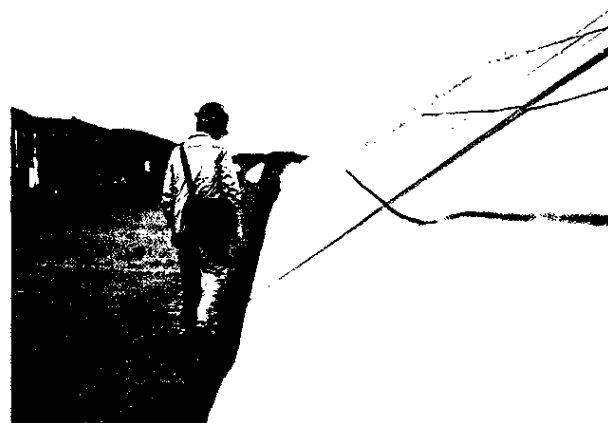
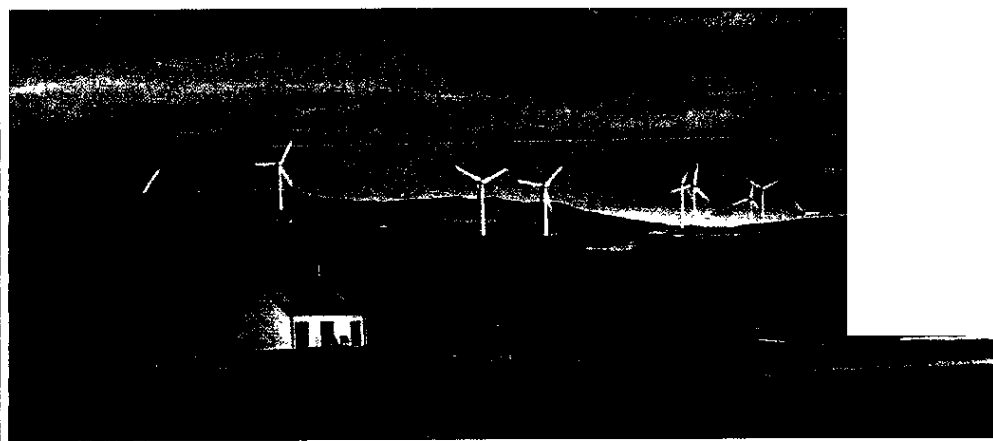




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1 ABOUT US

Group snapshot

Revenue

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

Carbon offsets

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

Energy generation

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

Number of loans

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

Number of employees

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

Number of sites

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



Chief Executive's review

Our strategic vision has been reinforced through the recovery of our operations, which have delivered a further 3.1% increase in our net assets in 2023, and a further 2.1% increase in our net assets in 2024. Our operations have delivered a further 2.1% increase in our net assets in 2023, and a further 2.1% increase in our net assets in 2024. Our operations have delivered a further 2.1% increase in our net assets in 2023, and a further 2.1% increase in our net assets in 2024.

The restoration of the renewable business has been through some of the most difficult periods in our history. Our operations have delivered a further 2.1% increase in our net assets in 2023, and a further 2.1% increase in our net assets in 2024. Our operations have delivered a further 2.1% increase in our net assets in 2023, and a further 2.1% increase in our net assets in 2024.

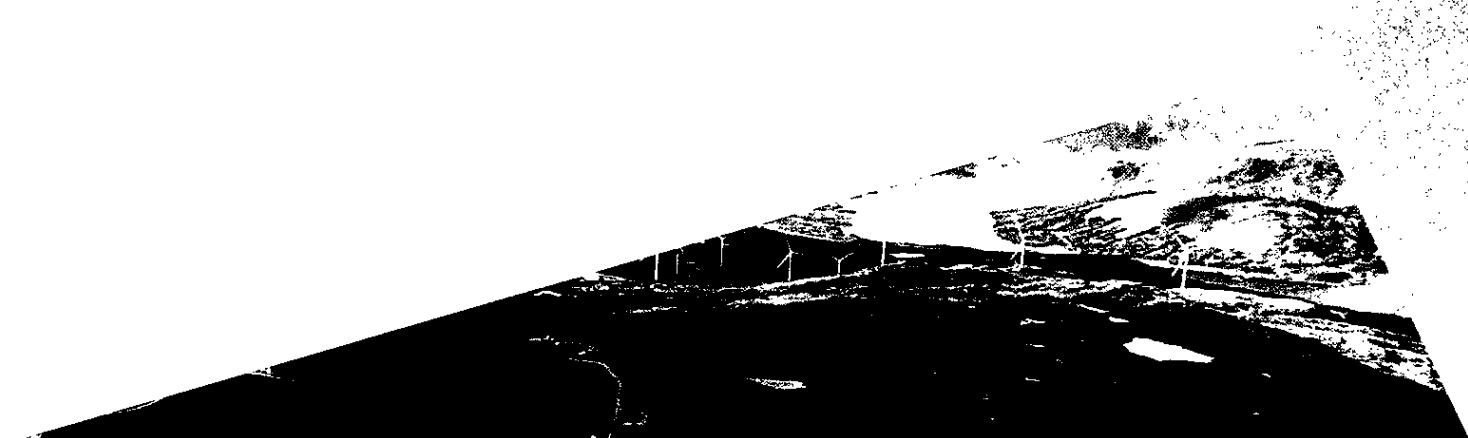
Our renewable business has a £14m increase in revenue. Our private medical business, One Healthcare Partners Limited, One Healthcare's continued to support the national effort against the Covid-19 pandemic, providing capacity in their hospitals to be used for COVID treatments. Our retirement solutions business, Rangeford, has begun limited RPI-governed continued care apartments at three sites, with a new site in Chertsey, added during the year, which is now under construction. Sales at the Chertsey site are expected to commence in 2024.

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The financial statements for the year show a loss before tax of £1.1m against a pre-tax profit of £1.1m. The loss before tax of £1.1m is due to the loss of the credit rating of the renewable business, which is expected to be £1.1m.

Response to Covid-19

The main areas in the Group which have experienced a marked change since the pandemic began is the Group's property lending business, which has a loss of £1.1m. The loss before tax of £1.1m is due to the loss of the credit rating of the renewable business, which is expected to be £1.1m.



2 STRATEGY AND REPORTING

Chief Executive's review

However, at the existing trading business was well positioned across around 20,000 sites and generated again strong profits with an average return to capital of around 67% and the overall self-financed growth areas of the Group remained robust. Our trading business is now operating as normal, stable and we would expect the loan book to grow as new loan arrangements pass up to have been 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 generating high quality and large-scale dividend-paying business. We are well positioned to look for opportunities in sectors where we have a track record of delivering profitability and growth over the long term, as well as seeing further opportunities in new sectors where our expertise could be transferred.

During the past ten years we have established ourselves as one of the largest owners and operators of renewable assets in the UK. We are one of the UK's largest producers of power energy from commercial-scale sites and we have built our business to grow our business into other renewable technologies such as onshore wind energy, biomass and landfill gas. We produce more than 1.4% 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 trading business with a loan book of over £286m that facilitates the construction and involvement of homes, renewable energy assets and businesses in the UK and throughout the UK.

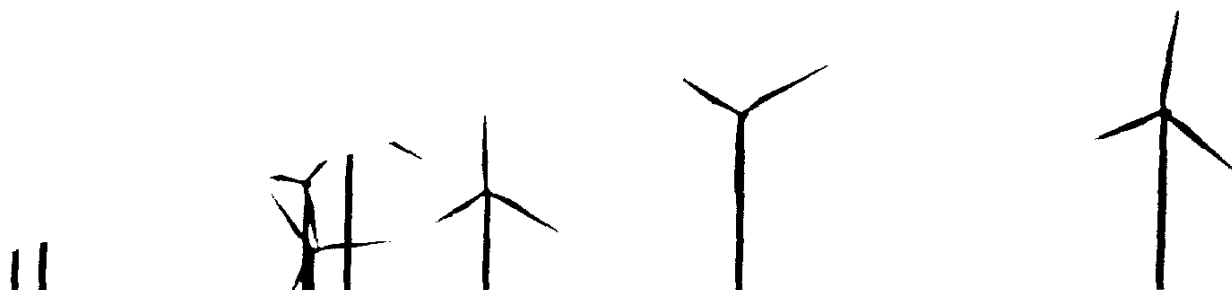
The Group has also continued to develop operations outside the UK, using our market expertise to enter various markets. This includes up to 10 sites, especially for the development of wind and solar farms in Ireland, Belgium, Finland, France and Australia.

Current trading and outlook

Since the year end the Group has continued to perform steadily and in line with our expectations. Given the uncertainty and volatility 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 trading business continued to perform strongly, with increased demand in the sector since the year end. With our strong track record in this area, along with our continued approach to due diligence and due diligence, particularly in the light of the continued period of uncertainty, we believe that our business is well positioned to grow.

Renewable trading in our energy generation division has exceeded our expectations as a result of high global energy prices, although we remain cautious over the level of demand due to the ongoing COVID-19 pandemic. Following the year end, the Group has made several acquisitions in the energy division, including a construction-ready wind farm in Queen, And, 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.



2 INTEGRATED FINANCIAL REPORTING

Chief Executive's review

Following the exceptional performance of our management teams and our unique advantages of technology, innovation and industry experience, we achieved a record 10% compound annual growth rate in operating income growth in 2014 through our extensive financial discipline, the vigorous and effective management of our operations and the synergy of the company.

Our management team and our board of directors remained stable and we continue to remain positive about the high growth potential to provide performance in the future.

The share price of the company has risen 10% in the period. First year end will show a significant increase of

10% in the share price of the company, as a result of our wide range of products and services and our global. The financial and operational performance of the company has been excellent, and the company has achieved a record 10% compound annual growth rate in operating income growth in 2014 through our extensive financial discipline, the vigorous and effective management of our operations and the synergy of the company.

During the year, we have achieved a record 10% compound annual growth rate in operating income growth in 2014 through our extensive financial discipline, the vigorous and effective management of our operations and the synergy of the company. We have achieved a record 10% compound annual growth rate in operating income growth in 2014 through our extensive financial discipline, the vigorous and effective management of our operations and the synergy of the company. We have achieved a record 10% compound annual growth rate in operating income growth in 2014 through our extensive financial discipline, the vigorous and effective management of our operations and the synergy of the company.

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2 STRATEGIC AREA 2

Our business at a glance

Ferris Trading Limited (Ferris), formerly Ferris Trading Group Limited, is the parent company of almost 500 subsidiaries, together the Ferris Group. Ferris 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 to our shareholders.

1. Owning and operating energy sites

We generate power from sustainable sources and sell the energy produced either directly to industrial consumers or to the grid 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 large ongoing operations. 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 for other businesses in our sector, 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 network 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 we contribute revenue to the Group as customers on the network.

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



2 STRATEGIC OBJECTIVES

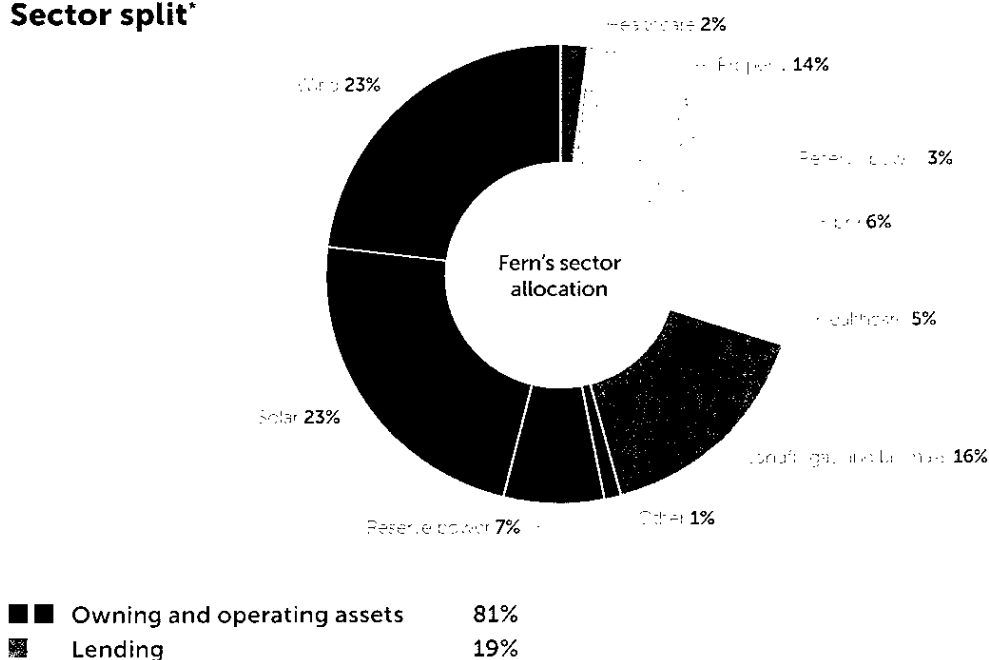
Our business at a glance

The strength of our Group's strategy will continue to operate in a very competitive environment and on these principles as well as our financial discipline, we will continue to grow and prosper in the medium term. We will continue to be a leading provider of power and energy services to our customers and to the public sector.

The strength of our business is a key strength, making us a leading provider of power and energy services to our customers and to the public sector. We will continue to be a leading provider of power and energy services to our customers and to the public sector.

This power will be continued to be a key strength, making us a leading provider of power and energy services to our customers and to the public sector. We will continue to be a leading provider of power and energy services to our customers and to the public sector.

Sector split*



Central to the overall business strategy of the Group is the development of a strong and sustainable business model, which is based on the following principles:

The Group's business model is based on the following principles:

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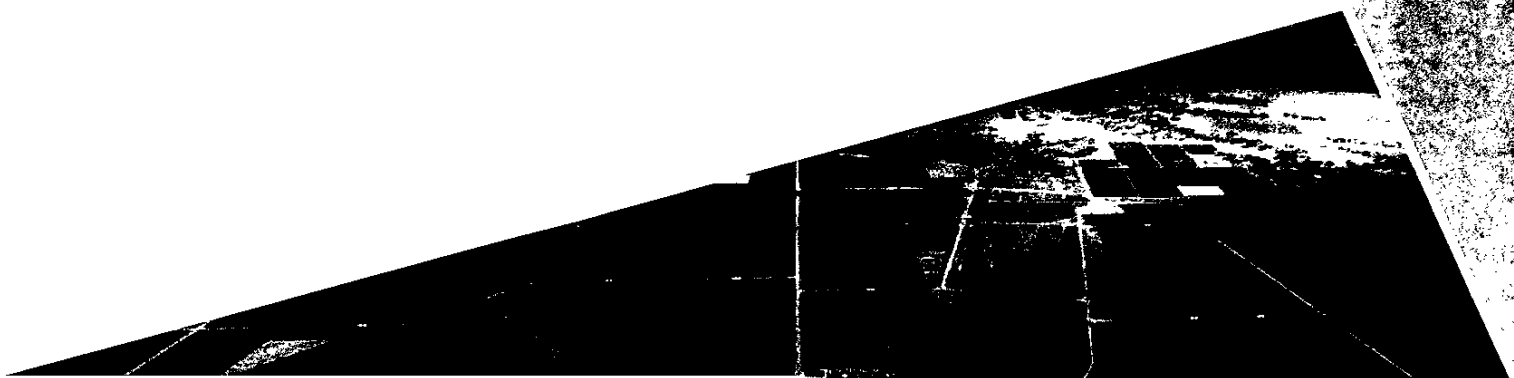
2 STRATEGIC REPORT

Our business at a glance

We are a multinational business with our Group made up of active contractors and industry partners generating our energy from a combination of coal and renewable sources of quality railroads infrastructure.



As we've grown our expertise in these sectors in the UK, we've been able to use our industry knowledge to take our expertise to exciting opportunities overseas, including constructing solar and wind farms in Australia, France, Ireland, Poland and Portugal.



Our business at a glance

We are proudly positioned in a unique position in the financial services sector that makes us a true community bank. We are a true community bank, providing quality, innovative financial products and services to our customers, while also providing a high level of customer service and support to our community.

