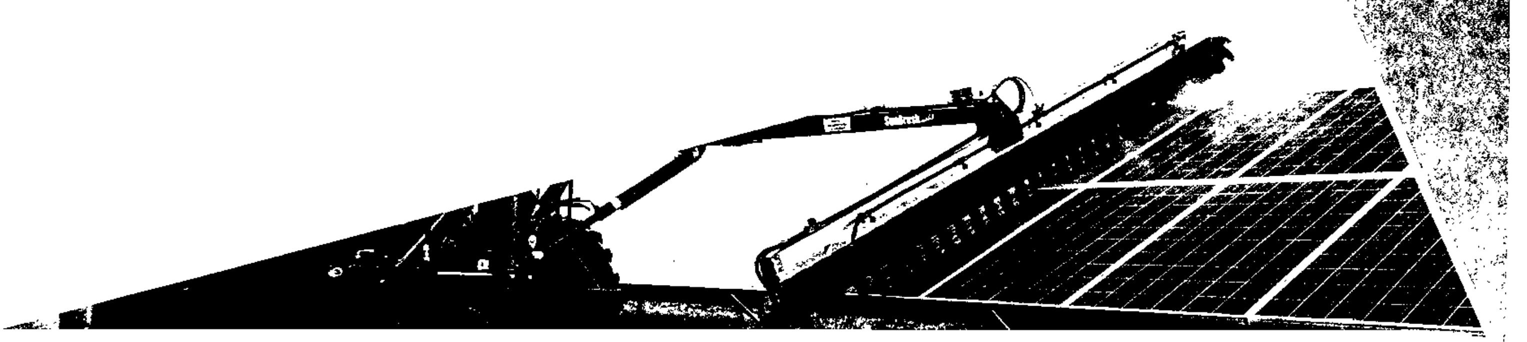
Overall, the Group has reported a loss before tax of £[illegible]m for the year ended 30 June 2021, which is a £[illegible]m improvement on the prior year (2020: £[illegible]m restated).

Financial position

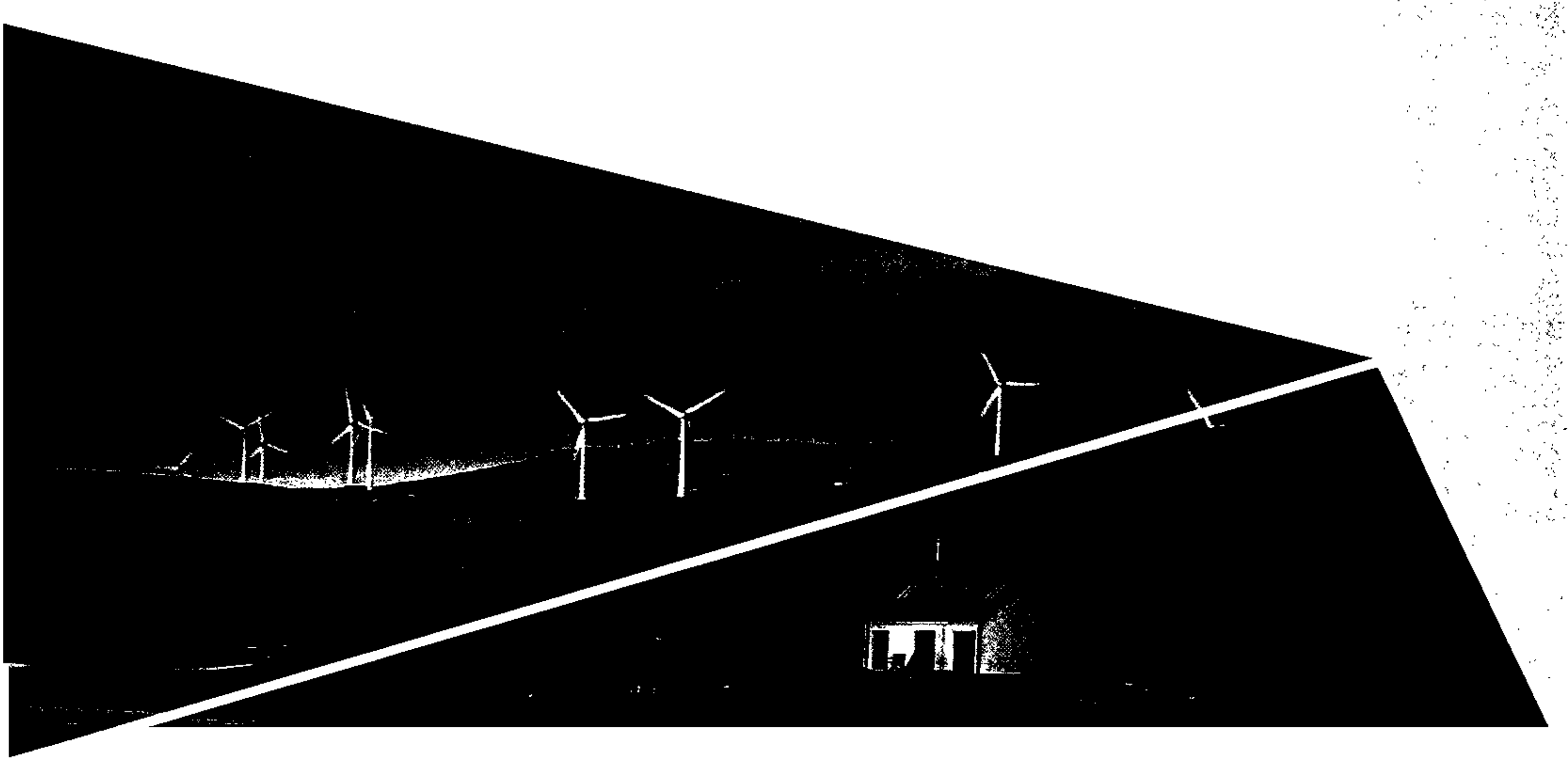
Continued shareholder interest and investment in the Group has seen net assets grow to £1.97bn (2020: £1.68bn restated). In the year ended 30 June 2021, the Group issued 150.[illegible]m shares (2020: [illegible]m restated) for a total consideration of £184.8m (2020: £38.[illegible]m) including a Rights Issue of [illegible].1m shares for consideration of £145.1m.

Net current assets of £[illegible]m (2020: £[illegible]m restated) have decreased by £2[illegible]m reflecting the reduction in size of the loan book and a redeployment of funds into longer term assets such as energy, healthcare and fibre infrastructure. The Group's loan book, consisting of property lending and development lending, has decreased by 4[illegible]% to £3[illegible]m (2020: £6[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 £1[illegible]m (2020: £217m). Cash generation from operating activities remained strong at £[illegible]m (2020: £10[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 broadband sector over the past couple of years, which will require substantial further capital expenditure over the next 12 months, increasing the Group's diversification across sectors.



Group finance review



Group finance review

Lending

[illegible]

[illegible]

Energy operations

[illegible]

[illegible]

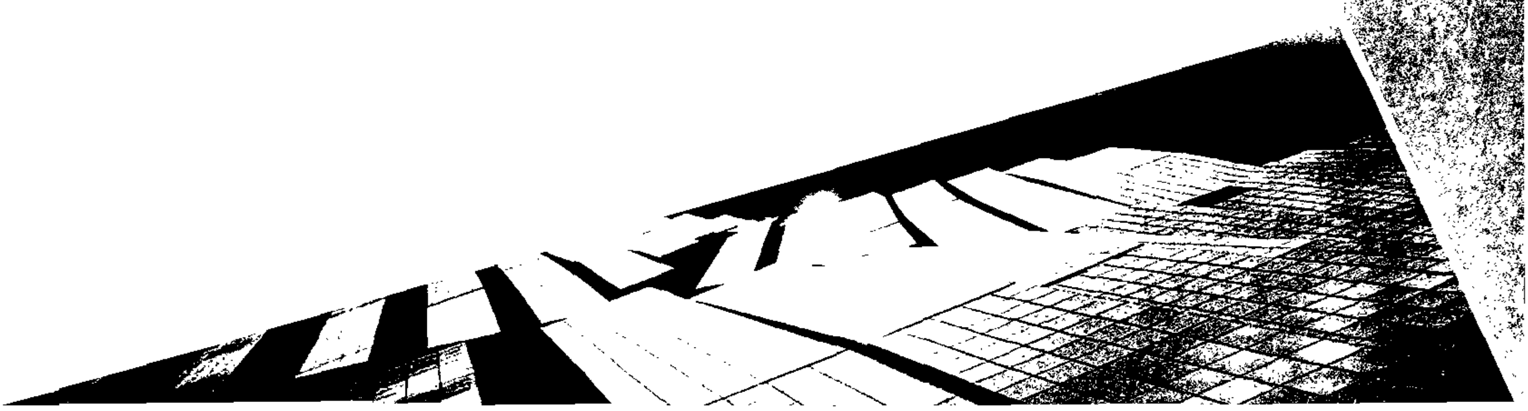
[illegible]

[illegible]

Healthcare operations

[illegible]

[illegible]



Group finance review

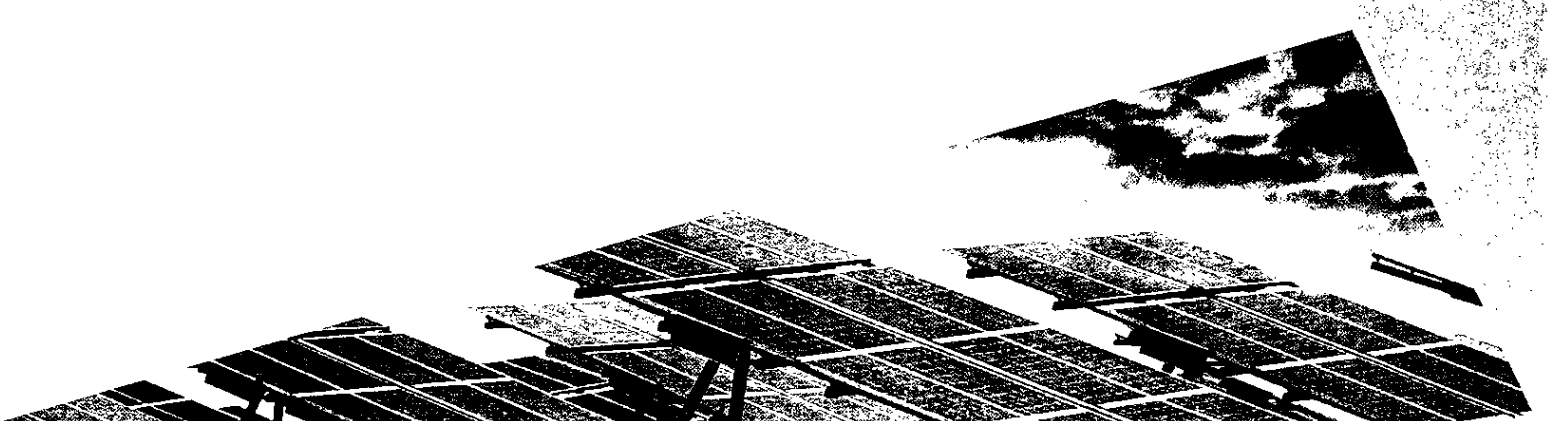
Fibre optic broadband operations

Funding and liquidity

Looking ahead

PS Latham

Director



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 the 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:

RS Latham (appointed 14 May 2020)

KJ Wiley (appointed 4 August 2020)

FG Barlow (appointed 4 August 2020)

On 10 July 2020, 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 the reorganisation to the Fern Group is to introduce an improved corporate structure to facilitate the growth of the business. On 4 August 2020, following the restructure, KJ Wiley and FG 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 33 in the Notes to the financial statements.