Energy

Our community bank is a true energy services provider, providing a high level of service to our customers. Our energy services are provided to our customers through our energy services division, which provides a high level of service to our customers.

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The Farm Community Fund is a small enterprise fund, which provides a high level of service to our customers. Our energy services are provided to our customers through our energy services division, which provides a high level of service to our customers.

Healthcare

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Fibre

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Lending

The community bank is a true lending services provider, providing a high level of service to our customers. Our lending services are provided to our customers through our lending services division, which provides a high level of service to our customers.

We continue to extend our services to our customers, providing a high level of service to our customers. Our lending services are provided to our customers through our lending services division, which provides a high level of service to our customers.

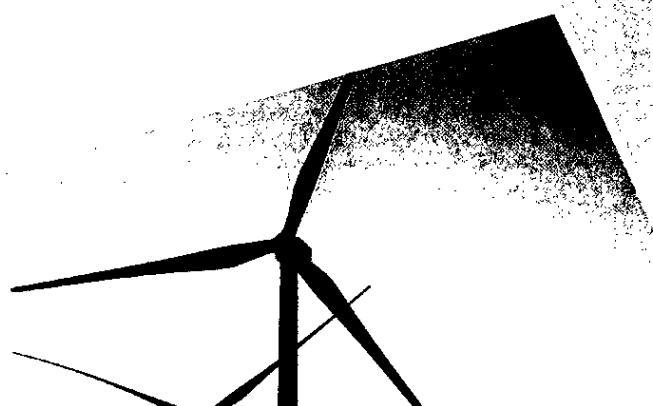
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2 STRATEGIC OVERVIEW

Our strategy in focus

Energy division

Through our Energy division, we find, develop and operate energy sites which supply electricity into the network, as well as construct and own a few energy sales for future sale. Our EIT energy sites that we own and operate, 186 in total, generate energy, contributing to the Group's position as one of the largest producers of renewable energy from commercial scale, installed in the UK. Energy sites are typically expected to generate stable profits for many years, as soon as they are operating (these businesses are active for the Group because of their potential to deliver exceptional returns over the long term).

Renewable energy sites generate power from sustainable sources and the energy is produced either directly for large industrial consumers or to large networks. Much of our renewable energy sites have a quality for government incentives which rewards a portion of the generated energy, letting them generate rates that are linked in for a specified period of time. A quality site is a combination of a geographical area that has been granted. This has resulted come in the form of a quality, including long-term energy, and for the UK. The long-term predictability of the income created by government incentives continues to make renewable energy an attractive sector. As now the UK is the UK's top quality for the long-term government incentives, we are seeing more interest in the market for the UK's top quality sites and operate.

Buying and operating energy sites is a core part of

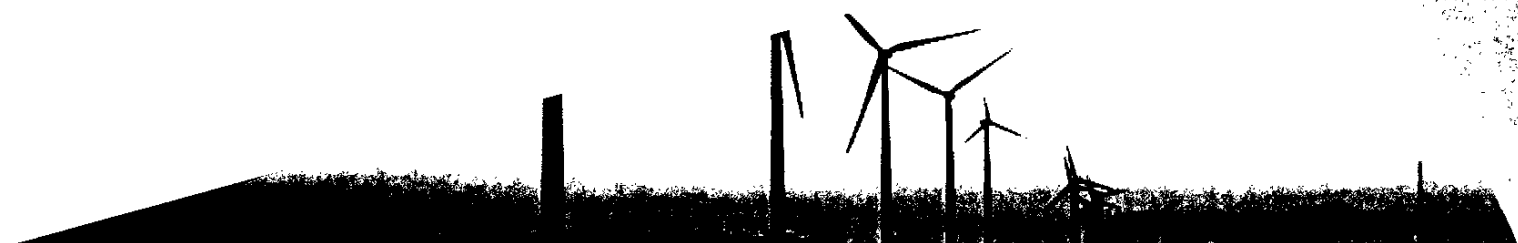
our strategy, and our energy makes up almost 75% of the Group's assets. The part of our Group typically generates lower return than other sectors. But crucially, it has the potential to provide stable returns over the long term. This combination is key to our strategy to balance risk and return, and is the range of our activities to generate target return for shareholders.

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

Due to the high quality energy sites we own, we are able to secure long-term financing from institutional banks at competitive rates, to enhance our returns. We intend to build on the level of returns our shareholders expect.

While our renewable energy business started in the UK's energy sector, the Group has built expertise across other advanced technologies, including wind energy, solar and landfills, as well as other energy plants which include solar power, the UK's and the Group's portfolio depends from different sources with the potential to build a new power portfolio for energy production from one technology, then result in stronger production elsewhere. The Group is so going to an important part of its scale in this sector, as our business is expected to be 21 years, with reducing the risk to Group's ability to be able to offer an accelerating disruption.

Did you know?
If laid end to end, our power
plants would stretch from
London to Mexico City.



For the purpose of the study, the following criteria were used to select the 100 companies: (1) the company had to be a public company; (2) the company had to be in the top 100 of the *Forbes* magazine's list of the world's most valuable companies; (3) the company had to be in the top 100 of the *Entrepreneur* magazine's list of the world's most innovative companies; and (4) the company had to be in the top 100 of the *Business Week* magazine's list of the world's most innovative companies.

land was owned by a private individual, which was subsequently acquired by the Government of South Africa.

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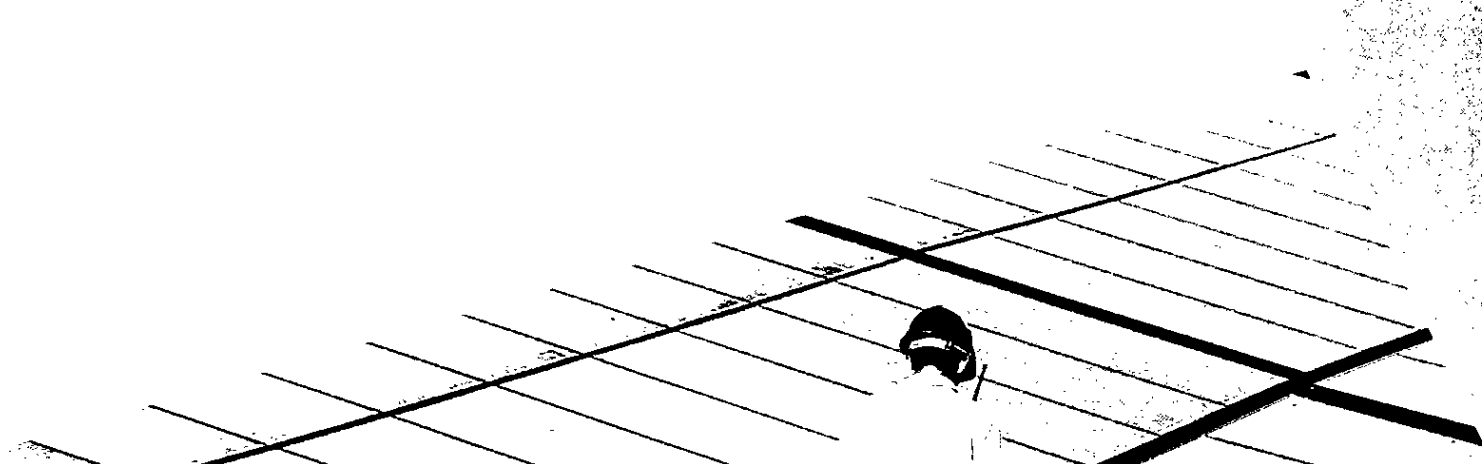
This innovative work by Congressman Charles W. Stenholm (R-TX) from House Committee on Education and the Labor Force presents a new vision for the future of the U.S. workforce. This volume, connecting telephone exchanges in business with education,

that were built in the mid-1970s. BT is the fastest growing telecommunications utility in the United States, and the firm's

A procedure is available for the analysis of a taking of property without that being done in a "bad faith" or "unlawful" manner. The procedure is available to a person who has been injured by the taking of property without that being done in a "bad faith" or "unlawful" manner.

for operating the networks in the UK and its company, Cymru'r Eiddoedd, has produced a *Y Ffôn Gŵyl* (United Goodbye) card for existing 10 tourists who joined United Cymru'r Eiddoedd in January 2000. United Cymru'r Eiddoedd, in February 2000, and is the operating platform for

and a giant who are
separated, then
and have chosen to stay
near a name of Deity
in Memphis and the
coming to a sea, but
by the end of the year

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2 STRATEGIC REPORT

Our strategy in focus

Through our core, we are building a worldwide network in London focused on serving the B2B enterprise community with a portfolio of solutions, which will enhance and extend our business advantage.

The Fibre division currently represents a small part of our Group, however the contributions we have made have been borne as a catalyst for growth and as the Group continues to grow, we expect this division to become a major part of our business over time. The companies will require approximately a ton of lead to cover the next four years to fulfil their obligations.

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

Lending

Lending continues to be a more part of our business and has played the Group with a profitable and cash generative sector over the past ten years. The wealth created as part of our Group can be split into two main areas: property lending which provides short-term financing to experienced, professional property developers, buy-to-let landlords seeking bridging finance, and development financing.

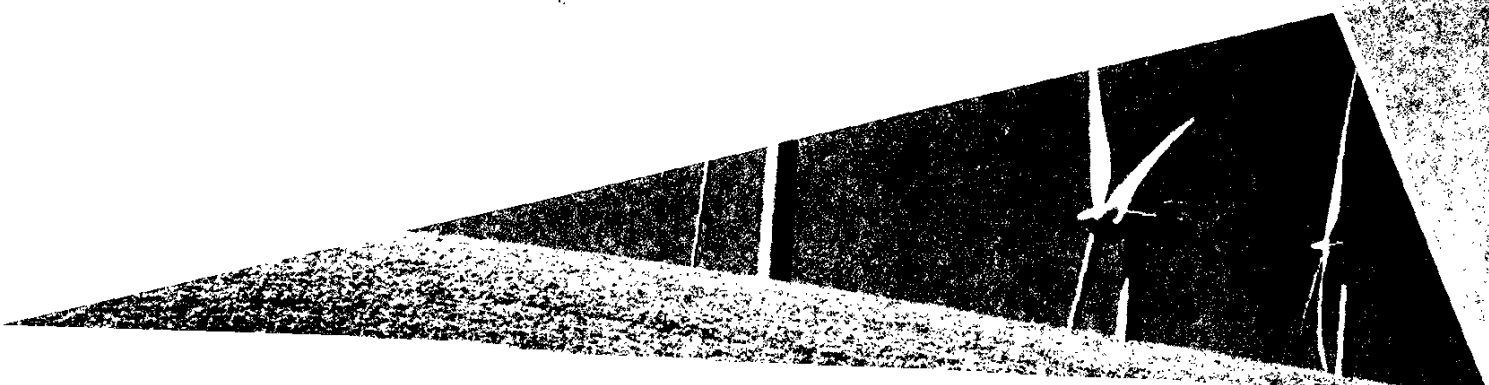
Our property development business is providing the capital and construction of the new development, which is our main business, including infrastructure, and energy generation assets.

The lending business has been hard hit by 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 payment terms and activity levels. We continue to manage our assets and ensure our business through underwriting carefully, to provide due diligence, taking security over a property, typically on a first charge basis and maintaining our leverage than normal and so.

We benefit from the scale of our Group and of the business that we have built in this sector is our ability to negotiate through having a very large number of loans and in some terms, loans spread across a small portfolio of individual borrowers.

Our all loans will perform as expected and our business is designed to manage the impact of the due to the size of our loan, we make relatively low size of our lending business. Our portfolio is currently spread across around 200 loans with an average loan of £2.5m. As we take high-quality security when we make a loan, this provides us with a high level of security for our assets and when necessary, including the option for us to step in and manage non-performing assets, 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.

Paul is Chief Executive of Fern and is responsible for the day-to-day running of the business. He is also a managing director of Futureplus Investments Limited (FPI) where he has worked since 2008. FPI is a key adviser on corporate and compliance to Fern. Paul's dual roles ensures that the relationship works effectively and in the best interests of Fern's shareholders.



Paul has held various senior management and internal controlling roles across a number of sectors and settings with a wealth of industry and business experience.



Kunal is an associate professor of strategy and entrepreneurship at London Business School. He has held various non-executive directorships and advisory roles at high growth and more mature companies. In his role as non-executive chairman he is responsible for the effective operation of the Board, as well as its governance.

He brings to the Fern business independent commercial experience gained from his time in several private equity, public investment, consulting and various franchise operations roles.

Peter has over 30 years' experience in international financing of infrastructure and energy. As a senior executive for International Power, Peter was responsible for winning over \$12bn of project and corporate funding, as well as banking relationship and treasury activities. He has spent over 20 years working internationally for HSBC, Bank of America and Sumitara financing acquisitions and greenfield projects in the energy and infrastructure sectors.

His combination of Board level financing and energy experience over numerous energy sub-sectors, and his all-round knowledge of all the sectors in which Fern operates, adds significant value to the operation of the Board as well as its strategy formulation and deployment.



2 STRATEGIC REPORT

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 powers bestowed on our activities, both by type of activity and sector.

The principal risks that the Group are exposed to

relate to market operations, including health and safety, and counterparty risk. These risks are managed by the Group, due diligence in new contracting businesses or potential counterparties and on the value of the assets acquired for new plant.

In the table below, we present a description of the risk and 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.

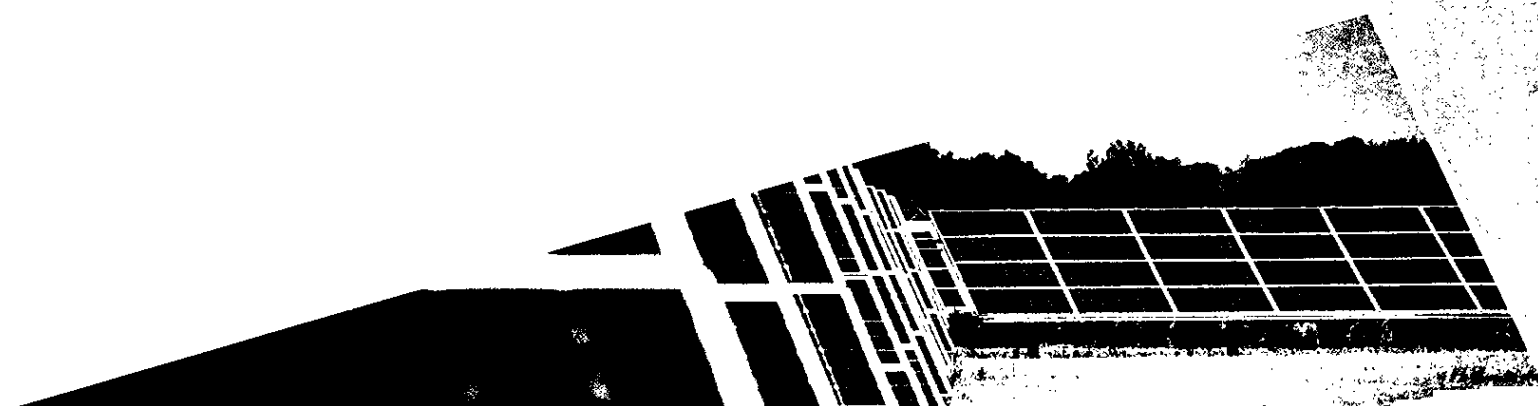
Principal Risks

Risk	Division	Mitigations	Change
Market risk: Energy prices could fall to achieve forecast level of income due to changes in energy prices or government subsidies.	Energy operations	Fluctuations in energy prices are mitigated by entering into contracts which fix a portion of our energy income, reducing the effect of underlying energy prices. Cof's of our energy income was fixed through oil and power agreements, and Cof was fixed through Feed-in Tariffs. Long term government backed offtake agreements, such as the Renewable Electricity Contract for Difference, which will ensure a certain revenue stream. With firm energy, income was generated from RPS revenue. The government continues to show commitment to renewable energy and subsidies as part of its Build Back Green programme.	Unchange
Market risk (Construction): Fluctuations in the property market could result in lower than anticipated revenue from the sale of retirement accommodation and fully constructed.	Residential operations	Planning constraints have been developed and are optimised to maximise available revenues. High quality build costs fixed and are designed to maintain the value of apartments and construction are fixed under these revised throughout the development process.	Decrease due to higher demand and more stable market
Market risk: Interest rate changes could impact the earnings and business resulting in reduced profitability or counterparty defaulting.	Lending	The Group's lending business is diversified reducing the risk of changes in interest rates impacting a strand of the business. We offer hedging and flexible covenants which are not just about price to ensure we remain competitive in the market.	Decrease due to more stable economic environment



Principal risks and uncertainties

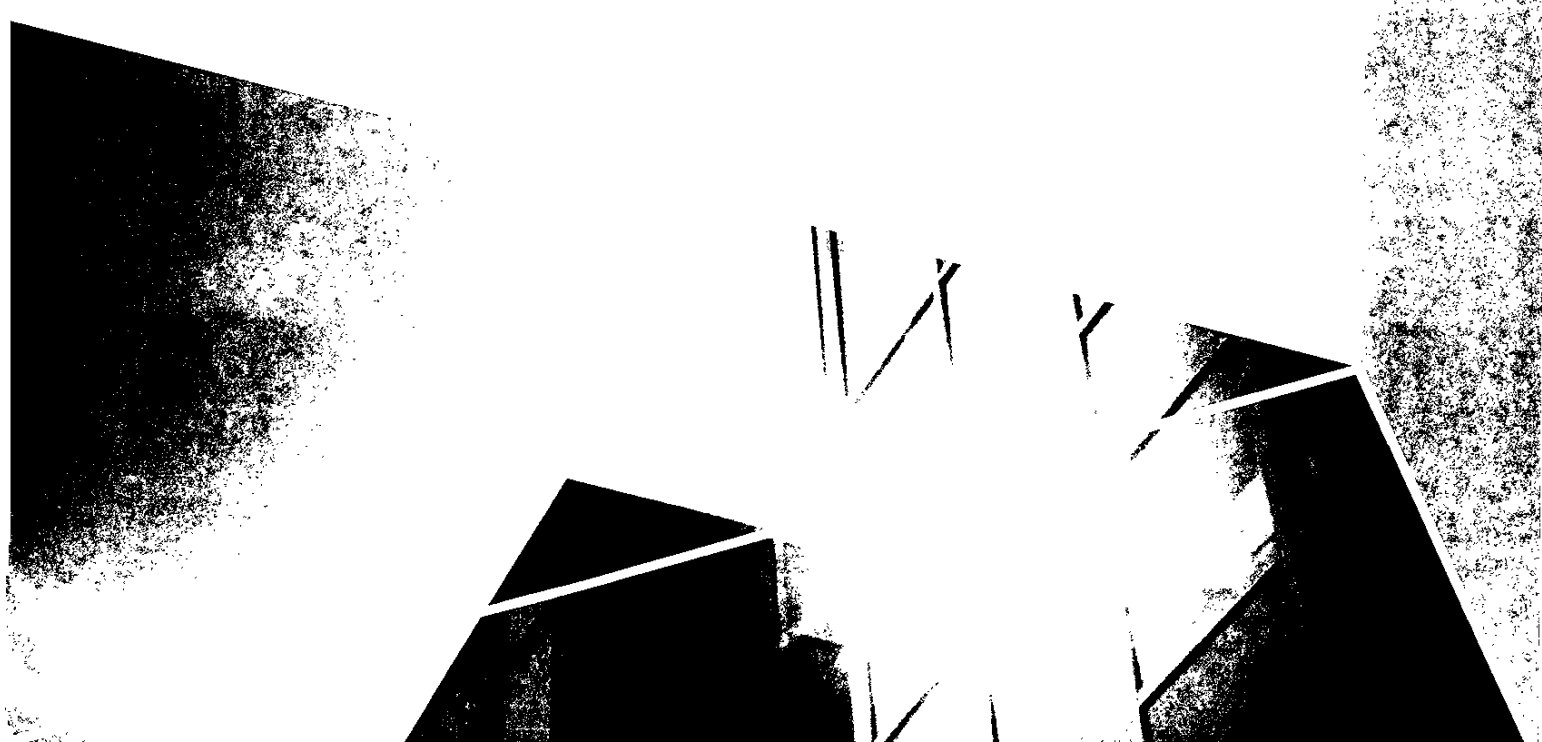
Principal Risks			
Risk	Division	Mitigations	Change
Market risk: Competition by other providers in the market could have an adverse impact on the Group's fibre and the change in the regulatory environment under the regulatory framework network providers.	Fibre	The Group is working closely with the regulatory authorities to ensure compliance and proactively managing the competitive environment to ensure that it remains competitive and profitable.	Low
Market risk (Competition): The Group's fibre businesses primarily target areas of low competition and low reach of other fibre providers. However, competition has increased in the past 12 months and there are numerous alternative network providers with large assets across the country in areas targeted by fibre providers.	Fibre	The Group has been actively engaged with the regulatory authorities to ensure compliance and proactively managing the competitive environment to ensure that it remains competitive and profitable. The Group has also been actively engaged with the regulatory authorities to ensure that it remains competitive and profitable.	Low
Operational risk: Disruption of services to the customers could have a negative impact on the Group's revenue.	High-voltage operations	The Group has implemented strict safety and quality control measures to ensure the reliability of its services. The Group has also been actively engaged with the regulatory authorities to ensure compliance and proactively managing the competitive environment to ensure that it remains competitive and profitable.	Medium
Operational risk: Climate change and environmental factors could impact the revenue generated from energy sales.	Energy operations	The Group has implemented strict safety and quality control measures to ensure the reliability of its services. The Group has also been actively engaged with the regulatory authorities to ensure compliance and proactively managing the competitive environment to ensure that it remains competitive and profitable.	Medium
Operational risk: An interruption in the supply of electricity to the Group's operations could have a negative impact on the Group's revenue.	Fibre	The Group has implemented strict safety and quality control measures to ensure the reliability of its services. The Group has also been actively engaged with the regulatory authorities to ensure compliance and proactively managing the competitive environment to ensure that it remains competitive and profitable.	Low



2 STRATEGIC REPORT

Principal risks and uncertainties

Principal Risks			
Risk	Division	Mitigations	Change
Operational risk (IT Systems and Data): The Group and the businesses use a wide range of IT systems and hold data on customers and employees. A data breach or cyber attack could lead to reputational damage, regulatory action under GDPR and potential fines.	None	Each fire company has experienced a dedicated resource for IT and information security. At the end of the Group, has employed a Chief Information Security Officer to ensure appropriate management of information and controls, with regular controls and incident loggings.	Stable
Counterparty risk (Construction): The Group and the businesses partner with construction firms to deliver their new build. This exposes them to the risk of construction impacts on resource availability and construction.	Fire	Each fire company is engaged with several different construction partners to reduce the exposure to any single firm. In housing, construction risk reduction has also taken place in some instances to manage resources more effectively and reduce the impact of cost inflation.	New
Counterparty risk: Loans made through the Group's lending business could be made on unstable counterparties which could impact on recovery of the loan balance.	Lending	Loans are secured against property or security, which is charged over the property or other assets of the borrower. Through a portfolio of lending to property and businesses, the Group can diversify its exposure. Where loans are made for other purposes, the Group will ensure that the borrower has sufficient cash flow to cover the loan and will monitor the borrower's financial position and performance regularly.	Decrease due to increased competition



2. PRINCIPAL RISKS

Principal risks and uncertainties

In addition to the principal risks of the Group, the following table identifies other risks relating to the Group's financial performance and to the Group's strategy, and the measures to be taken to manage these risks. The principal risks and uncertainties of the Group are detailed in the following table. The principal risks and uncertainties of the Group are detailed in the following table.

		Other Risks	
Risk	Division	Mitigations	Change
Currency Risk: Assets under administration and returns generated in other currencies may not generate the expected return in pounds due to the impact of foreign exchange rates.	Equity operations	The Group regularly reviews its exposure to foreign currencies and implements measures to reduce the level of risk and manage it. The Group also monitors the performance of its assets and the impact of foreign exchange rates on its returns. The Group also monitors the performance of its assets and the impact of foreign exchange rates on its returns.	Increased due to further Brexit
Interest Rate Risk: Interest rates could increase or decrease, affecting the value of assets and liabilities.	Entire Group	For long-term hedging, the Group enters into hedging arrangements for a portion of its interest income against an increase in interest rates. The Group also enters into hedging arrangements to protect its net income against a decrease in interest rates. The Group also enters into hedging arrangements to protect its net income against a decrease in interest rates.	No change
Liquidity Risk: Lack of availability of cash from bank deposits and other sources could affect the Group's ability to meet its obligations.	Entire Group	The Group's liquidity is monitored on a regular basis and the Group's liquidity is monitored on a regular basis. The Group also monitors the performance of its assets and the impact of foreign exchange rates on its returns. The Group also monitors the performance of its assets and the impact of foreign exchange rates on its returns.	No change
Technology Risk: The Group's technology is ageing and may not be able to support the Group's operations.	IT	The Group is investing in new technology and infrastructure and is investing in new technology and infrastructure. The Group is investing in new technology and infrastructure and is investing in new technology and infrastructure.	No change

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



PS Latham

Director

17 December 2021

Corporate governance

The Board considered the relevant disclosures and requirements of FTSE 4Good, the Companies Act 2006 and the UK Corporate Governance Code, and the impact that it will have on the Group and the success of the Group in the future in order to take the Board as a whole making regard to all stakeholders and matters set out in FTSE 4Good and the Act in the disclosures made during the year ended 30 June 2021. The product also helped to disclose information required to be in the Directors' Report by the Companies (Miscellaneous Reporting) Regulations 2018.

In order to enhance its ability to promote the success of the Group, the Board has regard to a number of matters, including the key non-consequential decisions 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 is fully and regularly engaged with its stakeholders and the Board of subsidiary undertakings and operates within a corporate governance framework across the Group.

At every point, modern governance of financial and operational performance as well as legal and regulatory compliance is undertaken. The Board also reviews the Group over the course of the financial year including the Group's business strategy, key risks, ESG and other related matters, oversight and accountability, environmental matters, corporate responsibility and governance, compliance and legal matters.

Principal decisions

To define principal decisions taken by the Board as those decisions that are of a strategic nature and that are important to any of the key stakeholders of the Group. The Board considers the following are examples of principal decisions made in the year ended 30 June 2021:

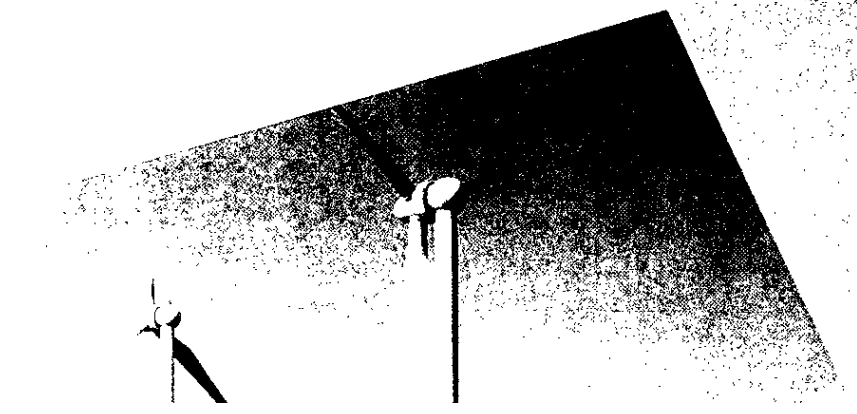
- In order to facilitate the future growth of the Group, the Board decided to complete a right-

issue in October 2020. 921,787 shares were issued at the offer price of £1.875, success totaling £1,729m. This was strategically important to enable the expansion of the Group over the coming years. The Board evaluated the risks to the Group of the right issue, including stakeholder and also decided that the right issue funding would be used to fund a growing number of opportunities to develop the Group by further acquisitions and supporting organic growth.

- Reviewing and deciding to move ahead with increasing biomass operations which is part of our renewable division and is the Group's first production in the biomass sector in over six years. The Group acquired one additional UK biomass plant in April 2021, with a further biomass construction also approved last year and in October 2021. This development aligns with the Group's strategy to deliver a financially powerful asset portfolio and deliver renewable energy assets which provide predictable long-term revenue streams, a long-term energy purchase price agreement. This provides resilience against volatile pricing changes in the UK energy market. The Board has both the opportunity and the obligation with due diligence to make a positive contribution to the community and environment and the Board would be glad to provide a positive contribution through consultation with management and employees. The Board determined that this opportunity would build on the existing contracts currently in place and provide opportunities for new and existing wind assets in an expanding business.
- The Board decided to expand our Fire division to the next generation of our Group. This has given rise to the acquisition of two new Fire companies during the year, Viropross and B. Gordon. These acquisitions will allow the Group to expand the geographical reach of its physical fire network and increase its presence within the wider sector.



the 1990s, the number of people in the world who are illiterate has increased from 1.2 billion to 1.5 billion. The number of illiterate people in the world is expected to reach 1.7 billion by the year 2015. The number of illiterate people in the world is expected to reach 1.7 billion by the year 2015. The number of illiterate people in the world is expected to reach 1.7 billion by the year 2015.



3 GOVERNANCE

Corporate governance

The Group ensures its acts fairly and in a transparent manner in all customer-facing and business and service-related activities, and actively engages its delivery and service providers. The Board properly monitors customer metrics and engages with the management team in order to ensure the delivery of customer performance does not meet customers' expectations.

The Board considers that our customers deserve 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 stated 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 through the COVID-19 pandemic by providing treatment for non-COVID-19 NHS patients that otherwise could not have been carried out and our food network is providing food in rural communities across the long-speed broadband.

Business conduct

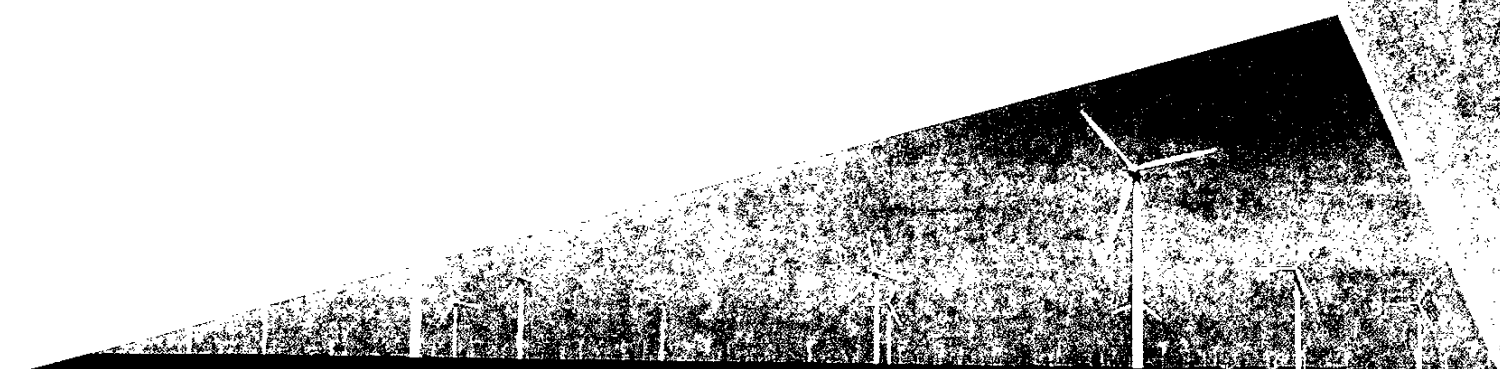
All Directors own interests in and observe most properly, ensuring management operate the business with integrity and in accordance with the high standards of conduct and governance expected of a business such as our Commitment through our business strategy, outlined on pages 11 to 14, is to operate in sectors and work with other businesses that share our values.