Refer to the Strategic Report on page 8.

Refer to the Strategic Report on page 12.

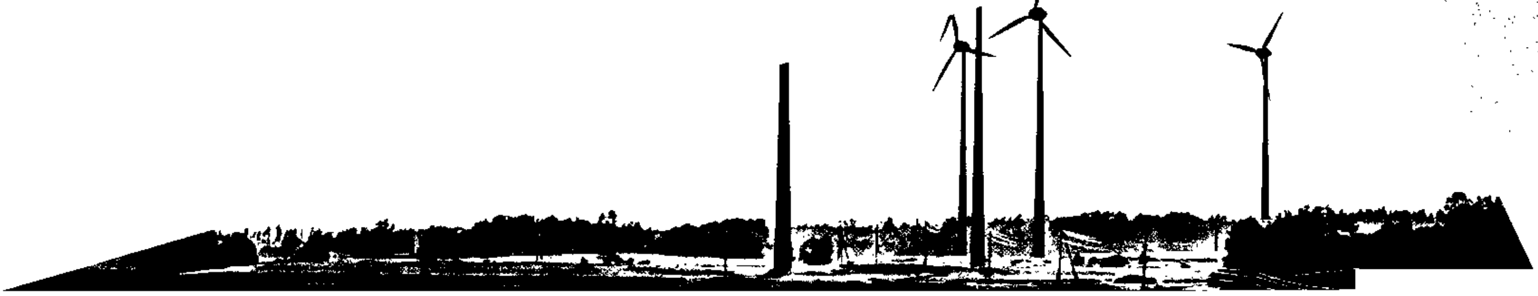
The Group's objectives and policies on financial risk management, including information on the exposure of the Group to credit risk, liquidity risk and market risk, are set out in note 21 to the financial statements. The Group's principal risks are set out in the strategic report on page 16.

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 strong core 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



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 re-appointment 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 by:

PS Latham
Director
17 December 2021

Independent auditors' report to the members of Fern Trading Limited

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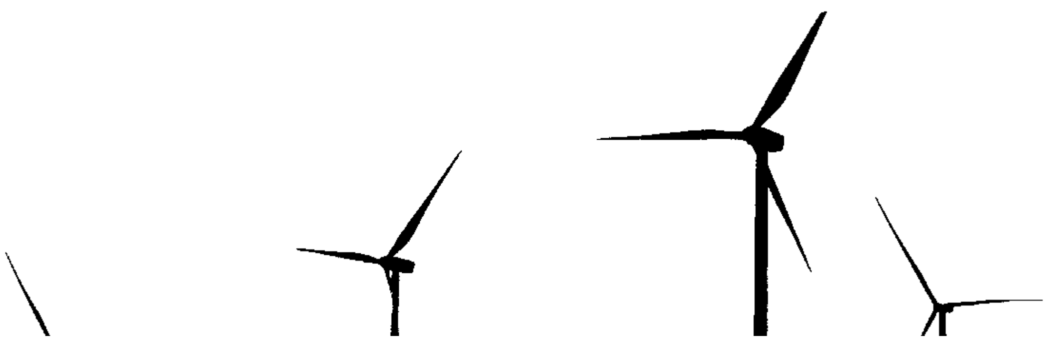


Independent auditors' report to the members of Fern Trading Limited

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.

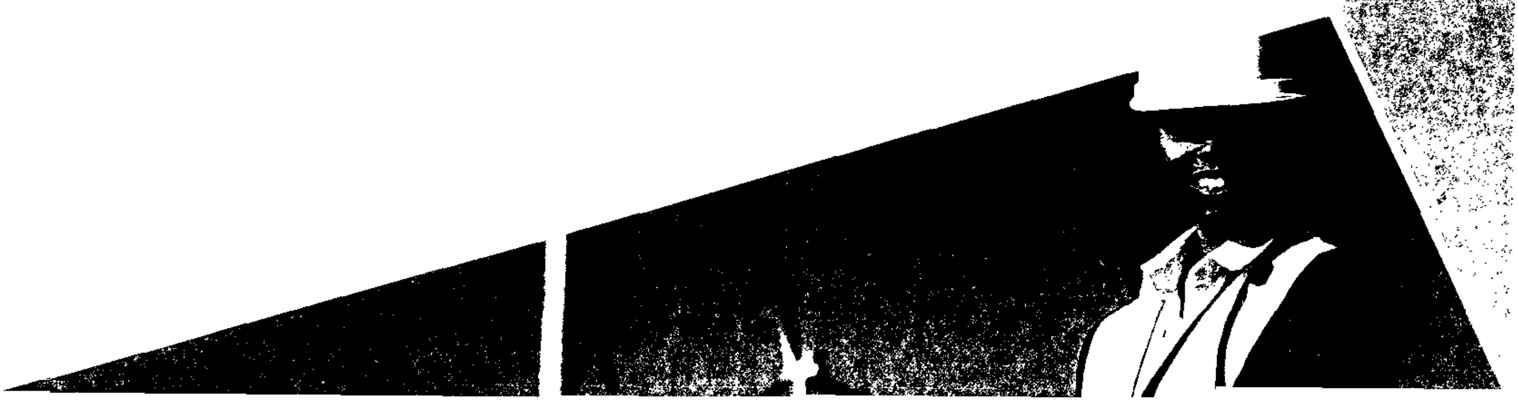
Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

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 2021 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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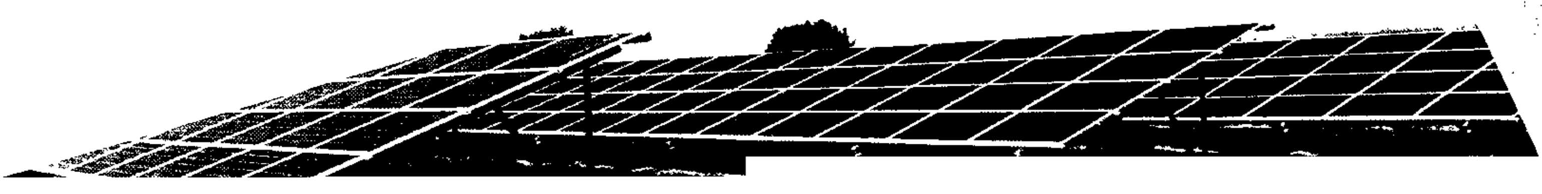


Independent auditors' report to the members of Fern Trading Limited

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapters 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
17 December [illegible]

4 [illegible]

		2021	Restated 2020
		£'000	£'000
Turnover		**425,302**	[illegible]
[illegible]		**(221,277)**	[illegible]
Gross profit		**204,025**	[illegible]
[illegible]		**(230,351)**	[illegible]
Operating loss		**(26,326)**	487
[illegible]		**9,454**	[illegible]
[illegible]		**449**	[illegible]
[illegible]		**1,755**	[illegible]
[illegible]		**28,568**	17,992
[illegible]		**997**	148
[illegible]		**(36,067)**	(50,976)
Loss before taxation		**(21,170)**	(24,285)
[illegible]		**(8,143)**	(9,324)
Loss for the financial year		**(29,313)**	(33,609)
Attributable to Fern		**(25,306)**	(30,241)
Minority interest		**(4,007)**	(3,368)
		(29,313)	(33,609)

[illegible]

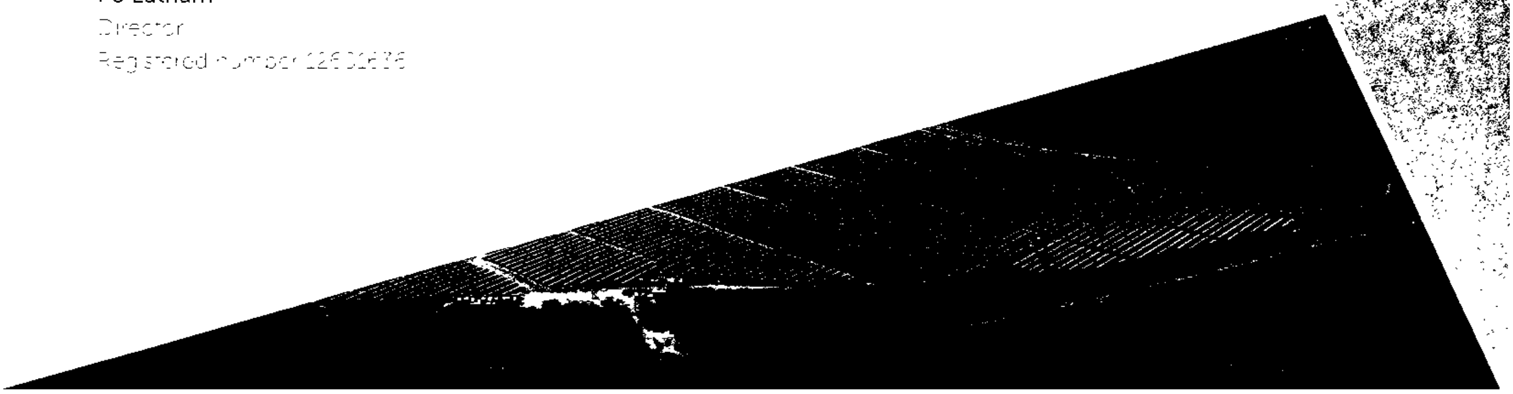
	2021	Restated 2020
	£'000	£'000
Loss for the financial year	**(29,313)**	(33,609)
Other comprehensive income/(expense)		
[illegible]	**46,739**	(30,033)
[illegible]	**(333)**	2,315
Other comprehensive income/(expense) for the year	**46,406**	(27,718)
Total comprehensive income/(expense) for the year	**17,093**	(61,327)
Attributable to		
• **Owners of the parent**	**21,100**	(57,959)
• **Non-controlling interests**	**(4,007)**	(3,368)
	17,093	(61,327)

	Note	2021 £'000	(restated) 2020 £'000
Fixed assets			
Intangible assets	8	**612,750**	593,560
Tangible assets	9	**1,551,170**	1,346,655
Investments	11	**11,000**	12,268
		2,174,920	1,952,583
Current assets			
Stocks	12	**94,711**	74,806
Debtors (including £nil (2020: £nil) amounts due after more than one year)	13	**600,726**	842,549
Cash at bank and in hand		**172,478**	206,688
		867,915	1,124,043
Creditors: amounts falling due within one year	14	**(207,318)**	(232,813)
Net current assets		**660,597**	891,230
Total assets less current liabilities		**2,835,517**	2,843,813
Creditors: amounts falling due after more than one year	15	**(903,339)**	(1,111,324)
Provisions for liabilities	17	**(58,584)**	(53,937)
Net assets		**1,873,594**	1,678,552
Capital and reserves			
Called up share capital	19	**149,676**	138,435
Share premium account		**173,118**	
Merger reserve		**1,440,257**	1,655,569
Cash flow hedge reserve		**(17,098)**	(63,837)
Profit and loss account		**123,920**	(41,185)
Total shareholders' funds		**1,869,873**	1,668,982
Non-controlling interests		**3,721**	9,570
Capital employed		**1,873,594**	1,678,552

Note 29 details the prior period adjustments.

These consolidated financial statements on pages 25 to 35 were approved by the Board of directors on 17 December 2021 and are signed on their behalf by:

PS Latham
Director
Registered number 12601636



4 [illegible] 2021

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

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PS Latham
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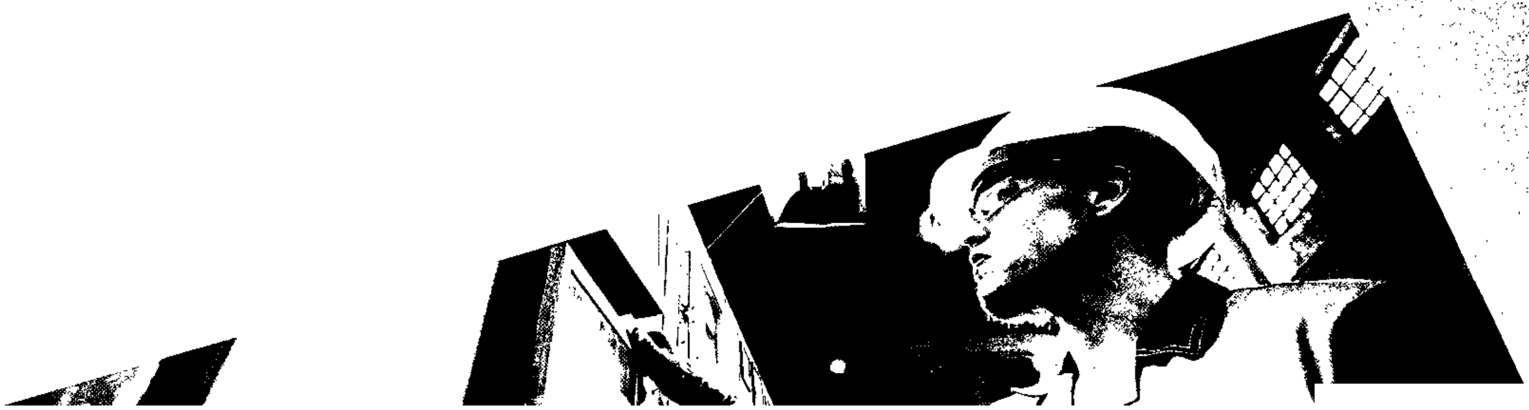

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	Called up share capital	Share premium account	Merger reserve	Cash flow hedge reserve (restated)	Profit and loss account (restated)	Total share-holders' funds (restated)	Non-controlling interest	Capital employed (restated)
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
[illegible]	[illegible]	–	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	–	–	–	[illegible]	[illegible]	[illegible]	–	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]	[illegible]	1,718,364	[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]	[illegible]
[illegible]		–	–	–	–	–	[illegible]	[illegible]
[illegible]	–				[illegible]	[illegible]		[illegible]
[illegible]	[illegible]	–	[illegible]		–			
[illegible]	[illegible]	–	[illegible]			[illegible]	–	[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)**

	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

	Note	2021	(restated) 2020
		£'000	£'000
Cash flows from operating activities			
[illegible]		**(25,306)**	(30,241)
Adjustments for:			
[illegible]		**8,143**	9,624
[illegible]		**(997)**	(148)
[illegible]		**36,068**	50,873
[illegible]		**(28,568)**	(14,991)
[illegible]		**(1,755)**	(2,303)
[illegible]		**(449)**	(945)
[illegible]		**34,991**	33,989
[illegible]		**85,917**	43,610
[illegible]		**8,875**	(1,181)
[illegible]		**(19,788)**	14,288
[illegible]		**(5,701)**	(2,599)
[illegible]		**249,374**	(31,324)
[illegible]		**6,871**	11,896
[illegible]		**(4,007)**	(3,168)
[illegible]		**(1,751)**	2,031
Net cash generated from operating activities		**341,918**	106,112
Cash flows from investing activities			
[illegible]		**(221,987)**	(142,642)
[illegible]		**34,503**	140,291
[illegible]		**(110,457)**	(213,378)
[illegible]		**(875)**	(387)
[illegible]		**(9,484)**	(44,159)
[illegible]		**–**	64,225
[illegible]		**997**	148
[illegible]		**1,077**	2,500
Net cash used in investing activities		**(306,226)**	(193,402)
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**	777
Cash and cash equivalents at the end of the year	11	**172,478**	206,688

[illegible]

Statement of accounting policies

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Statement of accounting policies

In reaching this conclusion the Directors have made a comprehensive assessment of the uncertainty on the Group's base budget, profit and loss and cash flow, with specific consideration given to the following:

- The businesses within the Renew Group were able to continue operating and trading for the future during lockdown, with construction across our Energy, Healthcare and [illegible] divisions continuing as our workers benefited from key worker status. We did see a drop in demand in the Energy sector which has impacted revenues in the short term, however this is partially offset by a contract for our private hospital to provide support to the NHS by taking on non-Covid-19 NHS patients for treatment. The Group believes the wider economic outlook, consumer confidence and likely ongoing recession being the greatest risks to the future performance of the business. These key assumptions were built into the base case forecast scenario looking forward over the next twelve months, as management expect that there will be continued economic uncertainty as a result of Covid-19 in the short to medium term.

  At 30 of June 2021 the Group had available cash of £[illegible]m and access to facilities of £[illegible]m including a RCF of £[illegible]m with a total available headroom of £[illegible]m. Bank loans of £[illegible]m are due to mature in less than one year with the remainder of £[illegible]m payable in more than one year. The Group's facilities, repayment dates and undrawn amounts are set out in Note 16 Loans and Borrowings.

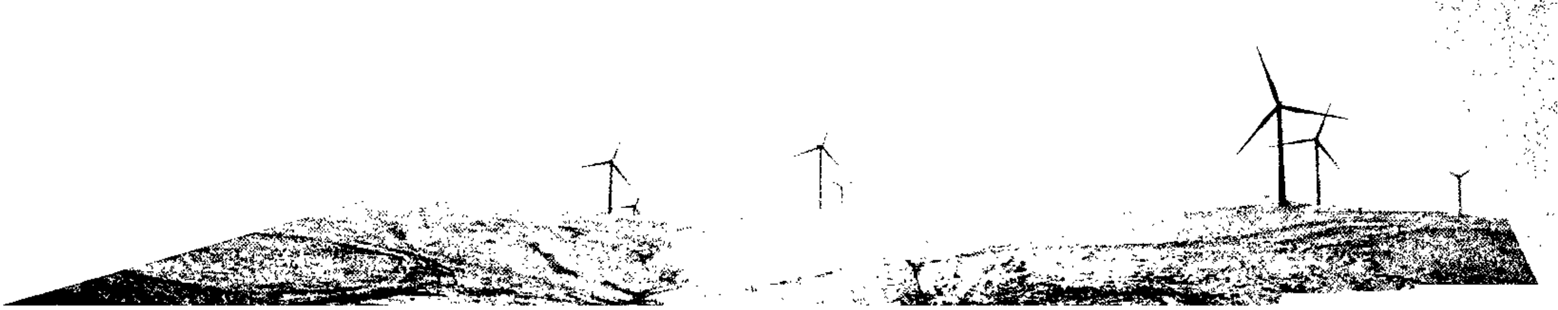
  A reverse stress test was performed on the base case forecast to ascertain what scenario would result in risks to the Group's liquidity position. The test showed even in an unlikely scenario of a significant reduction in revenue of [illegible]%, the Group is able to sustain its current operating costs and meet all liabilities as they fall due for at least a year from approval of these financial statements when utilising the available facilities within the Group. A [illegible]% fall in revenue would result in a breach in debt covenants of the revolving credit facility, however there could continue to [illegible] with a [illegible] severe and improbable drop in revenue of [illegible]%.

  The Group has a number of financing facilities that contain covenants requiring the Group to maintain specified financial ratios and comply with certain other financial covenants. These financial covenants are tested semi-annually, and, at the date of this report, the Group is in compliance with all financial covenants. Stress tests on severe and unlikely scenarios such as a significant reduction in EBITDA of [illegible]% over time have been used to assess the covenant requirements for at least the next twelve months and all covenants have been forecast to be met even under the stress test scenario in the going concern period.

- Key estimates include [illegible] recoverability, valuation of work in progress, decommissioning provisions, impairment of goodwill and investments, business combinations and hedge accounting. Details are set out on pages 51 to 52.

Based on the above assessment of the Covid-19 pandemic impact on the financial position, liquidity and financial covenants, the Directors have concluded that the Group and Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Statement of accounting policies



Statement of accounting policies

Where the Group has written a put option over shares held by a non-controlling interest, the Group derecognises the non-controlling interest and instead recognises a contingent deferred consideration liability within other creditors for the estimated amount likely to be paid to the non-controlling interest on exercise of those options. The residual amount, representing the difference between any consideration payable and the non-controlling interests' share of net assets, is recognised as goodwill. Movements in the estimated liability after initial recognition are recognised as goodwill.

i. Functional and presentation currency

The Group financial statements are presented in pound sterling and rounded to thousands.