Business ethics and governance

The Board has policies in place ensuring that the activities of the Group and its various businesses are conducted in compliance with the law and applicable governance and regulatory regimes with an approach consistent with best practice in the relevant industry. This includes reviewing internal controls, ensuring that there is an appropriate governance framework, 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 may be found in the statement of directors' responsibilities on page 10. In the year to 30 June 2021 no areas of non-compliance 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 75. The Board actively promotes a corporate culture that is based on ethical values and operational



3 FINANCIAL REVIEW

Group finance review

The purpose of this section is to provide an overview of the Group's financial performance for the financial year, and to set out the Group's financial strategy, which is to create a strong financial position for the Group to enable it to continue to invest in its business and to provide a strong return to its shareholders.

In reviewing the Group's financial performance, the Board has taken into account the various factors that have influenced the Group's performance, including the impact of the COVID-19 pandemic, the impact of the Brexit vote, and the impact of the global economic environment. The Board has also taken into account the various factors that have influenced the Group's financial performance, including the impact of the COVID-19 pandemic, the impact of the Brexit vote, and the impact of the global economic environment.

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	2021 £'000	2020 £'000	Movement	
			£'000	%
Revenue	425,302	390,457	34,845	9%
Cost of sales	104,037	134,418	(30,381)	(23%)
Gross profit	(21,170)	(24,285)	3,115	(13%)
Operating expenses	385,512	658,162	(272,650)	(41%)
Total	172,478	206,688	(34,210)	(17%)
EBITDA	699,440	885,162	(185,722)	(21%)
EBIT	1,873,594	1,678,552	195,042	12%

In spite of the challenges faced with COVID-19 and Brexit, the Group has exceeded performance expectations throughout the year and continued to grow with further expansion in its core energy operations and fibre optic broadband sectors in particular. Overall EBITDA decreased by 23% to £172.5m, which has been mainly driven by a £25m write down in Fermi's landing rights for certain plans to develop power companies. These reserve power plans were purchased for full value after year end based on an independent opinion undertaken ahead of the transaction.

Increased operating expenditure of £20.4m in relation to fibre optic broadband infrastructure assets which are still in the development phase also contributed to the decrease in EBITDA. Adjusting for these two items, the Group's EBITDA increased by 12% to £195.0m compared to £174.0m in 2020, and reflects the strong performance of our underlying assets.

Earnings before interest, tax, depreciation and amortisation

EBITDA



3 GOVERNANCE

Group finance review

A number of acquisitions were made during the year, including several operational reserve power sites, two European wind farms, two fossil infrastructure, 10-houred a biomass wind and a construction ready replacement village and wind planning permits for 11 units. Shortly after the year end, in July 2021, the Group acquired a portfolio of three reserve power sites for £18.1m. In August, a construction ready Australian wind farm for £115.2m and in October, a biomass site currently under construction for £9m. To fund these acquisitions and support continued expansion, the Group had built up cash reserves at year end of £17.2m.

Financial performance

Revenue for the Group increased by £35m to £425m during the year. Total growth was predominantly driven by energy turnover which has increased by 10% to £227m (2020: £229.7m restated). This growth is due to a significant increase in average energy price 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 also supported by our fleet of biomass, increasing by 49%, where a key UK biomass contract contributed to an increase in revenue of £14m to £47m (2020: £28.3m), yielding revenue at a price of 20% to £57m (2020: £70.4m) when compared with the prior year due to a smaller average down book over the year as down was made available to grow other parts of the Group.

Depreciating expenses for the year were £32.9m, 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: £50.9m restated).

Included in this year's results is a profit of £28.6m (2020: £10.6m) restated on the sale of a solar site and the disposal of the Group's share of joint venture in the energy production business.

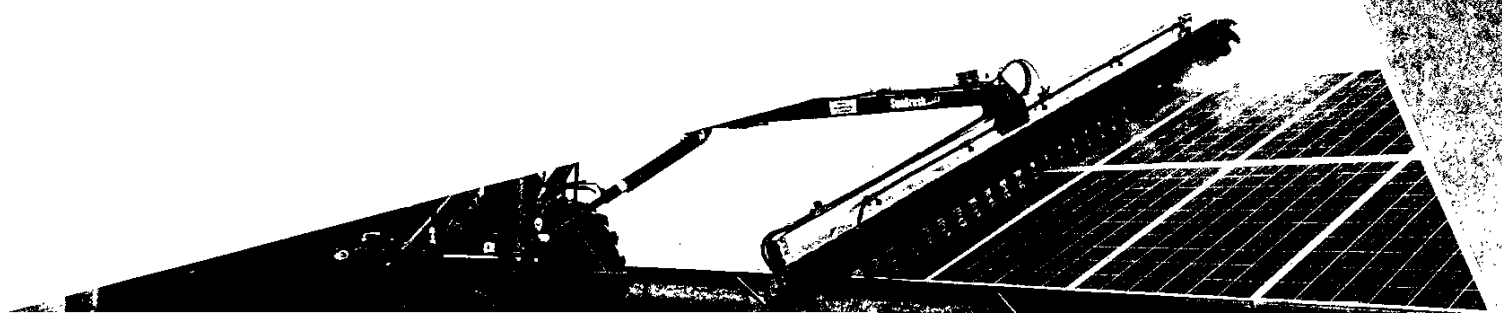
Overall, the Group has reported a 10% increase in EBITA for the year ended 30 June 2021, which is a £5m improvement on the prior year (2020: £24m), as restated.

Financial position

Continued shareholder interest and investment in the Group has seen net asset growth to £187m (2020: £158m) restated. In the year ended 30 June 2021, the Group issued 150.1m shares (2020: £5.2m restated) for a total consideration of £184.6m (2020: £28.2m) including a Rights issue of 90.1m shares for a consideration of £145.1m.

Net current assets of £66.1m (2020: £79.2m) restated have decreased by £23.1m, reflecting the reduction in size of the loan book and a reduction in net of funds held in long term assets such as energy, oil, gas and other non-current assets. The Group's loan book across both property, energy and development financing has decreased by 41% to £35.6m (2020: £65.9m), and at the 30 June 2021 represented 21% of the Group's net assets (2020: 39%) restated.

Cash and cash equivalents as at 30 June 2021 were £11.2m (2020: £21.7m). Cash generated from operating activities remained strong at £54.7m (2020: £10.6m) restated, which has been utilised as a source of external long-term financing to enable the Group to grow its business. The Group has invested capital in wind, the solar and biomass sectors over the past couple of years, which may require substantial further capital expenditure over the next 12 months, increasing the Group's differentiation across sectors.



Group finance review

Acquisitions of RWE were not only in energy and the renewables sector, but also in a number of other infrastructure sectors such as roads and airports, and in the publicly available financial assets segment over the following months.

Acquisitions of RWE in 2017/2018 resulted in a significant number of companies and assets and a new group portfolio of financial assets. Acquired businesses include renewable energy and

infrastructure market value in excess of the company's net assets, reflecting and/or attributable to intangible assets. Accounting guidance requires that intangible assets are recognised on the balance sheet if the subsidiary cannot recover the value of the additional market value in its own principles, as the future profits that it is expected to deliver. The additional value in excess of the value of the assets then deliver, such as other intangibles, is recognised as goodwill.

Following the market value of the intangible assets in businesses, the goodwill, intangibles, and assets acquired in the acquisition are reflected in the net value of the company's financial assets, such as bonds, shares, and derivatives, and the market value of the company's assets, such as a real estate portfolio. The goodwill is also assigned to the intangible assets, which are then allocated to the value of the expected future cash flows. The goodwill is then gradually reduced over the period of the expected returns are realised.



3 GOVERNANCE

Group finance review

Lending

Revenue from Lending decreased by £17.5m in 2021, primarily due to a power purchase agreement terminated by 41% to £73m in 2020. £696m retained. This was a strategic move for the Group, enabling us to be a player for production opportunities available during the year across the oil sector. This is in line with our long-term strategic intent and in time, the Group expects to increase deployment into its lending portfolio opportunities base.

EBITDA for the Lending division addressed to a profit of £0.6m from £27.6m in the prior year. This improvement reflects a provision of £20m in the year, knock against loans to resolve power sector and an operational loss in the case of the contract in the year to June 2021. A loan was provided against loans versus £10.4m in the prior year.

Energy operations

The results for the year ended 30 June 2021 for our energy operations division have far exceeded expectations. In the energy, oil and gas and energy prices are the main drivers. In the year, the impact of strict lockdowns throughout the Covid-19 pandemic, however, the granting of key industry status to energy generation will be a key factor at the end of the year. In the year, we reflected into 2021. As a result of the industry and global demand increased throughout the year, so did the price of oil and gas, which resulted in the overall increase in revenue earned across our energy assets. This is, along with the recent surge in gas prices, which has resulted in a better than expected performance across our resource portfolio. These market factors have resulted in a year on year increase in revenue of £10.4m to £721m in 2021. £129m retained. EBITDA increased from an expected 41% to £175m in 2020. £91m retained, reflecting the improvement in

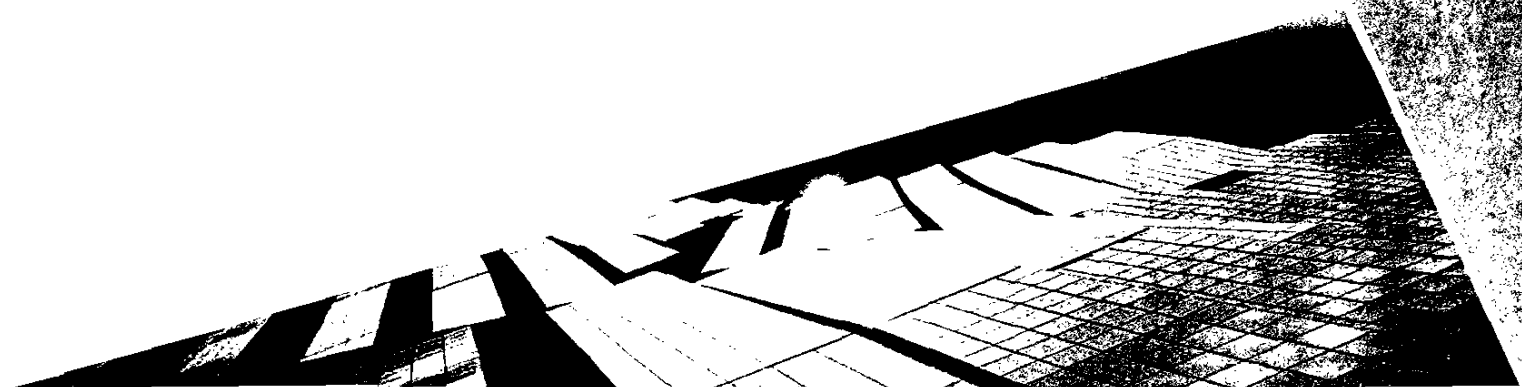
revenue in addition to a decreased cost of core. Overall, total operating costs decreased by £6.7m to £114m in 2021. £401m retained, due to 2021. In addition, a one-off exceptional cost of £10m in relation to a mutually agreed termination for the commercial end of a key contract.

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

Healthcare operations

Our healthcare division continues to progress the Rangford Refinement Village and a private hospital business. The healthcare division contributed £42m in 2020. £15m to Group revenue for the year, reflecting the impact of a new NHS contract awarded to provide support and services to the patient during the ongoing pandemic. This contract ended in March 2021 and the business returned to providing primary care services as well as NHS and private patients. We are confident that this will be a key driver for the division, as it has increased the number of patients taking up more NHS and private patients. This was the primary driver for the division's revenue in Rangford and individual expenditure. The impact of the pandemic on the Rangford village has been impacted by the government lockdowns, however, we have seen interest and sales gradually pick up in the following months.

Both divisions are continuing to focus on improved performance, which has resulted in an improved EBITDA profit of £0.6m, a £4.5m up from the prior year, cost of £3.7m.



Group finance review

Fibre optic broadband operations

Fibre optic broadband is a new sector in the FT Group and it is the first in the country. It has added to the existing fibre optic network and added the crucial new layer of network for FT and BT and is a key element for FT's 2020 fibre optic business plan. The fibre optic business plan is a key element of the FT Group's business plan for 2020.

The FT Group expects an EBITDA of £1.5 billion in 2020. EBITDA is a key indicator of performance and reflects the performance of the business and the continued expenditure on infrastructure.

The FT Group expects a positive cash flow of £1.5 billion in 2020. The FT Group expects a positive cash flow of £1.5 billion in 2020. The FT Group expects a positive cash flow of £1.5 billion in 2020.

Funding and liquidity

The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020.

The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020.

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The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020.

Looking ahead

The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020.

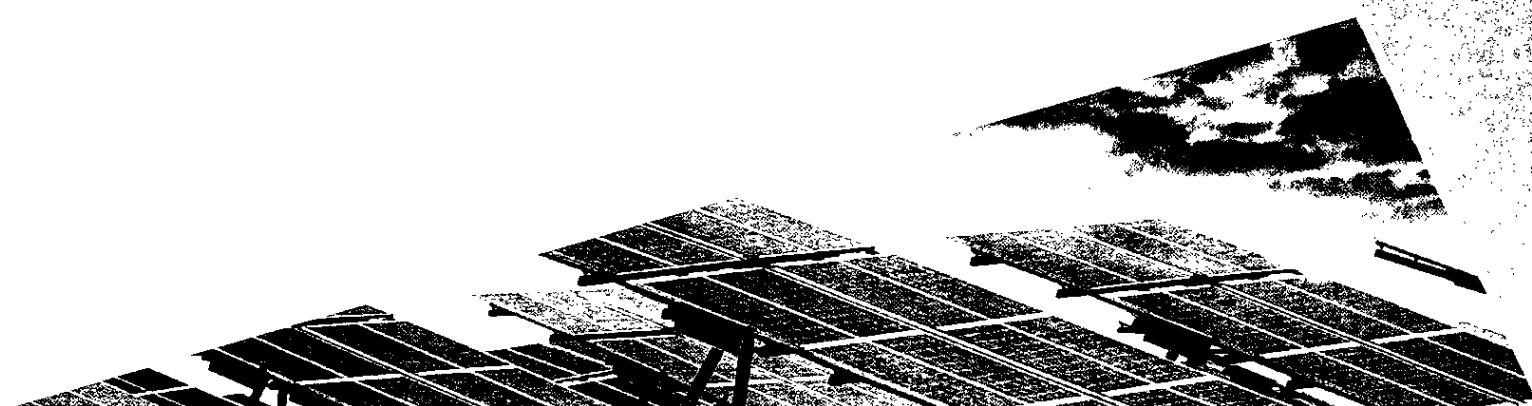
As at the end of the financial year 2020, the FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020. The FT Group expects to secure long-term financing of £1.5 billion in 2020.



PS Latham

Director

11 December 2021



3 GOVERNANCE

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 activities, refer to the Group Finance review on page 23.

The directors have not recommended a payment of a dividend (2020: £0.00).

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

ES 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 restructuring, a new vehicle, Westwood Energy, 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 uphold an involved corporate structure to facilitate the growth of the business. On 4 August 2020, following the restructure, KJ Wiley and FG Barlow's positions 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).

and

Refer to note 13 in the Notes to the financial statements.

Refer to the Strategic Report on page 8.

and

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 risks 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(1) 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 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 honesty 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. Once a person becomes disabled while in the Group's employment, every effort is made to retain them in employment, giving alternative training as necessary.



3 GOVERNANCE

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 allow 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 end of the financial period, it is approved:

- insofar as the directors know, 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.

Frederic House Coopers LLP have provided the willingness to do so (see notes for ongoing 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

to the members of Fern Trading Limited, the audited financial statements and the company financial statement and the financial statements:

- have obtained the view and the statement of the group and of the company auditors at 30 June 2022 and of the auditors and the group's financial statements for the year ended 2022;
- have been informed by the company auditors that the United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards) comprising FRS 102 (The Financial Reporting Standard applicable in the United Kingdom of Ireland) and applicable law and
- have been made aware of the provisions of the requirements of the Companies Act 2006.