The Company's functional and presentation currency is pound sterling.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions. At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

All foreign exchange gains and losses are presented in the profit and loss account within administrative expenses.

iii. Translation

The trading results of Group undertakings are translated into sterling at the average exchange rates for the year. The assets and liabilities of overseas undertakings, including goodwill and fair value adjustments arising on acquisition, are translated at the exchange rates ruling at the year-end. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive income' and allocated to non-controlling interest as appropriate.

Statement of accounting policies

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  [illegible]

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

The Group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

i. Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

ii. Defined contribution pension plan

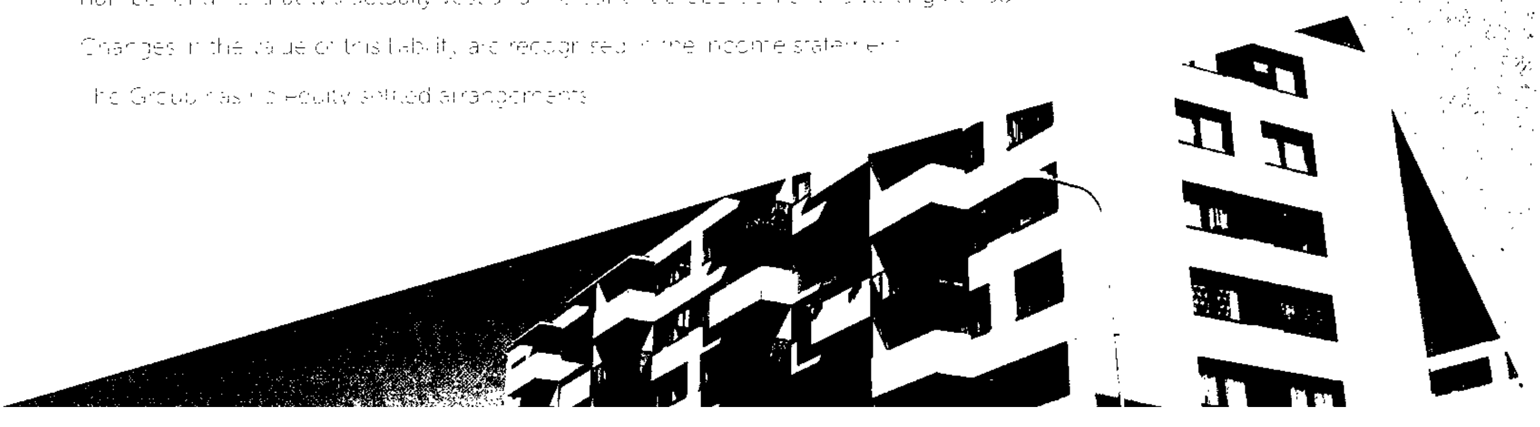
A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligation. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

iii. Share-based payments

Cash-settled share-based payments are measured at fair value at the balance sheet date. The Group recognises a liability at the balance sheet date based on these fair values, taking into account the estimated number of units that will actually vest and the current proportion of the vesting period.

Changes in the value of this liability are recognised in the income statement.

The Group has no equity-settled arrangements.



Statement of accounting policies

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated debt instrument and are released to the profit and loss account over the term of the debt.

Tax is recognised in the statement of income and retained earnings, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to cash-generating units ('CGUs') that are expected to benefit from the combination.

Goodwill is amortised over its expected useful life which is determined based on the estimated lifespan of the assets acquired. Where the Group is unable to make a reliable estimate of useful life, goodwill is amortised over a period not exceeding ten years. Goodwill is reviewed and assessed for impairment indicators on an annual basis and any impairment is charged to the profit and loss.

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	3% 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.

[illegible]

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.

[illegible]

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 its subsidiary at cost less accumulated impairment losses. If an impairment loss is subsequently reversed, 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 [illegible] 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 items. Cost is determined on the first-in, first-out (FIFO) method.

Fuel stocks (MBM and other) are valued on an average cost basis over one to two months and a provision for unusable [illegible] is reviewed monthly and applied to affected stock.

Fuel stock in 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. Stocks are used on a first in, first out (FIFO) basis by age of straw.

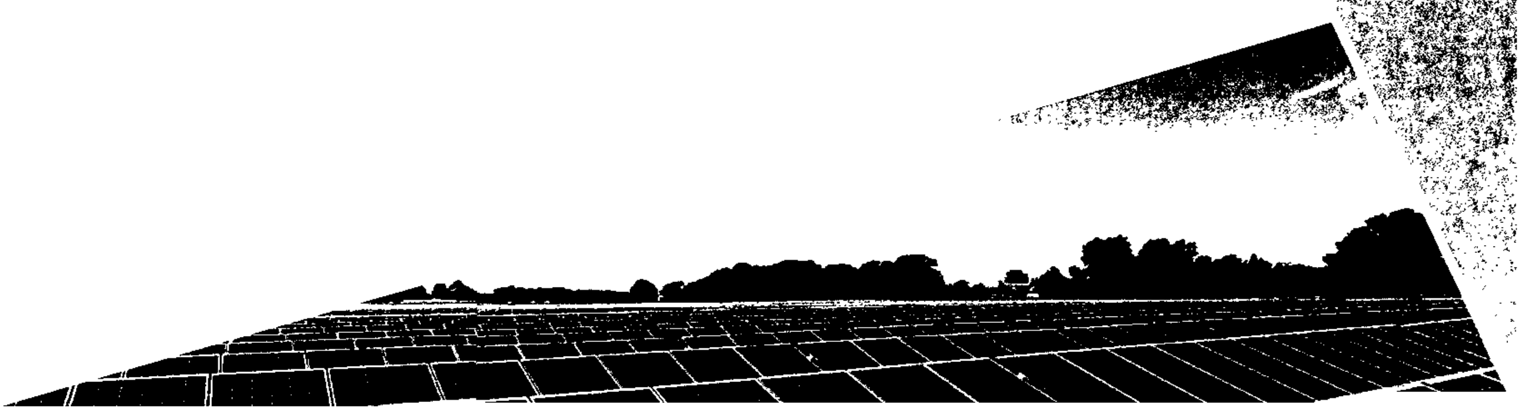
Stocks of [illegible] are valued at the lower of cost and net realisable value by the Group.

Stocks of property development work in progress (WIP) are valued 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 location 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 contract. 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 and 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 exposure 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 value 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 or no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged item 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 CVA credit value adjustment component. The prior year figures have been restated to show the effects as if this accounting policy change was in place for the year ended 30 June 2020.

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

[illegible]

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

[illegible]

[illegible]

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

[illegible]

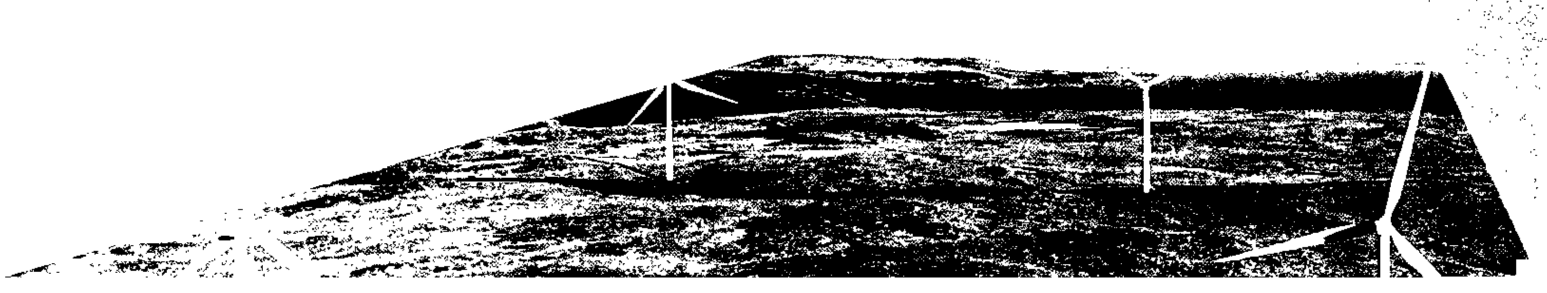
[illegible]

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

[illegible]

iv. Business combinations (estimate)

[illegible]



Statement of accounting policies

v. Decommissioning provision (estimate)

[illegible]

Wind Farms:

[illegible]

Australian solar farms:

[illegible]

UK and French Solar (judgment):

[illegible]

vi. Impairment of goodwill and investments (estimate)

[illegible]

[illegible]

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]

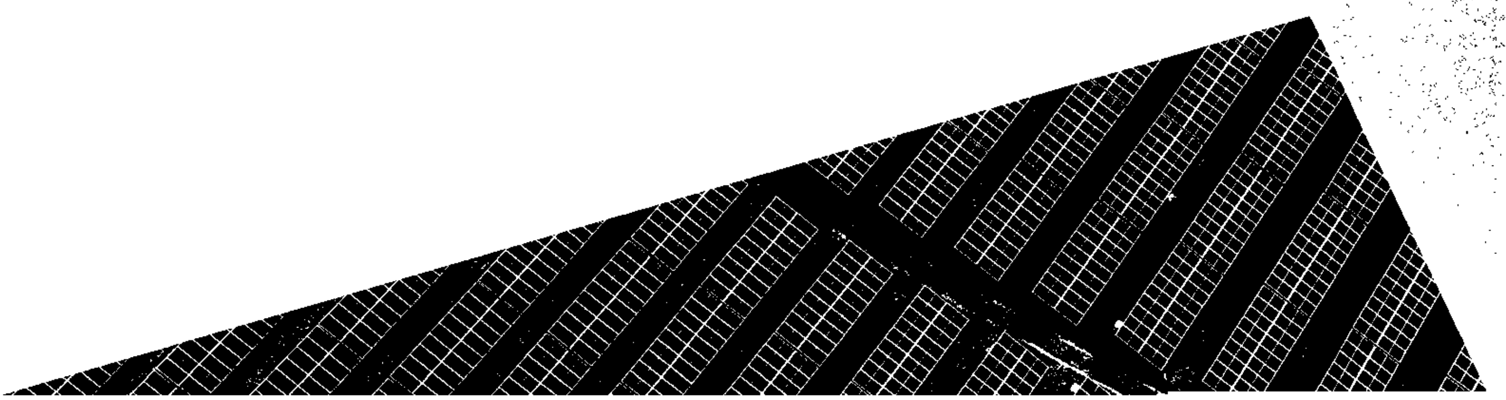
Analysis of turnover by geography

	2021	(restated) 2020
	£'000	£'000
[illegible]	**384,799**	[illegible]
[illegible]	**31,893**	23,423
[illegible]	**8,610**	–
	425,302	[illegible]

Other income

	2021	(restated) 2020
	£'000	£'000
[illegible]	**9,454**	[illegible]

Note 26 details the prior period adjustment



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

[illegible]

	2021	Restated 2020
	£'000	£'000
[illegible]	34,991	33,989
[illegible]	85,917	73,610
[illegible]	146	199
[illegible]	1,134	940
[illegible]	513	462
[illegible]	672	234
[illegible]	4,402	392
[illegible]	7,502	8,980

[illegible]

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

[illegible]

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

[illegible]

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

	2021	2020
	£'000	£'000
[illegible]	163	165

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 £1,334,000 (2020: £838,000) 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 26 details the prior period adjustments.

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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
French 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]	[illegible]	[illegible]		[illegible]
[illegible]	–	[illegible]		(1,849)
[illegible]		[illegible]	[illegible]	[illegible]
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]	–	583,988	9,672	593,660

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

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

	Land and buildings	Power stations	Plant and machinery (restated)	Network assets	Assets under construction	Total (restated)
Group	**£'000**	**£'000**	**£'000**		**£'000**	**£'000**
Cost						
[illegible]	[illegible]	[illegible]	[illegible]	–	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]	–	[illegible]	[illegible]
[illegible]	3,464	[illegible]	[illegible]	[illegible]	735	[illegible]
[illegible]	[illegible]	–	(21,146)	–	–	(21,450)
[illegible]	380	358	[illegible]	[illegible]	[illegible]	
[illegible]	[illegible]	(2)	[illegible]	–		[illegible]
At 30 June 2021	**8,531**	**317,467**	**1,664,925**	**27,288**	**43,277**	**2,061,488**
Accumulated depreciation						
[illegible]	[illegible]	[illegible]	[illegible]	–	–	432,514
[illegible]	[illegible]	[illegible]	71,071	[illegible]	–	[illegible]
[illegible]	[illegible]	(1)	(8,330)		–	(8,390)
[illegible]	2,391	–	[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]	1,346,055

Included within tangible assets are capitalised finance costs directly attributable to bringing the asset into use. The net carrying amount of assets held under finance leases included in plant and machinery, fixtures and fittings is [illegible] (2020: [illegible]).

The Company had no tangible assets at 30 June 2021.

Note 26 details the prior period adjustment.

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 its 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 £18,102,000.

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 impairments	–	-
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 Fibre group of companies from Fern Trading Group Limited (formerly Fern Trading Limited).

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

Unlisted investments [illegible] the Group's holding of the members' capital of [illegible] LLP [illegible] business [illegible] in [illegible] Trading Limited. [illegible] co-founded [illegible] LLP in October [illegible] with the intention of conducting [illegible] through the partnership. Additions and disposals of unlisted investments relate to [illegible] investments in [illegible] LLP [illegible] cash requirements [illegible] Trading Limited from time to time. [illegible] in [illegible] Trading Limited at 30 June 2021 was £Nil (30 June 2020: £nil). The directors [illegible] LLP and [illegible] Trading Limited to be subsidiary undertakings of [illegible] Trading Limited [illegible] Group Limited.

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.

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

The Company had a cash balance of £[illegible] as at 30 June 2021, none of which was restricted.

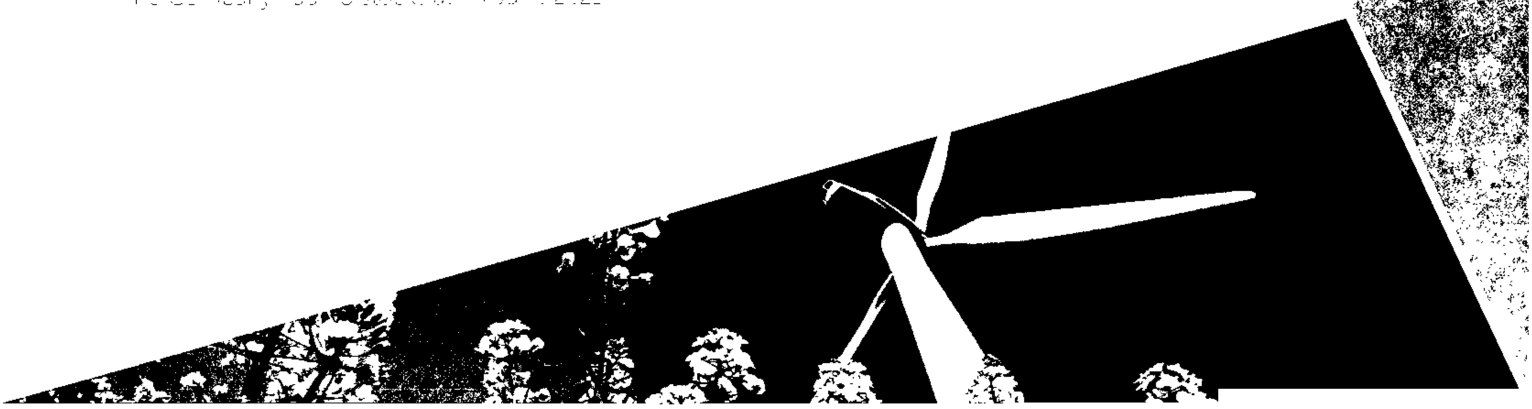
	Group	
	2021	2020
	£'000	£'000
[illegible]	**2,195**	2,594
[illegible]	**18,593**	17,172
[illegible]	**73,923**	55,040
	94,711	74,806

The amount of stocks recognised as an expense during the year was £[illegible] (2020: £[illegible]).

Included in the fuel, spare parts and consumables is stock valued [illegible] a provision of £459,000 for unusable fuel stock (2020: £[illegible]).

There has been no impairment recognised during the year in stock (2020: none). No inventory has been pledged as security for liabilities (2020: none).

The Company had no stock at 30 June 2021.



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

	Group		Company
	2021	2020	2021
	£'000	£'000	£'000
Amounts falling due after one year			
[illegible]	16,128	[illegible]185	–
Amounts falling due within one year			
[illegible]	369,384	118,973	–
[illegible]	16,121	15,977	8
[illegible]	3,950	–	12,751
[illegible]	27,696	5,032	5,008
[illegible]	6,603	4,253	–
[illegible]	6,469	14,901	–
[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		Company
	2021	2020	**2021**
	£'000	£'000	**£'000**
[illegible]	**47,386**	49,788	**–**
[illegible]	**23,390**	15,403	**16**
[illegible]	**–**	8,869	**–**
[illegible]	**–**	19	**–**
[illegible]	**61,165**	19,601	**–**
[illegible]	**–**	–	**20,203**
[illegible]	**3,147**	2,512	**–**
[illegible]	**143**	20,071	**–**
[illegible]	**72,087**	67,000	**2,705**
	207,318	232,613	**22,924**

	Group	
	2021	2020
Amounts falling due between one and five years	**£'000**	£'000
[illegible]	**247,297**	269,225
[illegible]	**6,125**	2,016
[illegible]	**–**	2,658
[illegible]	**5,415**	9,136
	258,837	283,03[illegible]

	Group	
		(restated)
	2021	2020
Amounts falling due after more than five years	**£'000**	£'000
[illegible]	**577,235**	714,480
[illegible]	**24,495**	28,326
[illegible]	**42,772**	84,619
	644,502	828,227
[illegible]	**903,339**	1,111,314

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.

Note 20 details the prior period adjustments.

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

	2021	2020
Group	**£'000**	£'000
Within one year	**47,386**	99,788
Due between one and five years	**247,297**	269,213
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
Viners Energy Limited	6 month LIBOR plus 1.60%	**438,140**	488,179
Cedar Energy and Infrastructure Limited	LIBOR/EURIBOR plus 2.00%	**–**	32,008
Elios Energy 2 Limited	3 month EURIBOR plus 1.20%	**8,613**	10,083
Elios Energy 2 Limited	Fixed rate 1.70%	**26,382**	30,250
Bromsberg Energy Limited	6 month LIBOR plus 1.50%	**295,344**	316,627
Darlington Point Solar Farm Pty Limited	1 month BSSY plus 1.85%	**–**	84,682
Melton Renewable 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
At 1 July 2020 (restated)	17,453	36,484	53,937
Increase recognised in profit and loss	(239)	8,046	7,807
Increase in [illegible]	5,373	–	5,373
Unwinding of discount	262	–	262
Adjustment relating to [illegible] adjustment	101	(4,203)	(4,102)
Gain on transaction	(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 26 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
1,496,758,[illegible] (2020: 1,384,345,224) ordinary shares of £0.10 each	**149,676**	138,435

Company	2021
Allotted, called-up and fully paid	**£'000**
1,496,[illegible] ordinary shares of £0.10 each	**149,676**

During the year the Company issued 1,500,129,279 (2020: 63,109,616) ordinary shares of £0.10 each for an aggregate nominal value of £150,129,000 (2020: £6,314,000). Of the total shares issued, 1,384,345,224 were issued as consideration for a share for share exchange that resulted in Fern Trading Limited (formerly Fern Trading Group Limited) becoming the parent company of the Group. The shares issued gave rise to a premium of £1,926,501,000. This transaction met the conditions required to qualify for merger relief. As such, the premium resulting from the share for share exchange share issue is presented in the merger reserve rather than attributed to the share premium account. This accounting treatment also applies to shares issued by Fern Trading Group Limited (formerly Fern Trading Limited), presented as group share

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

[illegible]

[illegible]

[illegible]

[illegible]

Cash flow hedge reserve

[illegible]

Merger reserve

[illegible]

[illegible]

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

[illegible]

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 which work to support the local communities where the wind farms are located. The commitment is to pay between £2,000 and £5,000 per MW of installed capacity for each year, inflation-indexed, depending on specific planning conditions, over the operating lives of the wind farms, which amounts to an annual commitment of £1,029,000 (2020: £1,026,000) across all sites. 23 (2020: 24) of the Group's UK solar farms also make ongoing community benefit contributions, amounting to an annual commitment of £260,000 (2020: £2[illegible],000) inflation-indexed. The terms of these payments vary and are subject to change by individual site planning requirements, but they are generally in the range of £0.5k to £1.5k per MW of installed capacity annually for between 7 and 24 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			
Debt instruments measured at amortised cost	**433,280**	679,171	**17,767**
Financial instruments through profit or loss	**6,469**	14,901	**–**
Carrying amount of financial liabilities			
Measured at amortised cost	**956,384**	1,169,510	**16**
Measured at fair value through profit or loss (restated)	**42,772**	107,548	**–**