We have audited the financial statements included within the Annual Report and Accounts 2021 (the 'Annual Report') which comprise the Group and Company balance sheet as at 30 June 2022, the Group profit and loss account, the Group statement of comprehensive income, the Group and Company statements of changes in equity, and the Group statement of cash flows for the year then ended, the Statement of accounting policies, and the notes to the financial statements.

We conducted our audit in accordance with International Standards on Auditing (UK) (the 'ISAs') and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We have been independent of the group and company and the financial statements and have not been involved in any of the financial reporting matters relating to the financial statements. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, if they occurred, could cast significant doubt on the group and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern assumption is appropriate in the preparation of the financial statements and appropriate.

However, we have not identified events or conditions that can be identified and disclosed in the financial statements as to the group's and the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.



3 GOVERNANCE

Independent auditors' report to the members of Fern Trading Limited

15 June 2021, London

The other information comprises all of the information in the Annual Report, other than the financial statements and our auditor's 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 on, 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 either the financial statements or the other information, we are required to report that fact. We have nothing to report based on this responsibility.

With respect to the Strategic report and Directors' report, we have 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 on certain disclosures and matters as described below.

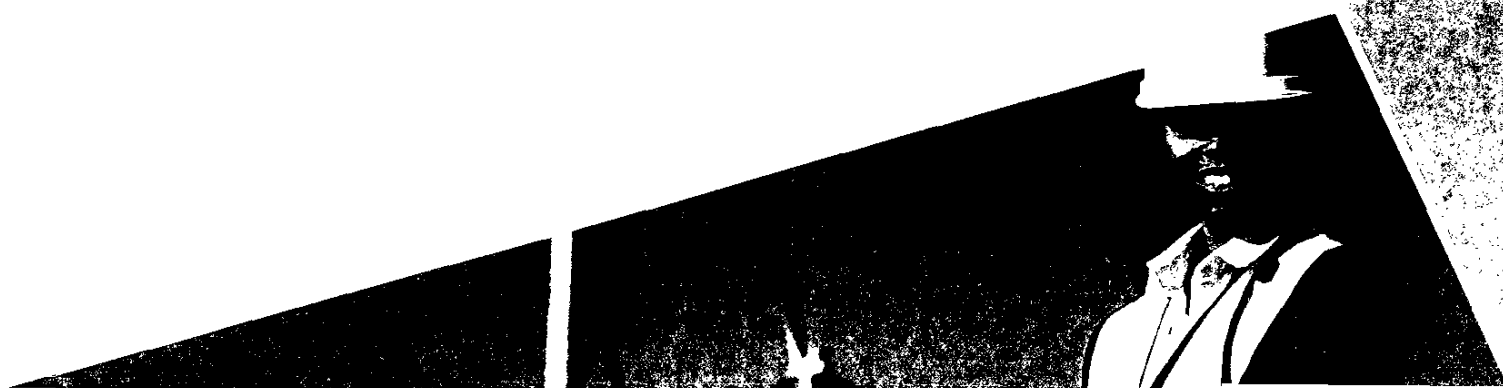
In connection with the work we have taken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 30 June 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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 Director's Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial framework and for being satisfied that they give a true and fair view. The directors are also responsible for maintaining internal controls as they perceive it is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

As explained more fully in the Statement of Director's Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial framework and for being satisfied that they give a true and fair view. The directors are also responsible for maintaining internal controls as they perceive it 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 and disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors have either intended to liquidate the group or the company, or to cease operations, or have no other alternative but to do so.



Independent auditors' report to the members of Fern Trading Limited

Our objective was to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. It is always an auditor's responsibility to use professional judgement and assurance which, however, it is never possible to provide assurance that an audit will detect misstatements. With this in mind, we always detect a material misstatement, if one exists. Misstatements can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions which users take on the basis of the financial statements.

Inequities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in the audit to respond to the risk of inequities, including fraud. The extent to which our procedures are effective at detecting inequities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to health and safety, regulations and tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements, such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of override of controls, and determined that the principal risks were related to missing, misapplied and dualled entries to manipulate financial recording and management

claims, the accounting estimates. Auditors' duties performed by independent auditors included:

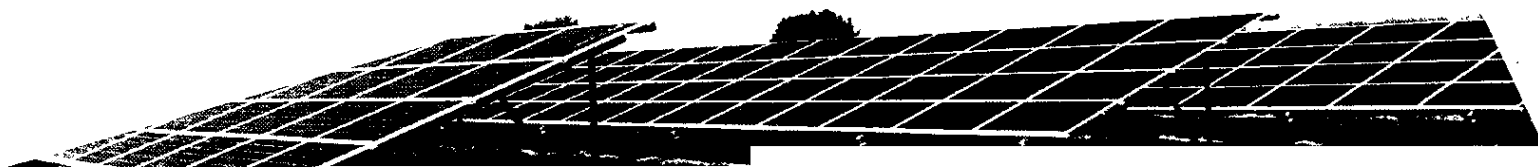
- discussing with management material changes to the accounting and to the compliance of the group with expected instances of fraud, in particular with respect to compliance with laws and regulations;
- identifying and testing journal entries, in particular any journal entries created with unusual or unusual combinations;
- obtaining supporting audit evidence for the significant assumptions made by management in determining significant accounting estimates and judgements;
- reviewing financial statement disclosures and testing the supporting documentation, where appropriate, to assess compliance with applicable laws and regulations; and
- reviewing minutes of meetings of the company with shareholders.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not directly related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentation, or through collusion.

A further description of our audit policies for the audit of the financial statements is located on the FRC's website at:

www.frc.org.uk/auditorsresponsibilities

This document forms part of our auditors' report



3 GOVERNANCE

Independent auditors' report to the members of Fern Trading Limited

This report, including the opinions that we have prepared for and only for the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving this report, and accept or assume responsibility for any other purpose or to any other person, in whatever reports and/or in any other form, in which it may come save where expressly agreed by our prior consent in writing.

17 December 2011

Under the Companies Act 2006 we are required to report to you on our opinion:

- we have not obtained all the information and explanations we required for our audit;
- 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 required by law are not made; or
- the company's 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 PwCewatennoreCrappels LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
17 December 2011

4 FINANCIAL STATEMENTS FOR THE YEAR

	2021	(restated) 2020
	£'000	£'000
Turnover	425,302	79,140
Cost of sales	(221,277)	(14,494)
Gross profit	204,025	27,646
Operating expenses	(230,351)	(27,618)
Operating loss	(26,326)	482
Other income	9,454	1,418
Finance income from financial investments	449	935
Finance charges from financial investments	1,755	(2,303)
Income from joint ventures and associates	28,568	17,902
Income from structured entities and subsidiaries	997	148
Income tax payable and income charge	(36,067)	(50,870)
Loss before taxation	(21,170)	(24,286)
Tax on loss	(8,143)	(9,541)
Loss for the financial year	(29,313)	(33,827)
Attributable to Fern	(25,306)	(30,241)
Minority interest	(4,007)	(3,586)
	(29,313)	(33,827)

All figures are stated in million pounds sterling, unless otherwise stated.

	2021	(restated) 2020
	£'000	£'000
Loss for the financial year	(29,313)	(33,827)
Other comprehensive income/(expense)		
Measurement of investment loss	46,739	(39,055)
Income tax on the gain/loss on investments in subsidiaries	(333)	(2,315)
Other comprehensive income/(expense) for the year	46,406	(41,370)
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)



4 FINANCIAL STATEMENTS TO 30 JUNE 2021

		2021	restated 2020
	£'000	£'000	£'000
Fixed assets			
Intangible assets	4	612,750	593,660
Tangible assets	2	1,551,170	1,346,655
Investments	11	11,000	12,268
		2,174,920	1,952,583
Current assets			
Stocks	12	94,711	74,636
Debtors, including finance receivables	13	600,726	842,549
Cash at bank and in hand	14	172,478	206,688
		867,915	1,124,043
Creditors: amounts falling due within one year	15	(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	16	(903,339)	(1,111,324)
Provisions for liabilities	17	(58,584)	(52,937)
Net assets		1,873,594	1,678,552
Capital and reserves			
Called up share capital	18	149,676	138,455
Share premium account		173,118	
Merger reserve		1,440,257	1,655,069
Loan loss hedge reserve		(17,098)	(63,637)
Profit and loss account		123,920	(41,151)
Total shareholders' funds		1,869,873	1,688,982
Non-current investments		3,721	9,570
Capital employed		1,873,594	1,678,552

Note 26 details the prior period adjustments.

These unaudited financial statements on pages 15 to 26 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 FINANCIAL STATEMENTS FOR THE YEAR 2021

	2021 £'000
Fixed assets	
Intangible assets	2,116,366
	2,116,366
Current assets	
Debtors	50,383
Current financial assets	1,523
	51,906
Creditors: amounts falling due within one year	(22,924)
Net current assets	28,982
Total assets less current liabilities	2,145,348
Net assets	2,145,348
Capital and reserves	
Called up share capital	149,676
Share premium account	173,118
Retained profits	1,791,145
Other reserves	31,409
Total shareholders' funds	2,145,348

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Company's profit and loss account for the financial period dealt with in these financial statements if the Company has a net asset value of £1,000,000 or more.

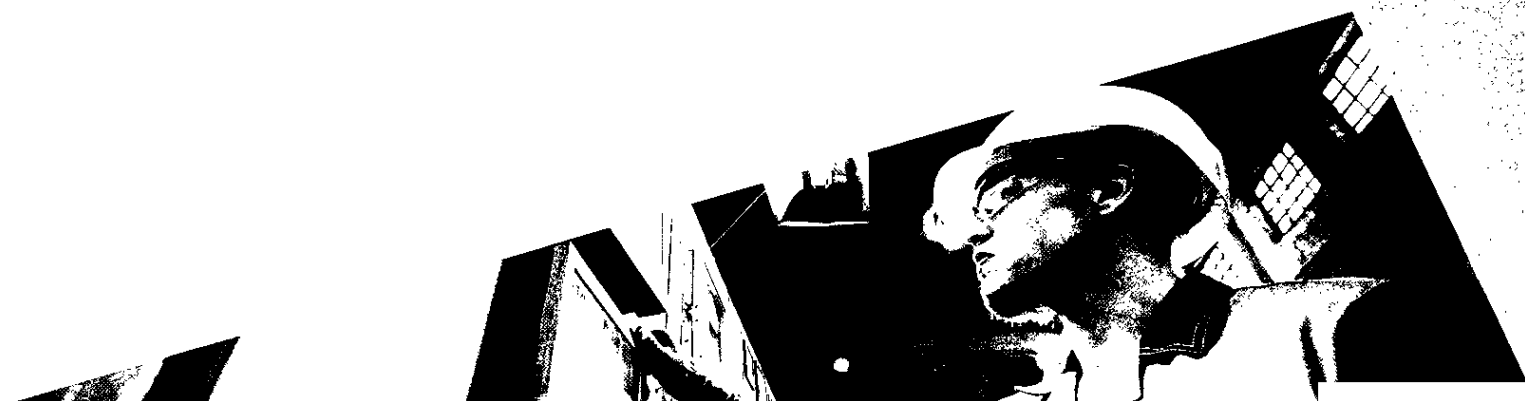
The financial statements in pages 46 to 47 were approved by the Board of Directors on 17 December 2021 and are signed on the next day.



PS Latham

Director

Registered number 12611474





4 Statement of Comprehensive Income

	Called up share capital	Share premium account	Merger reserve	Cash flow hedge reserve	Profit and loss account	Total shareholders' 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

Note 27 details the other comprehensive income.

	Called up share capital	Share premium account	Merger reserves	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000	£'000
Share-based compensation	–	–	–	–	–
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

4 FINANCIAL STATEMENTS 30 JUNE 2011

	2021	restated 2010
	£'000	£'000
Cash flows from operating activities		
Cash flows from operations before adjustments	(25,306)	(30,241)
Adjustments for:		
Depreciation	8,143	9,324
Impairment of tangible and intangible assets	(997)	(148)
Interest payable and income from investments	36,068	50,873
Loss on disposal of share sale and joint venture	(28,568)	(1,991)
Income from joint venture	(1,755)	(2,303)
Income from associated companies	(449)	(945)
Amortisation of intangible assets	34,991	33,989
Depreciation of right-of-use assets	85,917	73,610
Finance lease costs	8,875	(1,181)
Provisions for doubtful debts and foreign exchange	(19,788)	14,288
Finance income	(5,701)	(2,899)
Income tax expense	249,374	131,324
Income tax expense on dividends	6,871	11,896
Loss on disposal of assets	(4,007)	(3,108)
Gain on disposal of assets	(1,751)	2,031
Net cash generated from operating activities	341,918	106,112
Cash flows from investing activities		
Expenditure on the acquisition of subsidiaries and other businesses	(221,987)	(142,642)
Proceeds from disposal of subsidiaries and other businesses	34,503	140,291
Proceeds from financing assets	(110,457)	(213,318)
Expenditure on acquisition of assets	(875)	(257)
Expenditure on property investments	(9,484)	(44,159)
Acquisition of investments	—	64,225
Dividends received	997	148
Income from associated companies	1,077	2,500
Net cash used in investing activities	(306,226)	(193,492)
Cash flows from financing activities		
Proceeds from financing	—	124,051
Dividends paid	(35,552)	(48,279)
Repayment of borrowings	(212,676)	—
Repayment of bank overdrafts	184,359	98,270
Contribution of funds	(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
Cash and cash equivalents at beginning of financial year	206,688	122,155
Minoror interests in subsidiaries and associated companies	366	777
Cash and cash equivalents at the end of the year	172,478	206,688

Note 26 – Finance and other non-current assets

Statement of accounting policies

[illegible]

The Group's consolidated financial statements are prepared in accordance with the Financial Reporting Standard for the United Kingdom (previously known as the Financial Reporting Standard for the United Kingdom) and the Accounting Standards, including the Financial Reporting Standard 101. The Financial Reporting Standard is applied in the United Kingdom and the Republic of Ireland and IFRS 101 is the Companies Act 2006.

The financial statements have been prepared on a going concern basis. The directors have no material doubts as to the continuation of the company as a going concern. The financial statements are prepared on the basis of the accounting policies set out in the financial statements. The financial statements are prepared on the basis of the accounting policies set out in the financial statements. The financial statements are prepared on the basis of the accounting policies set out in the financial statements.

The consolidated financial statements include the results of a subsidiary, Farn Training Limited (formerly Farn Training Group Limited), listed in note 29 of the annual financial statement. Certain companies of these said date of control are listed in note 29, have taken the exemption from audit for the year ended 31.12.2016, controlled by s179A of Companies Act 2006. In order to allow these subsidiaries to take the audit exemption, the parent company has signed a statutory declaration in the Annual Return of Companies Act 2006, of having a letter of good standing at 31.12.2016 of these subsidiaries, listed in note 29.

The Group and the Company's subsidiaries, taken together, own the territory. All the directors shall develop, implement, performance and position are set out in the Strategic Factors on pages 4 to 14. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the financial review on pages 13 to 27. The principal risks of the Group are set out in pages 26 to 32.

The Directors performed an annual going concern review that considers the Group's ability to meet its financial obligations as they fall due for a period that at least five months prior to the date on which the financial statements have been signed. Management have performed an assessment to determine whether there is a going concern uncertainty arising that could cast significant doubt on the ability of the Group to continue at a going concern. No significant issues have been noted and as a consequence the directors believe that the Group is well placed to manage its business and succeed in its strategy despite the current financial and economic outlook.