Note 26 details the 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

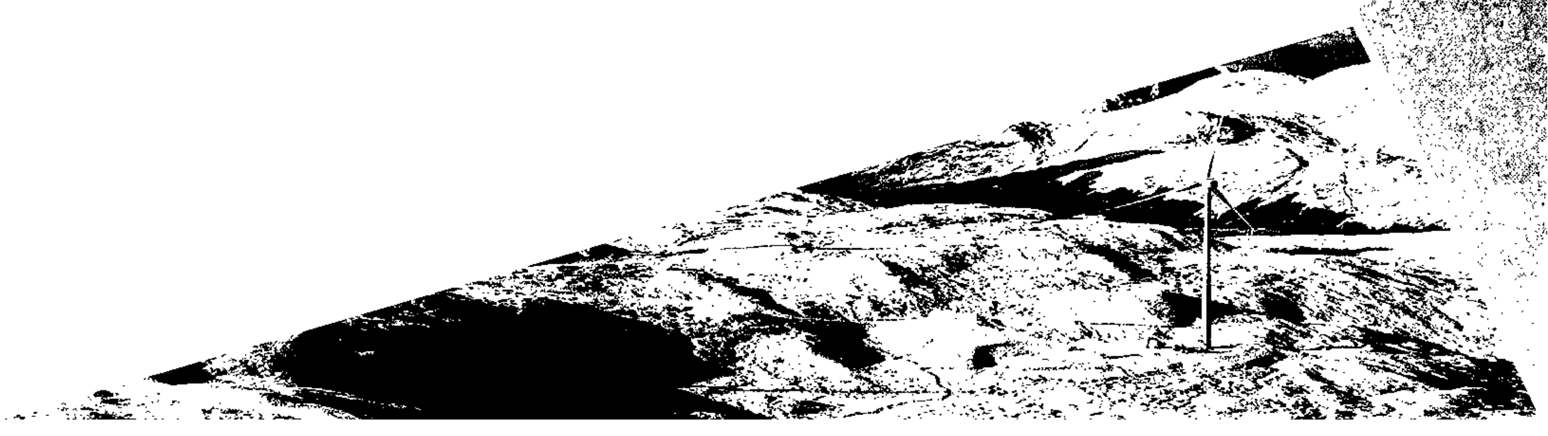
[illegible]

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 control policies, 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 sensible levels of debt. Borrowing is on a long-term basis, whereas our revenue is 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.

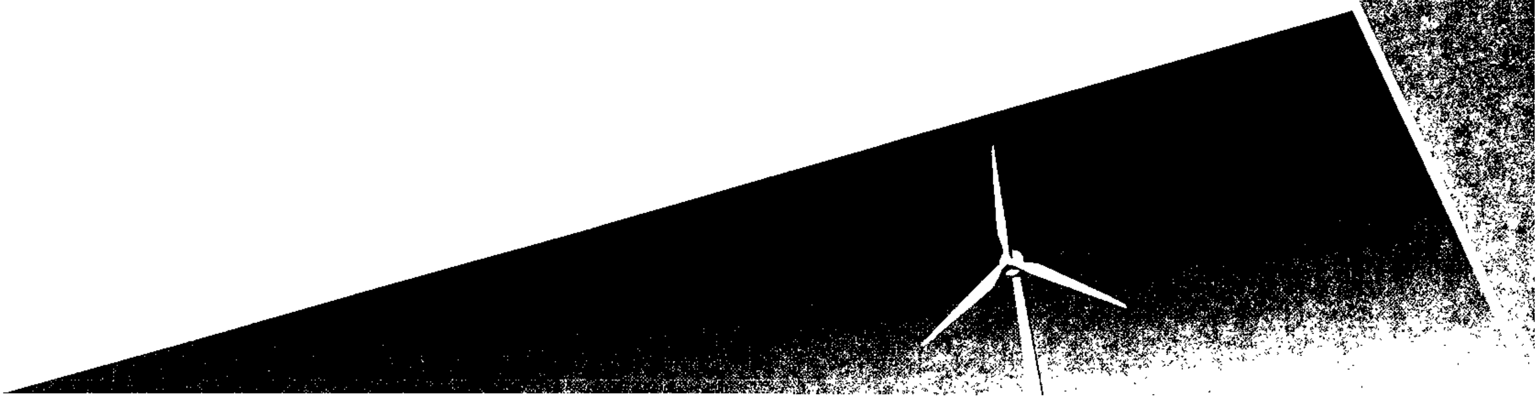
At the year end the Group had capital commitments as follows:

Group	2021 £'000	2020 £'000
Contracted for but not provided in these financial statements	**90,156**	92,879
Undrawn facilities on loans to borrowers	**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**	28,023	389
Later than five years	**118,932**	**9**	114,697	9
	157,332	**2,444**	149,665	733

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 parent company Fern Trading Limited (formerly Fern Trading Group Limited) has guaranteed all outstanding liabilities to which the subsidiaries [illegible] at 30 June 2021 until they are satisfied in full. The [illegible] 21055811 [illegible] guarantee is 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 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 £[illegible] for net assets of £[illegible]. No goodwill was recognised upon acquisition.

On 27 August 2021, Fern Trading Development Limited, a subsidiary of Global Energy and Infrastructure Limited, acquired 100% of Dulacca Wind Farm for £115.6m (AUD $219.0m). 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 impracticable 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 £[illegible]m.

On 22 October 2021, Global Energy Recovery Limited, a subsidiary of Global Energy and Infrastructure Limited, acquired 100% share capital of Dovetyard Limited. The Company paid a total cash consideration of £9,[illegible]. 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 £1.9m.

On 28 October 2021, Fern Trading Development Limited, a subsidiary of Global 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 [illegible] derivative assets on the balance sheet at fair value accounted for using hedge accounting. [illegible] 30 June 2021 the Group has elected to change the way it [illegible] fair value of its [illegible] financial instruments and has adopted the [illegible] method to reflect current market practice [illegible]. As this is considered an accounting policy change under FRS 102 [illegible] statements [illegible] restated to reflect the change [illegible] previous years.

A summary of the impact of the accounting [illegible] change is provided below.

Group	Year ended 30 June 2019 (as stated) £'000	Adjustments £'000	Year ended 30 June 2019 (restated) £'000
Cash flow hedge	(17,921)	(15,883)	(33,804)
Interest payable and similar expenses	71,608	(2,240)	69,368
Derivative liability	(39,388)	(4,529)	(43,917)

Group	Year ended 30 June 2020 (as stated) £'000	Accumulated adjustments £'000	Year ended 30 June 2020 (restated) £'000
Cash flow hedge	(45,153)	(18,684)	(63,837)
Interest payable and similar expenses	51,388	(515)	50,873
Derivative liability	(79,651)	(5,168)	(84,819)
Deferred tax liability	34,837	1,647	36,484
[illegible] 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 £478,000 had been incorrectly classified as turnover. Management have reviewed all sources of income and subsequently disclosed other income separately on 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 insurance proceeds. Refer to Note 1 for the split of other income.

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]	[illegible]	(10,839)	[illegible]
[illegible]	[illegible]	15,556	[illegible]
[illegible]	31,116	[illegible]	[illegible]

[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

On 31 July [illegible], the Group acquired the [illegible] interest in both Saunamaa Wind Farm Oy and Voyrinkangas Wind Farm Oy, bringing its total interest to [illegible] subsidiaries. The [illegible] consideration of £1,083,55[illegible] [illegible] [illegible] transaction.

b) CEPE Berceronne SARL

On [illegible] 2020 the Group acquired CEPE Berceronne SARL [illegible] wind farm through the purchase of 100% of the share capital for £280,000 in cash.

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

Consideration	€'000	Exchange rate	£'000
Cash	308	1.1058	280
Total consideration	**308**	**1.1058**	**280**

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

	Book values	Adjustments	Fair value	Book value	Adjustments	Fair value
	€000	**€000**	**€000**	**£000**	**£000**	**£000**
Fixed assets	204	-	204	185	–	185
Trade and other receivables	13		13	12	–	12
Cash and cash equivalents	10		10	9	–	9
Net liabilities acquired	**227**	**–**	**227**	**206**	**–**	**206**
Goodwill			81			74
Total consideration			**308**			**280**

Goodwill resulting from the business combination was £74,000 and has an estimated useful life of 2[illegible] years, reflecting the lifespan of the assets acquired.

The consolidated statement of comprehensive income for the year includes £Nil revenue and losses before tax of £53,6[illegible] in respect of this acquisition.

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	1.1637	8,585
[illegible]	568	1.1637	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]	9,257	–	9,257	7,956	–	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]		[illegible]
[illegible]	80		80	[illegible]		[illegible]
[illegible]	179		179	[illegible]	–	154
[illegible]	[illegible]	–	[illegible]	[illegible]	–	[illegible]
Net liabilities acquired	**9,518**	**–**	**9,518**	**8,179**	**–**	**8,179**
[illegible]			[illegible]			[illegible]
Total consideration			**10,558**			**9,073**

[illegible]

[illegible]

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

d) Vorboss Limited acquisition

On 27 November 2020 the Group acquired Vorboss Limited and its subsidiary undertakings through the purchase of 100% of the share capital for £17,038,[illegible] of direct consideration and £4,718,[illegible] of contingent deferred consideration. Vorboss Limited is building an enterprise fibre network in central London.

The following tables summarise the consideration paid by the Group, the fair value of the assets acquired and the liabilities assumed at the acquisition date. A list of the entities acquired are set out in note 13.

Consideration	£'000
Cash	14,782
Directly attributable costs	2,256
Deferred consideration	4,718
Total consideration	**21,756**

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	1,662	–	1,662
Intangible assets	22		22
Trade and other receivables	1,457		1,457
Cash at bank and in hand	315	–	315
Prepayments and accrued income	97	–	97
Other creditors	(1,549)	–	(1,549)
Net assets acquired	**2,004**	**–**	**2,004**
Goodwill			19,752
Total consideration			**21,756**

Goodwill resulting from the business combination was £19,751,927 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 £3,737,697 of revenue and a loss before tax of £7,562,861 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 £2,715,763 and contingent deferred consideration of £1,556,167.

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 20.

Consideration	£'000
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 equivalents	104		104
Prepayments and accrued income	1		1
Other taxes	(11)		(11)
Net assets acquired	**84**	**–**	**84**
Goodwill			4,188
Total consideration			**4,272**

Goodwill resulting from the business combination was £4,187,514 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 £824,373 in respect of this acquisition.

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

f) Reserve power acquisition

On 21 April 2021 the Group acquired [illegible] through the purchase of 100% of the [illegible]

[illegible]

The following table summarises the consideration paid and [illegible] the fair value of assets acquired and liabilities assumed at the acquisition date. [illegible]

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

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	58,190	(19,942)	38,248
[illegible]	–		–
Trade and other receivables	1,712	–	1,712
Cash and cash equivalents	5,830	–	5,830
[illegible]	[illegible]	–	[illegible]
[illegible]	(42,066)	–	(42,066)
[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,[illegible],682 and a loss before tax of £1,99[illegible],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]	473
Total consideration	**176,438**

[illegible]

	Book values	Adjustments	Fair value
	£'000	£'000	£'000
[illegible]	148,240		148,240
[illegible]	6,665		6,665
[illegible]	6,019	–	6,019
[illegible]	2,917	87	3,004
[illegible]	[illegible]		[illegible]
[illegible]	[illegible]		[illegible]
Net assets acquired	**158,771**	**87**	**158,858**
[illegible]			17,580
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 £8,881,2[illegible] in direct consideration, 2,500,000 in deferred consideration and 2,049,[illegible] 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.

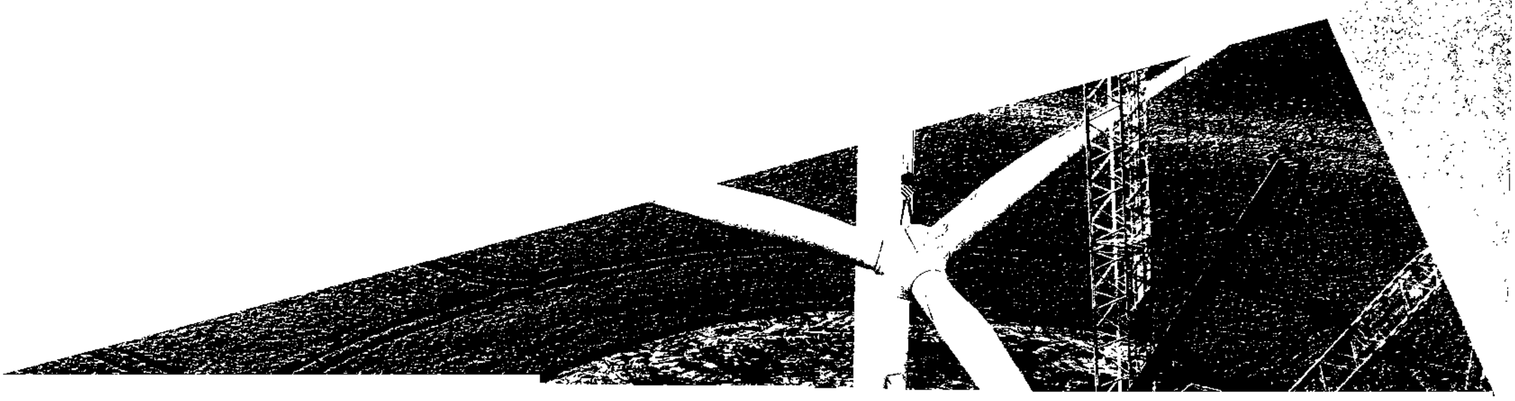
Notes to the financial statements for the year ended 30 June 2021

[illegible]

Net debt

[illegible]

	Note	2021	2020
	[illegible]	£'000	£'000
[illegible]	[illegible]	871,918	[illegible]
[illegible]	[illegible]	–	[illegible]
Gross debt		**871,918**	**1,091,850**
[illegible]		(172,478)	[illegible]
Net debt		**699,440**	[illegible]



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

EBITDA

[illegible] capital expenditures.

[illegible]

	Note	2021 £'000	Restated 2020 £'000
Loss for the financial year		(29,313)	[illegible]
[illegible]			
[illegible]		34,991	32,989
[illegible]		85,917	73,610
[illegible]	[illegible]	56,067	50,87[illegible]
[illegible]		–	21,646
[illegible]		8,143	9,[illegible]24
[illegible]			
[illegible]		(449)	(94[illegible])
[illegible]		(1,755)	(2,303)
[illegible]		(28,568)	(27,99[illegible])
[illegible]		(997)	(146)
EBITDA		**104,036**	1[illegible]4,418

Note 26 [illegible] adjustments.