4 FINANCIAL STATEMENTS 30 JUNE 2021

Statement of accounting policies

In reaching the conclusion on the Directors' view on the financial position of the uncertainty on the Group's ability to meet profit and loss and cash flow with their no time variation given to the following:

- The businesses within the Fern Group were seen to continue recovering and building for the future during lockdown with construction across renewable energy, Healthcare and other 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 believed the wider economic outlook, consumer confidence and likely ongoing recession being the widest 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 £1.72m and orders to reduce of £972m, including a RCF of £16m with a total available headroom of £17m. Bank loans of £49m are due to mature or less than one year with the remainder of £973m 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 revised stress test was performed on the base case forecast to ascertain what scenarios would result in risks to the Group's liquidity position. The test showed even in an unlikely reduction of significant reduction in revenue of 44% the Group is able to sustain its current operational costs and meet all their obligations for at least a year from approval of these financial statements, when utilising the available facilities within the Group. A 61% fall in revenue could result in a breach in debt covenants of the revolving credit facility, however there could continue to be no material illiquidity and impact that a drop in revenue of 65%.

The Group has a number of financing facilities that contain covenants requiring the Group to maintain certain 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 drop in EBITDA of 90% over time have been used to assess the covenant requirements for the 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 involved loan recoverability, valuation of work in progress, deferred issuing provisions, impairment of goodwill and investments, business combination and hedging accounting. Details are set out on pages 51 to 52.

Based on the above assessments of the Covid-19 pandemic impact on the financial position, liquidity and financial covenants, the directors have concluded that the Group is a going concern that should be restored 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

FERN TRADING GROUP LIMITED and its subsidiaries (collectively referred to as the “Company”) prepare its financial statements in accordance with the accounting policy of which the accounting policies have been adopted by the Company management.

The Company has adopted the following accounting policies:

Financial accounting is performed on a continuous basis on a double entry system, and the consolidated financial statements are prepared on the basis of the consolidated financial statements of the subsidiaries.

For the financial statements, the accounting policies are based on the IFRS 101 paragraph 12 and 13, and paragraph 12 and 13 of the information system, and the consolidated financial statements of the subsidiaries.

In the accounting of the Company, the management personnel compensation is calculated by IFRS 101 paragraph 12.

In the 10 July 2020, Fern Trading Limited acquired Fern Trading Group Limited, the parent company of Fern Trading Group Limited, and the Fern Trading Limited, forming the Group.

The introduction of a new parent company, by way of a share for share exchange, has resulted in a group reconstruction and has been accounted for using merger accounting principles. Therefore, although the group continues to be a public limited company, the 2020 consolidated financial statements of Fern Trading Limited (formerly Fern Trading Group) are presented as if Fern Trading Limited (formerly Fern Trading Group) had been a subsidiary of the Group, and the results of the Group for the year ended 31 June 2020 are presented as if the Group had been a subsidiary of the Group. Accordingly, the results of the Group for the year ended 31 June 2020 are presented as if the Group had been a subsidiary of the Group. The consolidated financial statements for the year ended 31 June 2020 are also prepared as if the results of the Company have been derived from the date of incorporation and as such the consolidated financial statements have been prepared.

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

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

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

Any subsidiary undertakings or associates acquired or disposed of during the year are included within or from the dates of change of control or change of significant influence respectively.



4 FINANCIAL STATEMENTS TO 30 JUNE 2021

Statement of accounting policies

Where the Group has written a call option over shares held by a non-controlling interest, the Group derecognises the non-controlling interest and instead recognises a contingent deferred consideration liability with no other liabilities for the estimated amount likely to be paid to the non-controlling interest on exercise of those shares. The residual amount (greater than the difference between any consideration payable and the non-controlling interest) or (in the case 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 the pounds.

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 date of the transaction. 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 included in the profit and loss account within administrative expense.

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 profit or losses at average rates are recognised in Other comprehensive income and allocated to non-controlling interest, as appropriate.

4 FINANCIAL STATEMENTS FOR THE YEAR 2011

Statement of accounting policies

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate, thereby spreading any initial issue costs and fully recognising as a deduction in the proceeds of the anticipated cash flow movements and related to the initial and cash amount of the term of the debt.

Taxes recognised in the statement of income and retained earnings, except for a charge attributable to the item of income and expense recognised as other comprehensive income or taken through equity directly, in equity is also recognised in other comprehensive income and recorded in equity accordingly.

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 assets are recognised in respect of all timing differences that have originated and will be 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 (i.e. against the reversal of deferred tax liabilities) or other future taxable profits; and
- Any deferred tax assets are reversed if and when it is no longer probable that 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 difference between the fair values of assets acquired and the future tax deductibility available for them and the difference between the fair values of liabilities acquired and the amount that will be allowed 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

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given (including acquired intangible assets) and the 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 imputed as good will. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the balance sheet as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair value of the Group's interest in the identifiable net assets, including identifiable intangible assets 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 at least once a year, or at each balance sheet date and any impairment is charged to the profit and loss.

4 FINANCIAL STATEMENTS 30 JUNE 2021

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 on which 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.

Intangible assets

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.

Leases

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.

4 FINANCIAL STATEMENTS 31.12.2011

Statement of accounting policies

The Group carries its investments in subsidiaries at cost less accumulated impairment losses. If an impairment test is subsequently required, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but only to the extent that the reversal 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 held at call and short notice. Restricted cash represents cash for which the Group has not yet received immediate and direct access to, for which regulatory or legal requirements restrict the use of the cash.

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

Fuel stocks (MBM and other) are valued at an average cost based on one to two months' usage and a provision for unusable stock is reviewed monthly and applied to off-site stock.

Fuel stock in storage has been valued at the historical cost per tonne of stock. A provision for unusable (that is, contaminated) individual stock has been identified monthly. Stocks are used on a first-in, first-out (FIFO) basis by age of stock.

Stocks of animal feed products are valued at the lower of cost and net realisable value for 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 indirect overheads that have been incurred in bringing the stock to their present location and condition.

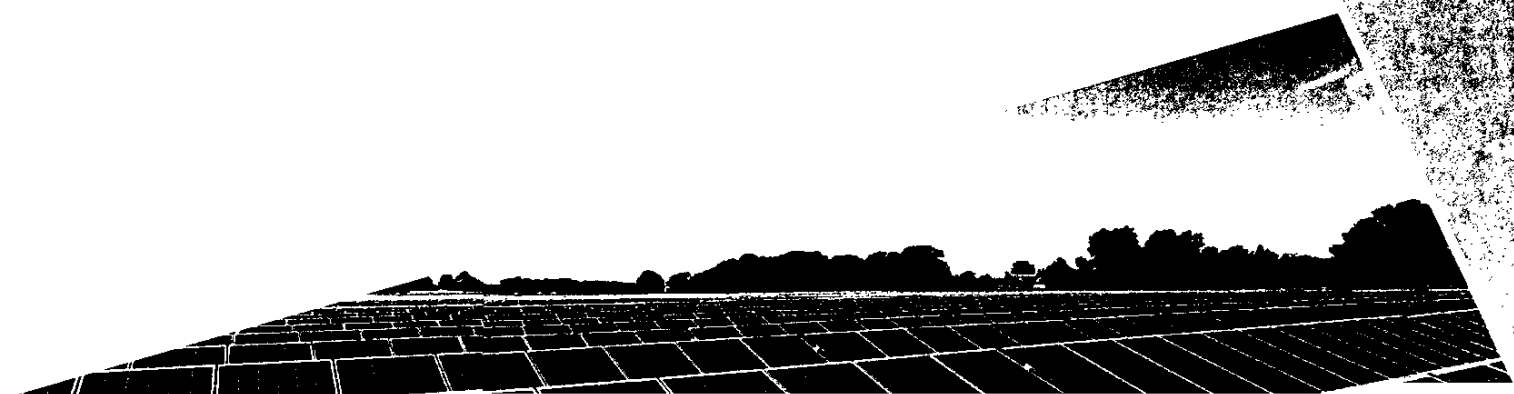
At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over the estimated net realisable cost to sell is recognised as an impairment loss through the profit and loss account. Reversals of impairment losses are also recognised in the profit and loss account.

4.1 Financial assets

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

4.2 Financial liabilities

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.



4 FINANCIAL STATEMENTS TO 31 JUNE 2022

Statement of accounting policies

The Group has chosen to adopt sections 1 and 1A of the 2012 Companies Act for financial instruments.

Basic financial assets, including trade and other receivables, cash and bank balances are initially recognised at their transaction price, unless the arrangement constitutes a finance transaction. Where the financial asset is purchased at the present value of the future cash flows 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 or associates, and 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 value cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when all the contractual rights to the cash flows from the asset expire or are waived, or the substantially all the risks and rewards of the ownership of the asset are transferred to another party or to control of the asset has been transferred to another party which 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 related 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 the 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 charged against the 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.



4 FINANCIAL STATEMENTS 30 JUNE 2021

Statement of accounting policies

Provisions are made where an event has taken place that gives the Group a liability or constructive obligation, liability being understood to be 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 statement 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 the event risks and uncertainties.

The Group applies hedge accounting for transactions entered into to manage the cash flow exposure of borrowings, interest rate swaps and the debt to manage the interest rate exposure and are designated as cash flow hedges of foreign interest 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's non-included in 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 not assessed to the profit and loss in accordance with the cash flow of the hedged item. Hedge accounting was discontinued when the hedging instrument expired, no longer meets the hedging criteria, the future cash transaction is no longer highly probable, the hedged item instrument is derecognised or the hedging instrument is terminated.

The group has chosen to change the way it accounts for the fair value of its hedging instruments only year removing the OTC (credit valuation adjustment) component. The prior year figures have been restated to show the effects of 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 recorded as a share premium.

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

Non-current assets and liabilities are measured at their recoverable amount, being the maximum of the asset's fair value less costs of disposal and its value in use.

Assets and liabilities are measured at fair value, being the price that would be received from the sale of an asset or the settlement of a liability in an orderly transaction between market participants at the measurement date.

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Statement of accounting policies

The preparation of financial statements in compliance with IFRS 102 requires the use of certain critical accounting estimates, in a manner which requires management to exercise judgement in applying the accounting policies. Estimates and judgements are continually evaluated and are based on the knowledge, experience and other factors, including expectations, which are believed to be reasonable under the circumstances. The key estimates and judgements in preparing the consolidated financial statements are:

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

Loans and advances to customers are valued at the carrying amount of the financial asset less any impairment. Management assesses the need for provisions on impairment by determining the collectability of the expected future cash flows, using key assumptions. As the estimate is based on a certain number of assumptions about future events which may differ from actual outcomes, including non-compliance and regulatory interest and capital due in future years, this gives rise to judgement in valuing the relevant loan portfolio when the carrying value is not the fair value of the debtors' assets.

Management notes that provisions against non-compliance assets and its estimate and therefore performed sensitivity analysis on the provision. The results of the sensitivity analysis indicate that a change of 1% increase or decrease in the amount provided against the estimate balance sheet would have resulted in £3.8m less or more expense to be charged to the income statement during the period. (See note 16 for the carrying amount of the debtors and provisions at 31 June 2021).

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

Property development WIP is reviewed at the balance sheet date and is carried at the lower of carrying amount or the amount management estimate the net realisable value of the property development. Management judgement is required to provide key assumptions on the future completion of the property development, including property valuations, rate of sale and development costs.

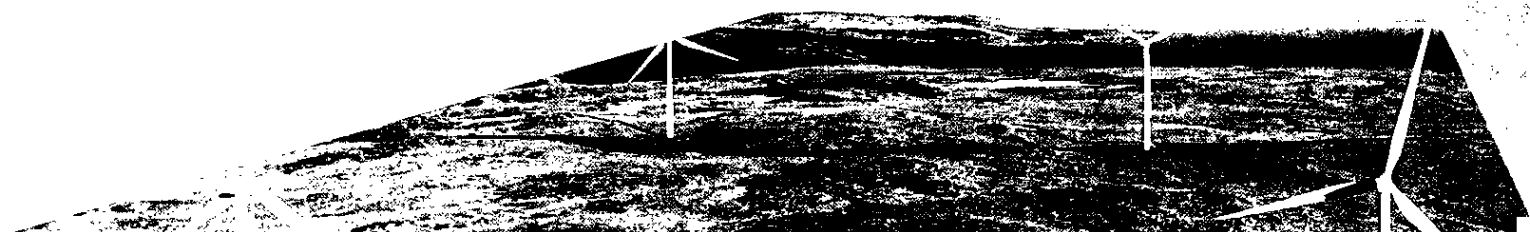
These estimates are used to judge whether the carrying amount is a portfolio between the carrying value and the fair value of the balance sheet at 31 June 2021. Management and its advisers have reviewed the assumptions used to determine the value of property development WIP and have observed no changes in performance that could impact the valuations at the 31 June 2021. (See note 11 for the carrying amount of the property development WIP).

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

Darlington Point Clean Energy Pty Limited (Darlington Point) which is one of the Group's overseas subsidiaries entered into a purchase price agreement (PPA) in 2019. The PPA includes a contract for difference (CfD) whereby Darlington Point may receive amounts from the customer based on the differences between a fixed selling price and the actual price for electricity sold to the Australian energy market. The directors believe the contract is outside the scope of IFRS 102 section 17 as it is not the sale of a non-financial item and the CfD is typical for such arrangements. Therefore this has not been covered for under IFRS 102 section 17 as a derivative contract with which the consideration (net of franchise fee) of the PPA contract is fair value.

iv. Business combinations (estimate)

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



4 FINANCIAL STATEMENTS 30 JUNE 2021

Statement of accounting policies

v. Decommissioning provision (estimate)

The provision for decommissioning costs are calculated as management's best estimate of the present value of the expenditure required to settle the future obligation to return land on which there are operations, wind farms or plants to its original condition. The value of the provision is determined to a high degree by the estimated structure, financing and risk transfer costs associated with the timing of decommissioning.

Wind Farms:

Management note that decommissioning provisions is a critical estimate and have therefore performed sensitivity analysis. The results of the sensitivity analysis concluded that a change of $\pm 1\%$ on the discount rate would have resulted in a $\pm 1\%$ increase or decrease in the provision. (See note 17 for the provision recognised at 30 June 2021). Management incur external expense to provide an estimated cost to decommission and have used a discount rate of 2% to reflect the time value of money and the risks specific to the obligation.

Australian solar farms:

A large solar farm based in Australia has recently been decommissioned to the ground and is now being decommissioned for 2021, calculated by an external expert. A discount rate of 2.5% has been used to reflect the time value of money and the risk specific to the obligation. Management note that decommissioning provisions is a critical estimate and have therefore performed sensitivity analysis. The results of the sensitivity analysis conclude that a change of $\pm 1\%$ on the discount rate would have resulted in $\pm 0.25\%$ change in the provision. (See note 17 for the provision recognised at 30 June 2021).

UK and French Solar (judgment):

Management believe that given the nature of these particular assets, the error may, with the exception of the right, not either contributed used to reabsorb the through selling the assets and as such do not believe that the balance of the balance sheet is not recovered in the long run. Management will continue to monitor the situation at each balance sheet date.

vi. Impairment of goodwill and investments (estimate)

The value of goodwill held by the Group and investments in subsidiary undertakings, net of the Company, is reviewed annually for impairment. The recoverability of these balances is always tested with reference to the present value of the estimated future cash flows. The calculation of the cash flow projections which extend forward to relevant business performance together with assumptions surrounding the expected life of the assets, externally prepared forecasts and valuations and any adjustments required to the discount rate to take account of business risk. The estimated present value of these future cash flows is sensitive to the discount rate and growth rate used in the calculation and if any are required management judgment. Testing of the carrying value has been performed during the year which has involved several external independent based on the testing and the resulting impairment recognition in the year. Management believes there is sufficient evidence to support the value of goodwill and investments in subsidiary entities.

Management note that impairment of goodwill and investments is a critical estimate and have therefore performed sensitivity analysis on the provision. The results of the sensitivity analysis conclude that a change of $\pm 1\%$ on the discount rate would have resulted in $\pm 0.25\%$ change in the provision. (See note 17 for the provision recognised at 30 June 2021).

4 FINANCIAL STATEMENTS FOR YEAR ENDED 2021

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

Analysis of turnover by category

	2021	restated: 2020
	£'000	£'000
Leisure activities	56,552	70,307
Food and drink sales (includes catering and food)	179,820	155,054
Entertainment and leisure services	141,826	70,037
Marketing and advertising	42,266	78,743
Other income	4,838	—
	425,302	370,457

Includes income from the sale of goods and services of £27,000 and £200,000 in 2021 and 2020 respectively for the year ended.