4 [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
Caudley Limited	UK	Ordinary	100%	Energy generation
Cedar Energy and Infrastructure Limited	UK	Ordinary	100%	Holding company
CEPE Bourgogne SARL	France	Ordinary	100%	Energy generation
CEPE du Grandbois SARL	France	Ordinary	100%	Energy generation
CEPE de la Salesse SARL	France	Ordinary	100%	Energy generation
CEPE de Lacombe SARL	France	Ordinary	100%	Energy generation
CEPE de Marsanne SARL	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	France	Ordinary	100%	Energy generation
Chelson Meadow Energy Limited	UK	Ordinary	100%	Energy generation
Chiseldon Solar Farm Holdings Limited	UK	Ordinary	100%	Holding company
Chittering Solar Two Limited	UK	Ordinary	100%	Energy generation
C[illegible]wyn Energy Limited	UK	Ordinary	100%	Dormant company
Clann Farm Limited	UK	Ordinary	100%	Energy generation
Claramond Solar SPV 1 Limited	UK	Ordinary	100%	Energy generation
CLP Developments Limited	UK	Ordinary	100%	Dormant company
CLP Envirogas Limited	UK	Ordinary	100%	Holding company
CLP Services Limited	UK	Ordinary	80%	Dormant company
CLPE 1991 Limited	UK	Ordinary	100%	Dormant company
CLPE 1999 Limited	UK	Ordinary	100%	Holding company
CLPE Holdings Limited	UK	Ordinary	100%	Holding company
CLPE Projects 1 Limited	UK	Ordinary	100%	Holding company
CLPE Projects 2 Limited	UK	Ordinary	100%	Holding company
CLPE Projects 3 Limited	UK	Ordinary	100%	Holding company
CLPE ROC – 1 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 2 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 3 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 3A Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 4 Limited	UK	Ordinary	100%	Energy generation
CLPE ROC – 4A Limited	UK	Ordinary	100%	Energy generation
Clyne Power Limited	UK	Ordinary	100%	Energy generation
Colsterworth 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
Comm21 Ltd	UK	Ordinary	100%	Fibre network production
Connon Bridge Energy Limited[1]	UK	Ordinary	100%	Energy generation
Cotesbach Energy Limited	UK	Ordinary	100%	Energy generation
Cour Wind Farm (Scotland) Limited[1]	UK	Ordinary	100%	Energy generation
Crannoc Farm Limited[1]	UK	Ordinary	100%	Energy generation
Craymarsh Limited[1]	UK	Ordinary	100%	Energy generation
Cressing Solar Farm Limited[1]	UK	Ordinary	100%	Energy generation
Cynon Power Limited[1]	UK	Ordinary	100%	Energy generation
Daren Reserve Power Limited[1]	UK	Ordinary	100%	Energy generation
Dairy House Solar Limited[1]	UK	Ordinary	100%	Energy generation
Darlington Point Holdco Pty Limited[3]	Australia	Ordinary	100%	Holding company
Darlington Point Solar Farm Pty Limited[3]	Australia	Ordinary	91%	Holding company
Darlington Point Sunholdco Pty Limited[3]	Australia	Ordinary	100%	Holding company
Deepdale Farm Solar Limited	UK	Ordinary	100%	Energy generation
Dragons Farm Limited[1]	UK	Ordinary	100%	Energy generation
Dyffryn Brodyn Limited[1]	UK	Ordinary	100%	Energy generation
Fawking Limited[1]	UK	Ordinary	100%	Holding company
Elecsol Camargue SARL[4]	France	Ordinary	100%	Energy generation
Elecsol France 4 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 22 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 26 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
Elios Energy 2 France SAS[4]	France	Ordinary	100%	Holding company
Elios Energy 2 Limited	UK	Ordinary	100%	Holding company
Elios Energy 3 France SAS	France	Ordinary	100%	Energy generation
Elios Energy DS3 Holdings 1 Limited[1]	UK	Ordinary	100%	Holding company
Elios Energy DS7 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 DSF Holdings 4 Limited[1]	UK	Ordinary	100%	Holding company
Elios Energy Holdings 4 Limited[1]	UK	Ordinary	100%	Holding company
Elios Energy Holdings 3 Limited[1]	UK	Ordinary	100%	Holding company
Elion Energy Holdings Limited[1]	UK	Ordinary	100%	Holding company
Elios Renewable Energy Limited[1]	UK	Ordinary	100%	Holding company
Ellicombe Limited[11]	UK	Ordinary	100%	Energy generation
Energy Power Resources Limited[1]	UK	Ordinary	100%	Energy project development and management services
EPR Ely Limited[1]	UK	Ordinary	100%	Energy generation
EPR Eye Limited[11]	UK	Ordinary	100%	Energy generation
EPR Glanford Limited	UK	Ordinary	100%	Energy generation
EPR Renewable Energy Limited[11]	UK	Ordinary	100%	Holding company
EPR Scotland Limited[11]	UK	Ordinary	100%	Energy generation
EPR Thetford Limited[1]	UK	Ordinary	100%	Energy generation
Eucalyptus Energy Holdings Limited[11]	UK	Ordinary	100%	Holding company
Eucalyptus Energy Limited[11]	UK	Ordinary	100%	Holding company
Feltwell Energy Limited[11]	UK	Ordinary	100%	Energy generation
Fern Energy (Grange) Limited[111]	UK	Ordinary	100%	Holding company
Fern Energy Cour Holdings Limited[11]	UK	Ordinary	100%	Holding company
Fern Energy Holdings Limited[11]	UK	Ordinary	100%	Holding company
Fern Energy Jupiter Acquisitions Limited[11]	UK	Ordinary	100%	Dormant company
Fern Energy Limited[11]	UK	Ordinary	100%	Holding company
Fern Energy Partnership Holdings Limited[1]	UK	Ordinary	100%	Dormant company
Fern Energy Ridgewind Acquisitions Limited[1]	UK	Ordinary	100%	Dormant company
Fern Energy RidgeWind Holdings Limited	UK	Ordinary	100%	Dormant company
Fern Energy Whiteside Holdings Limited[1]	UK	Ordinary	100%	Dormant company
Fern Energy Wind Holdings Limited[1]	UK	Ordinary	100%	Holding company
Fern Fibre Limited[11]	UK	Ordinary	100%	Holding company
Fern Healthcare Holdings Limited[1]	UK	Ordinary	100%	Holding company
Fern Infrastructure Limited[1]	UK	Ordinary	100%	Holding company
Fern Renewable Energy Limited[11]	UK	Ordinary	100%	Holding company
Fern Rooftop Solar (A)[1]	UK	Ordinary	100%	Dormant company
Fern Rooftop Solar (Zestec) Ltd[1]	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
Fibrebond 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
Guardlands SP z o o	Poland	Ordinary	100%	Energy generation
Hardbourne Power Limited	UK	Ordinary	100%	Energy generation
Haymaker (Mount Mill) Limited	UK	Ordinary	100%	Energy generation
Haymaker (Nateworth) Holdings Limited	UK	Ordinary	100%	Holding company
Haymaker (Nateworth) Ltd	UK	Ordinary	100%	Energy generation
Haymaker (Oaklands) Holdings Limited	UK	Ordinary	100%	Holding company
Haymaker (Oaklands) Ltd	UK	Ordinary	100%	Energy generation
Helm Power 2 Limited	UK	Ordinary	100%	Holding company
Helm Power Limited	UK	Ordinary	100%	Holding company
Higher Knapp Farm Limited	UK	Ordinary	100%	Energy generation
Hill End Farm Limited	UK	Ordinary	100%	Energy generation
Hollam Sun Limited	UK	Ordinary	100%	Energy generation
Hurst SPV 1 Limited	UK	Ordinary	100%	Energy generation
Hyde Power Limited	UK	Ordinary	100%	Energy generation
Jameson 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
Lennon 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[1]	UK	Ordinary	100%	Energy generation
Littleton Solar Farm Limited[1]	UK	Ordinary	100%	Energy generation
LLU Communications Ltd[1]	UK	Ordinary	100%	Fibre network operation
Lovedean Limited[1]	UK	Ordinary	100%	Energy generation
Luminance Solar Limited[1]	UK	Ordinary	100%	Energy generation
M12 Solutions Limited	UK	Ordinary	100%	Holding company
Manston Thorne Limited[1]	UK	Ordinary	100%	Energy generation
March Energy Limited[1]	UK	Ordinary	100%	Energy generation
Marley Thatch Solar Ltd[1]	UK	Ordinary	100%	Energy generation
Meadows Farm Limited[1]	UK	Ordinary	100%	Energy generation
Melbourn Solar Limited[1]	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 ROC Limited[1]	UK	Ordinary	100%	Asset leasing company
Melton Renewable Energy (Holdings) Limited	UK	Ordinary	100%	Holding company
Melton Renewable Energy Newco Limited[1]	UK	Ordinary	100%	Holding company
Melton Renewable Energy UK Limited	UK	Ordinary	100%	Holding company
Mill Hill Farm Solar Limited[1]	UK	Ordinary	100%	Energy generation
Mingay Farm Holding Limited[1]	UK	Ordinary	100%	Holding company
MSP Decoy Ltd	UK	Ordinary	100%	Energy generation
MSP Strete Ltd[1]	UK	Ordinary	100%	Energy generation
MSP Tregassow Limited[1]	UK	Ordinary	100%	Energy generation
MTS Hatchlands Solar Ltd[1]	UK	Ordinary	100%	Energy generation
Nevern Power Limited[1]	UK	Ordinary	100%	Energy generation
New Row Farm Limited[1]	UK	Ordinary	100%	Energy generation
Newlands Solar Limited[1]	UK	Ordinary	100%	Energy generation
Nunnis Farm Limited[1]	UK	Ordinary	100%	Energy generation
Nordic Power Development Limited[1]	UK	Ordinary	100%	Holding company
North Perrott Fruit Farm Limited	UK	Ordinary	100%	Energy generation
Notos Energy Limited[1]	UK	Ordinary	100%	Holding company
Ogmore Power Limited[1]	UK	Ordinary	100%	Energy generation
Oldhall 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
Ora Weedon II Solar Holdings Limited [1]	UK	Ordinary	100%	Holding company
Ora Weedon II Solar Limited	UK	Ordinary	100%	Energy generation
Palfreys Barton Limited [1]	UK	Ordinary	100%	Energy generation
Parc Llau Holdings Limited [1]	UK	Ordinary	100%	Holding company
Parc Llau Limited	UK	Ordinary	100%	Energy generation
Park Broadband Limited [1]	UK	Ordinary	100%	Fibre network production
Pearmat Solar 2 Ltd [1]	UK	Ordinary	100%	Energy generation
Pitchford (Condover Airfield Stockbatch) Limited	UK	Ordinary	100%	Energy generation
Pitts Farm Limited [1]	UK	Ordinary	100%	Energy generation
Plymouth Solar Limited [1]	UK	Ordinary	100%	Holding company
Pyms Lane Solar Limited [1]	UK	Ordinary	100%	Energy generation
Quedgeley Park Road Energy Limited	UK	Ordinary	100%	Energy generation
Rangeford Care Limited	UK	Ordinary	100%	Care services for a retirement village
Rangeford Chertsey Limited	UK	Ordinary	100%	Retirement village development
Rangeford Chigwell Limited	UK	Ordinary	100%	Care services for a retirement village
Rangeford Cirencester Limited [1]	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 RAP 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
Redlake Power Limited [1]	UK	Ordinary	100%	Energy generation
Ridge Wind Acquisition Limited [1]	UK	Ordinary	100%	Holding company
Ryston Estate Limited [1]	UK	Ordinary	100%	Energy generation
Sammar SAR [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] Oy	Finland	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Holding company
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Limited	UK	Ordinary	100%	Energy generation
[illegible] Renewable [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
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Sol[illegible] SARL	France	Ordinary	100%	Energy generation
Southcombe Farm Limited	UK	Ordinary	100%	Energy generation
Steadfast [illegible] Limited	UK	Ordinary	100%	Energy generation
Steadfast [illegible] Solar Limited	UK	Ordinary	100%	Energy generation
Steadfast [illegible] Solar Limited	UK	Ordinary	100%	Energy generation
[illegible] 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 Networks Ltd	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 [illegible] Limited	UK	Ordinary	100%	Energy generation
TGC Solar [illegible] 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 Fern Power Company Limited[1]	UK	Ordinary	100%	Holding company
The H[illegible] Solar Farm Limited	UK	Ordinary	100%	Energy generation
Thoresby Estate (Budby) Limited	UK	Ordinary	100%	Energy generation
Tillingham Power Limited[1]	UK	Ordinary	100%	Energy generation
Todhills Energy Limited[1]	UK	Ordinary	100%	Energy generation
Tredown Farm Limited[1]	UK	Ordinary	100%	Energy generation
Turves Solar Limited[1]	UK	Ordinary	100%	Energy generation
UKSE 15 Solar Limited	UK	Ordinary	100%	Energy generation
United Mines Energy Limited[1]	UK	Ordinary	100%	Energy generation
Victoria Solar Limited[1]	UK	Ordinary	100%	Energy generation
Viners Energy Limited	UK	Ordinary	100%	Holding company
Vitrifi Limited[1]	UK	Ordinary	100%	Software development
Voltafrance 01 SARL[4]	France	Ordinary	100%	Energy generation
Voltafrance 05 SARL[4]	France	Ordinary	100%	Energy generation
Voltafrance 13 SARL[4]	France	Ordinary	100%	Energy generation
Voltafrance SARL[4]	France	Ordinary	100%	Energy generation
Vorboss Limited[1]	UK	Ordinary	100%	Fibre network operations
Vorboss US Inc	USA	Ordinary	100%	Fibre network operations
V[illegible]kangas Wind Farm Oy[1]	Finland	Ordinary	100%	Energy generation
Wadswick Green Limited[1]	UK	Ordinary	100%	Retirement village operator
Wadswick Green Property Services Limited	UK	Ordinary	100%	Service charge administrator
Warrington Power Limited[1]	UK	Ordinary	100%	Energy generation
Waterloo Solar Park Holdings Limited	UK	Ordinary	100%	Holding company
Waterloo Solar Park Limited[1]	UK	Ordinary	100%	Energy generation
Week Farm 2 Limited[1]	UK	Ordinary	100%	Energy generation
Westwood Power Limited	UK	Ordinary	100%	Energy generation
Westwood Solar Limited[1]	UK	Ordinary	100%	Energy generation
Wetherden Energy Limited[1]	UK	Ordinary	100%	Energy generation
Wharf Power Limited[1]	UK	Ordinary	100%	Energy generation
W[illegible]door Farm Limited[1]	UK	Ordinary	100%	Energy generation
Whinney Hill Energy Limited[1]	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
[illegible] Holdings Limited*	UK	Ordinary	100%	Holding company
[illegible] Wind Farm Limited**	UK	Ordinary	100%	Energy generation
WSE [illegible] Limited	UK	Ordinary	100%	Energy generation
WSE Hullavington Holdings Limited	UK	Ordinary	100%	Holding company
WSE Hullavington Limited*	UK	Ordinary	100%	Energy generation
WSE Park Wall Limited*	UK	Ordinary	100%	Energy generation
WSE Hyde Drove Limited*	UK	Ordinary	100%	Energy generation

* Subsidiaries exempt from audit by virtue of s479A of the Companies Act 2006
** Subsidiaries exempt from audit by virtue of s479A of the Companies Act 2006
*** 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 Ridge Wind Acquisitions Limited	21/09/2021
Fern Energy Ridge Wind 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 Hold Co 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
D[illegible] Energy Recovery Limited	22/10/2021
Cutlery 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

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

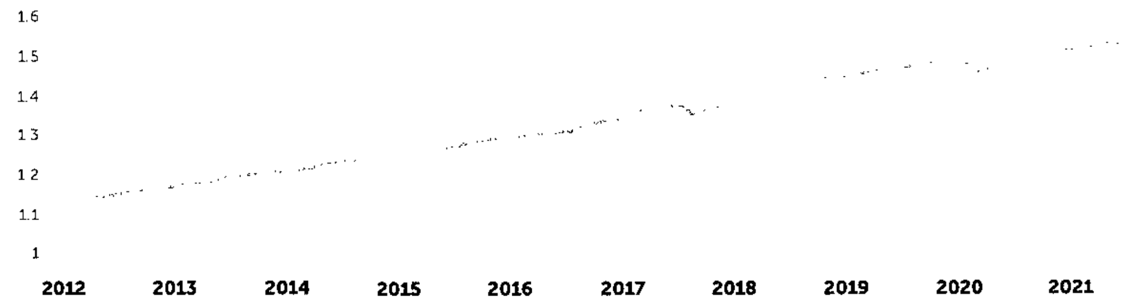
5 APPENDIX – SHARE PRICE PERFORMANCE (UNAUDITED)

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]

Chartered Accountants and Statutory Auditors
Central Square South, Orchard Street
Newcastle upon Tyne NE1 3AZ

Forward-looking statements

[illegible]