£7,000,000 in 2021 and £1,000,000 in 2020.

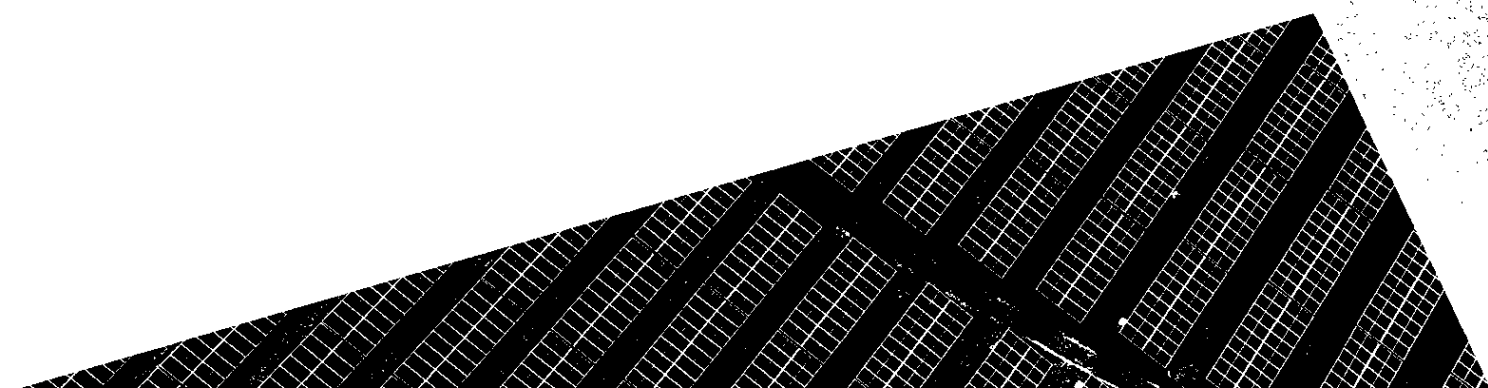
Analysis of turnover by geography

	2021	restated: 2020
	£'000	£'000
United Kingdom	384,799	360,334
Other	31,893	23,423
Restated total	8,610	—
	425,302	380,457

Other income

	2021	restated: 2020
	£'000	£'000
Additional income and other services	9,454	4,716

Note 26 details the non-current adjustments.



4 FINANCIAL STATEMENTS TO 30 JUNE 2021

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

Figures stated after charging depreciation

	2021	2020
£'000		
Profit before taxation	2,000	2,020
Depreciation and amortisation	34,991	33,989
Financial income and other income	85,917	73,610
Financial expenses	146	199
Amortisation of premium on acquisition of subsidiary undertakings	1,134	940
Amortisation of intangible non-current assets	513	502
Share of net assets of subsidiary undertakings	672	264
Financial expense on acquisition	4,402	392
Financial income	7,502	8,980

Note 16 details the impact of period adjustments

	2021	2020
£'000		
Capital reserves	41,383	21,570
Profit and loss reserves	3,809	2,635
Other reserves	1,676	1,240
	46,868	25,445

The Group provides a defined contribution pension scheme for those employed in the UK. The amount recognised as an expense for the defined contribution scheme is shown in the table above.

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

	2021	2020
Number		
Production	699	392
Construction	348	287
Others	3	3
	1,050	682

The Company had no employees other than Directors during the period ended 30 June 2021/2020, none



4 FINANCIAL STATEMENTS 30 JUNE 2021

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

	2021	2020
	£'000	£'000
Dividends	163	185

During the year no pension contributions were made in respect of the directors (£126,000) and the Group has not in the key management (£300,000).

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 in 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).

Q

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.

4 FINANCIAL STATEMENTS 30 JUNE 2021

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 profits 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	1,275
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	–	(257)
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 25 details the prior period adjustments.

4 FINANCIAL STATEMENTS AND FINANCIAL RISK

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

	Software	Goodwill (restated)	Development rights	Total
Group	£'000	£'000	£'000	£'000
Cost				
Cost of software		1,127,294	1,217	14,576
Cost of development rights acquired in business combinations	12	12		12
Depreciation	845	1,538,899		64,927
Disposals	—	(1,819)		(1,849)
Change in fair value		779	181	658
At 30 June 2021	897	757,107	10,216	768,220
Accumulated amortisation				
Amortisation of software	—	120,290	625	120,915
Impairment	—	(42,119)	—	(42,219)
Cost of software sold		(14)		(14)
Change in fair value	40	(74,342)	(469)	(34,091)
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
Revaluation of goodwill	—	583,998	2,672	593,660

The gain on transfer of non foreign currency denominated goodwill is recognised in other comprehensive income. Amortisation of goodwill is charged to administration costs.

Details of the analysis of goodwill during the year ended 30 June 2021 can be found in Note 6.

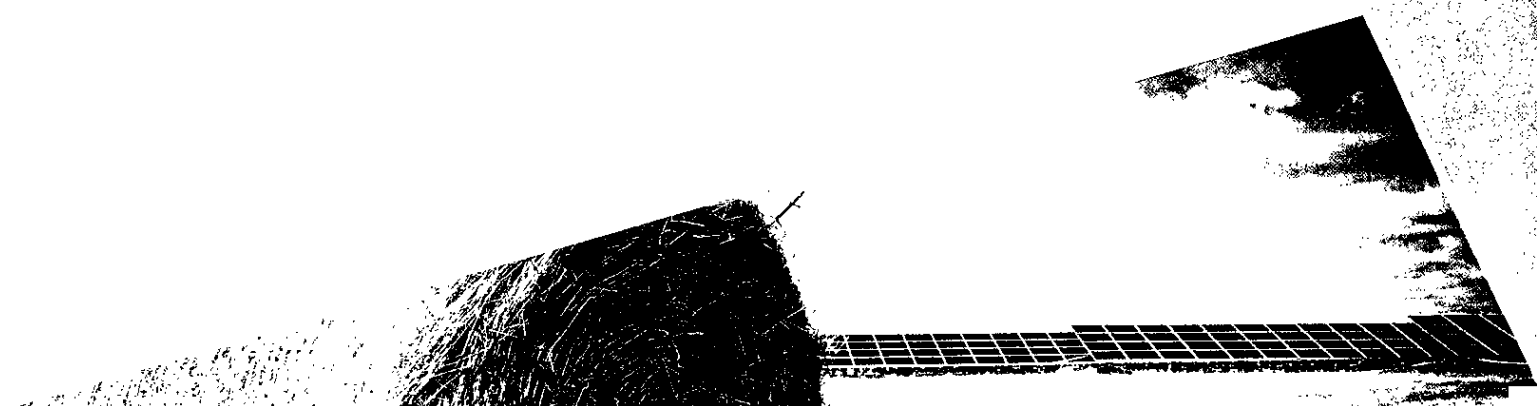
During the year the group disposed of an intangible asset at a cost of £4,170K and accumulated goodwill impairment was written back in the current year profit or loss and £1,849,181 of goodwill was revalued in the year. Gain on sale recognised in the profit and loss was £1,480,110.

No impairment has been recognised on goodwill in 2020 or 2021.

No assets have been pledged as security for liabilities at year end 2020 or 2021.

The Company has no intangible assets at 30 June 2021.

Note 20 details the other period analysis.



4 FINANCIAL STATEMENTS 30 JUNE 2021

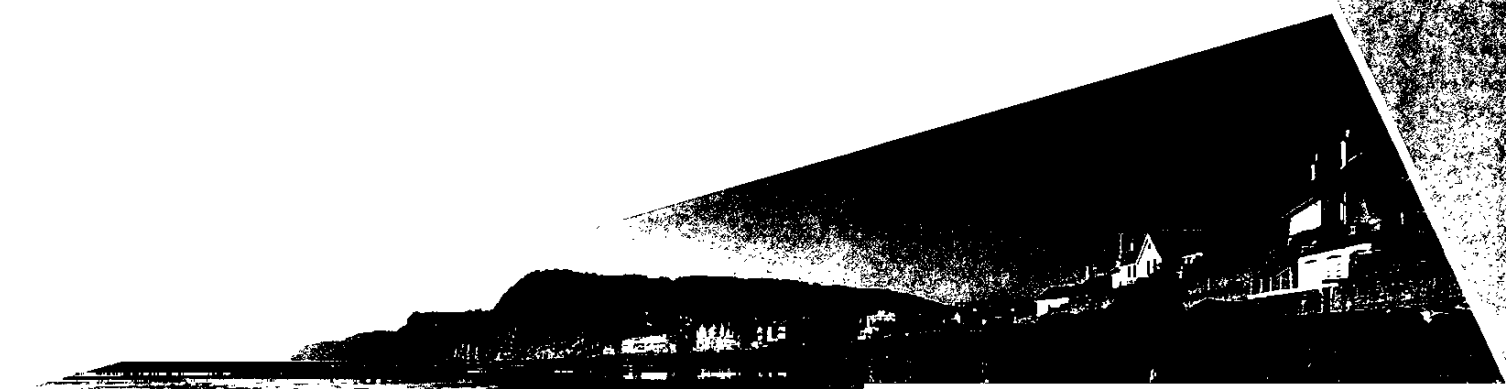
Notes to the financial statements for the year ended 30 June 2021

	Land and buildings	Power stations	Plant and machinery (restated)	Network assets	Assets under construction	Total (restated)
Group	£'000	£'000	£'000		£'000	£'000
Cost						
Land and buildings	599	165,145	1,370,190	—	245,817	1,779,163
Power stations	1,114	9,303	65,092	—	44,401	120,072
Equipment through construction and under construction	3,464	146,674	59,618	5,946	735	196,467
Plant and machinery	141	—	(21,146)	—	—	(21,450)
Network assets	380	339	215,659	21,364	237,169	
Construction	(5,120)	(2)	(9,348)	—	—	(13,770)
At 30 June 2021	8,531	317,467	1,664,925	27,288	43,277	2,061,488
Accumulated depreciation						
Land and buildings	964	1,1680	353,937	—	—	432,514
Power stations	1146	11,380	71,071	1,294	—	85,917
Equipment	(59)	(1)	(8,330)	—	—	(8,390)
Plant and machinery	2,391	—	(2,114)	—	—	217
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
Assets under construction	5,095	6,465	1,018,158	—	245,817	1,346,055

Included within tangible assets are capital expenditure costs directly attributable to bringing the asset into use. The net carrying amount of assets held under finance leases included in plant machinery, fixtures and fittings is £10,554,000 (2020: £53,765,000).

The Company has no intangible assets at 30 June 2021.

Note 26 details the property and equipment.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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	(10,718)	(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).

4 FINANCIAL STATEMENTS 30 JUNE 2021

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

Unlisted investments comprise the Group's holding of the membership interest in Fenio LLP's long-term business and its on-lending to Bracken Trading Limited. Fenio co-founded Fenio LLP in October 2012 with the intention of conducting a prohibition on its future trade through the partnership. Additions and disposals of unlisted investments relate to acquisitions and disposals in Fenio LLP. There will be no cash requirements and no other financials for Fenio as it has a small shareholding in Bracken Trading Limited from time to time. Fenio's investment in Bracken Trading Limited at 30 June 2021 was £Nil (30 June 2020: £Nil). The directors do not consider Fenio LLP or Bracken Trading Limited to be subsidiary undertakings of Fenio Trading Limited (formerly, Fenio Trading 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
Cash at bank and in hand	117,141	150,452
Restricted cash	55,337	16,236
Cash at bank and in hand	172,478	206,688

The Company has a cash balance of £1,573,452 as at 30 June 2021, in none of which was restricted.

	Group	
	2021	2020
	£'000	£'000
Accruals	2,195	2,194
Tax, other provisions and other liabilities	18,593	17,172
Property, plant and equipment	73,923	55,040
	94,711	74,406

The amount of stocks recognised as an expense during the year was £41,112,000 (2020: £46,539,700).

Included in the fuel, spare parts and consumables stock value is a provision of £459,000 for unusable fuel stock (2020: £408,000).

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.



4 FINANCIAL STATEMENTS OF DUNE LTD.

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			
Trade payables	16,128	17,185	—
Amounts falling due within one year			
Trade receivables	369,384	118,919	—
Prepayments	16,121	16,977	8
Due from group undertakings	3,950	—	12,751
Other receivables	27,696	5,032	5,008
Trade and other payables	6,603	4,233	—
Due to group undertakings	6,469	14,901	—
Due to other undertakings	154,375	144,244	32,616
	600,726	842,549	50,383

Trade receivables to customers are stated net of provisions of £10,199,000 (2020: £3,773,000).

Prepayments and other receivables are stated net of provisions of £17,741,000 (2020: £7,578,000).

All interest in related companies is owed by group undertakings as the outstanding balances are unsecured and are typically repaid within 12 months.

Note 26 details the principal debt covenants.



4 FINANCIAL STATEMENTS TO 30 JUNE 2021

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

	Group		Company
	2021	2020	2021
	£'000	£'000	£'000
Bank loans and overdrafts (note 1)	47,386	49,768	—
Trade payables	23,390	15,403	16
Other payables	—	8,609	—
— from the group associated companies	—	19	—
Provisions for liabilities	61,165	19,601	—
Amounts payable to related companies (note 1)	—	—	20,203
Financial assets (note 1)	3,147	2,512	—
Derivative financial instruments (note 1)	143	20,041	—
Receivables and prepayments (note 1)	72,087	67,000	2,705
	207,318	232,613	22,924

	Group	
	2021	2020
	£'000	£'000
Amounts falling due between one and five years		
Bank loans and overdrafts (note 1)	247,297	269,228
Trade payables (note 1)	6,125	2,078
Derivative financial instruments (note 1)	—	2,658
Other payables	5,415	9,138
	258,837	283,092

	Group	
	2021	(restated) 2020
	£'000	£'000
Amounts falling due after more than five years		
Bank loans and overdrafts (note 1)	577,235	714,460
Trade payables (note 1)	24,495	28,326
Derivative financial instruments (note 1)	42,772	54,619
	644,502	828,227
Total amounts falling due between one and five years	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 10 details the prior period adjustments.

4 FINANCIAL STATEMENTS 30 JUNE 2021

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

	2021	2020
Group	£'000	£'000
Fixed finance lease	47,386	99,788
Less: Finance lease liabilities due within one year	247,297	269,213
Less: Finance lease liabilities due after one year	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 held by the subsidiary shown below.

	Interest rate	2021	2020
		£'000	£'000
Valers Energy Limited	6 month LIBOR plus 1.60%	438,140	488,179
Radar Energy and Infrastructure Limited	LIBOR/EURIBOR plus 2.00%	—	52,008
Elbow Energy 2 Limited	3 month EURIBOR plus 1.20%	8,613	10,083
Plus Energy 2 Limited	Fixed rate 1.70%	26,382	30,250
Boomerang Energy Limited	6 month LIBOR plus 1.50%	295,344	326,627
Danriggas Port Solar Family Limited	1 month BBSY plus 1.85%	—	84,682
Waltham 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 two years	6,196	7,604
Later than two 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.

4 FINANCIAL STATEMENTS 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
Charge recognised in profit and loss	(239)	8,046	7,807
Exchange rate adjustment	3,373	–	3,373
Drawdown of provision	262	–	262
Adjustment relating to credit risk adjustment	101	(4,203)	(4,102)
Gain on revaluation	(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 bi-annual 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
149,676,253 (2020: 178,435,214) ordinary shares of £0.11 each	149,676	178,435
Company	2021	
Allotted, called-up and fully paid	£'000	
149,676,253 (2020: 178,435,214) ordinary shares of £0.11 each	149,676	

During the year the Group issued 1,500,000 (2020: 63,039,616) ordinary shares of £0.11 each for an aggregate nominal value of £165,000 (2020: £6,937,368). Of the total shares issued, 1,384,345,214 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 £1,991,511,000. This transaction met the conditions required to qualify for merger relief. As such, the premium resulting from the share-for-share exchange transaction is recorded 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) prescribed as group shares.



4 FINANCIAL STATEMENTS TO JUNE 2021

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

Issued in preference to ordinary shares, shares issued during the year totalled 1,182,196 of £0.125 each (£147,773,100). At 30 June 2020, the shares in issue totalled 1,177,038 of £0.125 each (£147,129,750). During the year, the Group purchased 4,444,700 of £0.125 shares (including 1,966,086 of its own ordinary shares) for an aggregate nominal value of £444,700 (£119,610) and a premium of £1,000,000 (£237,610) was paid for the shares. A dividend of 10 pence per share of £12,117,471 (£3,139,309) was paid on the shares. There were no immediate cash and other considerations.

The Group has adopted pre-emption rights in its articles of association as part of its general policy of protecting the interests of shareholders and to provide a means by which it may raise extra funds without recourse to a new issue of shares, and after the resolution had been adopted as an amendment to the Group's articles of association.

During the year, the Group issued 1,500,000 of £0.125 ordinary shares of £0.125 each with an aggregate nominal value of £150,000 (£12,000) and £6,314,000 (£505,120) of £0.125 shares (£698,271,000) was paid for the shares, giving rise to a premium of £6,164,000 (£503,120) (£91,866,000) of which £1,000,000 (£80,000) is preferred in the merger reserve, as the shareholders of the companies required to qualify for merger relief. During the year, the company purchased 4,444,700 of £0.125 shares (including 1,966,086 of its own ordinary shares) of £0.125 each with an aggregate nominal value of £444,700 (£36,180) and £120,000 (£9,600) of £0.125 shares (£9,600,000) was paid for the shares, giving rise to a premium of £7,399,700 (£591,920) (£2,839,000). There were no immediate cash and other considerations.

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends or the repayment of capital.

Cash flow hedge reserve

The cash flow hedge reserve is due to the Group's hedging activities from the Group's cash flow hedging arrangements.

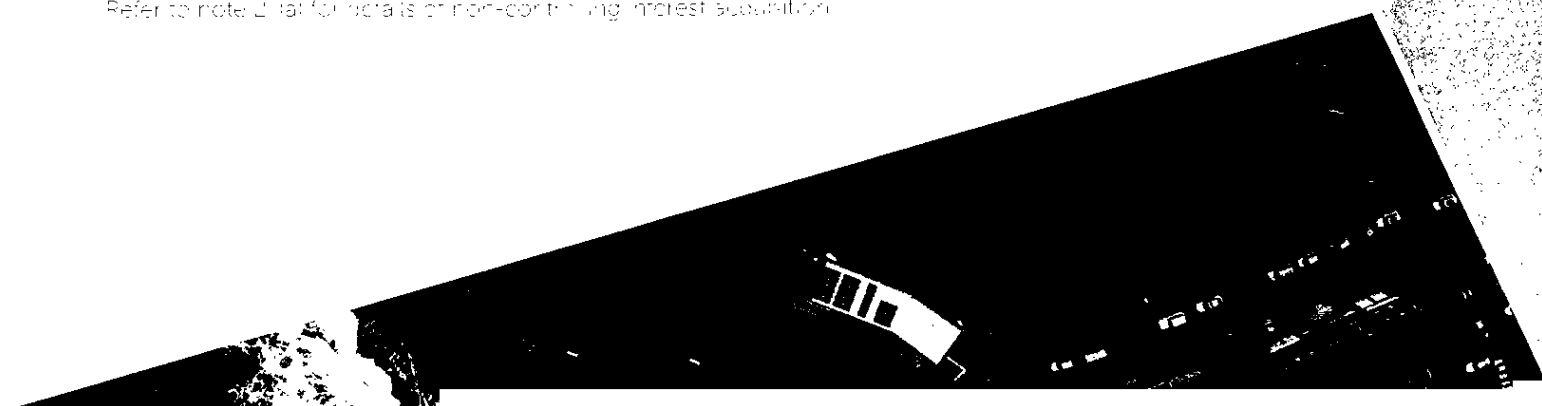
Merger reserve

The merger reserve arises from the difference between the fair value of the shares issued and the book value of the subsidiaries acquired.

The movement in non-controlling interest was as follows:

Group	Note	Group	
		2021 £'000	2020 £'000
At 1 July		9,570	15,438
Share purchased by controlling interest in the Group's trading interests	27	(1,842)	(2,500)
Total non-controlling interest attributable to non-controlling interests		(4,007)	(3,568)
At 30 June		3,721	9,570

Refer to note 2 for details of non-controlling interest acquisition.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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. This commitment is to pay between £2,000 and £5,000 per MW of installed capacity for each inflation-indexed, depending on local planning conditions, over the operating lives of the wind farms, which amounts to an annual commitment of £1,029,000 (2020: £1,028,000) across all sites (2020: 24) of the Group's UK solar farms also make ongoing community benefit contributions, amounting to an annual commitment of £360,000 (2020: £360,000) (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		Company	
	2021 £'000	restated 2020 £'000	2021 £'000	
Carrying amount of financial assets				
Debt instruments measured at amortised cost	433,280	679,171	17,767	
Measured at fair value 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 (impairment losses reversed)	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

The Group's financial risk management seeks to minimise the exposure to market risk (commodity, liquidity and credit) and, risk, and energy market risk.

a) Market risk

Currency risk

The Group presents its financial statements in sterling and its products are sold mainly in Poland, other currencies being Czech, Greek, Euro and Russian rouble and, therefore, the Group is exposed to foreign exchange risk due to exchange rate movements, which affect the currency transactional exposure and the reputation of earnings and net assets of its non-sterling operations.

Transactional exposures

Transactional exposures arise from administrative and other expenses incurred other than the Group's prescriptive currency. Therefore, the Group enters into forward foreign exchange contracts and foreign exchange swaps to mitigate the exchange rate risk for certain foreign currency payables and receivables and foreign currency contracts and swaps are measured at fair value, which is determined using valuation techniques that utilize derivative inputs. The key inputs used in valuing the derivatives are the forward exchange rates for GBP/AUD and GBP/EUR. On 30 June 2021 the fair value of the foreign currency contracts was an asset of £6,449,000 (2020: £1,497,000) and a liability of £143,000 (2020: £227,900).

Translational exposures

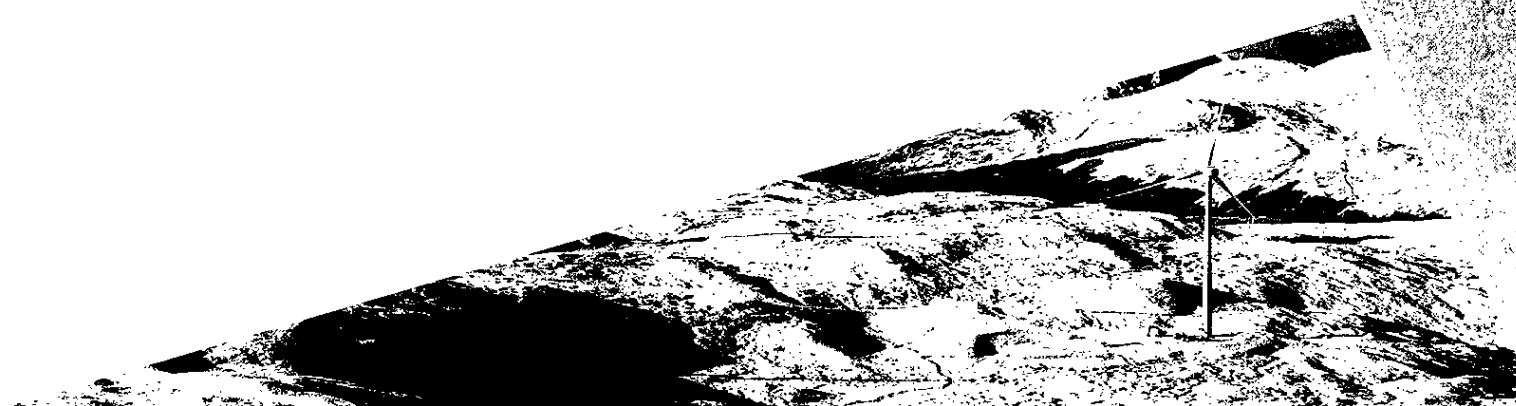
Balance sheet translational exposures arise on consolidation from the retranslation of the balance sheet of non-sterling operations into sterling and the Group's presentational currency. The level of exposure is reviewed by management and the potential foreign exchange movement is within an acceptable level of risk and, therefore, typically the Group's policy is not to actively manage these exposures.

Interest rate risk

The Group has exposure to fluctuations in interest rates on its borrowing. Where the Group enters into borrowing arrangements with floating rate interest, a swap agreement is entered into to fix a portion of the interest in order to mitigate against an increase in interest rates. The portion of interest to be fixed is assessed on a case by case basis. Management can elect whether to hedge account for the swap arrangements on an individual transaction basis and have elected to apply hedge accounting for interest rate swaps. The swaps are based on a principal amount of the loan facility and mature on the same date (on 30 June 2024). The outstanding interest rate swaps have a maturity in excess of five years and the fair value is a liability of £42,623,000 (2020: £64,812,000) (restated).

Price risk

The Group is a short to medium-term lender to the residential property market. To the extent that there is deterioration in the level of house prices that affects the properties that the Group's loans are secured against, there is a risk that the Group may not recoup its full exposure. This is mitigated by the short-term nature of the loans and the conservative level of loan to value that the Group is prepared to lend at.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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 risk is 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 sensitive levels of debt. Borrowing is on a long-term basis, whilst 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.

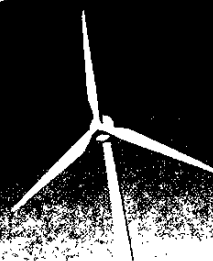
At the year end the Group had capital commitments as follows:

Group	2021 £'000	2020 £'000
Contracted for but not provided in the financial statements	90,156	92,879
Undrawn facilities (loan and finance)	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 £'000	Other £'000	Land and buildings £'000	Other £'000
Payments due:				
Not later than one year	8,031	749	6,945	335
Later than one year and not more 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 in 2020/21 none.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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

In accordance with IFRS 16 and IFRS 9A in the Companies Act 2006, the parent company Fern Trading Limited (formerly Fern Trading Group Limited) has disclosed all outstanding liabilities to which it is subject as at the balance sheet date of 30 June 2021 and they are satisfied in full. These amounts total £1108 611 017.50 in aggregate. Any off-balance sheet Fern Trading Limited (formerly Fern Trading Group Limited) liability contingent, with primary solvency status.

The Company has no financial interest 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 the reference power stations. The Company paid total cash consideration of £19, for net assets of £18. No goodwill was recognised upon acquisition.

On 27 August 2021 Fern Trading Development Limited, a subsidiary of Cedar Energy and Infrastructure Limited acquired 100% of Duvach Wind Farm for £119.6m (AUD \$229.0m). This is a construction ready 160MW wind farm located in Queensland, Australia. E3 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 has yet to be finalised. The Directors therefore consider it impracticable to disclose this information in the financial statements. The most recent management accounts as at 30 September 2021 showed aggregated net assets of £114m.

On 22 October 2021 Global Energy Resources Limited, a subsidiary of Cedar Energy and Infrastructure Limited acquired 100% shareholding of Duvichard Limited. The Company paid a total cash consideration of £9,097,000. Given that this has been a recent acquisition the identifiable assets and liabilities at completion and goodwill has yet to be finalised. The Directors therefore consider it impracticable to disclose this information in the 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 Cedar Energy and Infrastructure Limited received an advanced payment of £40,000,000 for the sale of Nordic Power Development Limited to immediate subsidiary. This boosts its interest bearing and repayable in the event that the sale is unsuccessful.

4 FINANCIAL STATEMENTS AND ACCOUNTING POLICIES

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

Under FRS 102 32.14 a shareholder is given a right of nomination. Entered into by the directors and members of the Group, on 28 January 2021, is a party to the transaction wholly owned by, and in the name of, the Group.

During the year fees of £401,121.00 (£61,700) were received from Group management and all other fees received from the Group were paid to the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

During the year fees of £401,121.00 (£61,700) were charged to the Group by Group management. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

The Group is entitled to a share of the profits of the investment in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

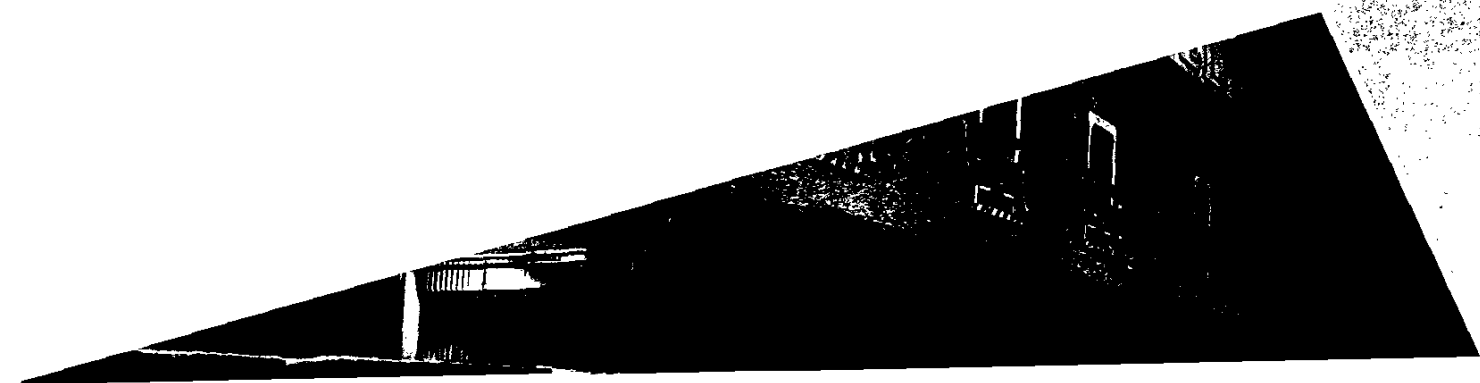
During the year the Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

On 30 June 2021 the Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

Under FRS 102 32.14 a shareholder is given a right of nomination. Entered into by the directors and members of the Group, on 28 January 2021, is a party to the transaction wholly owned by, and in the name of, the Group.

Other than the transaction disclosed above the Company has no other related party transactions. The Group has a 100% shareholding in the Group. The Group has a 100% shareholding in the Group.

The directors of the Company are the shareholders of the Company and are not related parties.



4 FINANCIAL STATEMENTS TO 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 previously only disclosed derivative assets on the balance sheet at fair value, accounted for using hedge accounting. At the year end on 30 June 2020 the Group has elected to change the way it estimates fair value of its derivative financial instruments and has adopted the close-out net method to reflect current market practice and in the interests of clarity, including inclusion of credit risk netting. As this does not change accounting for the Group under IFRS 32, it is disclosed that the prior year statements are restated to reflect the change to ensure consistency in the way the Group has disclosed its position in previous years.

A summary of the impact of the accounting policy change is included below:

Group	Year ended 30 June 2019 (as stated) £'000	Adjustments £'000	Year ended 30 June 2019 (restated) £'000
Financial assets	(17,921)	(15,887)	(33,808)
Interest payable and financial expense	(1,608)	(2,240)	(3,848)
Financial expense	(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
Financial assets	(45,153)	(18,684)	(63,837)
Interest payable and financial expense (P&L)	(1,308)	(515)	(1,823)
Derivative liability	(73,681)	(5,168)	(78,849)
Deferred tax liability	(34,857)	(1,047)	(35,904)
Interest payable and financial expense through other comprehensive income	(413)	(1,647)	(2,060)

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 £47,8,000 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: sold aged beer, and any insurance proceeds. Refer to Note 2 for the split of other income.



4 FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

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

c) Goodwill

When preparing the current year financial statements, management have identified a material misstatement of goodwill for the year ended 30 June 2020. Management have subsequently done an extensive review of the goodwill goodwill impairment and controls in place to monitor and report on goodwill in the future. The impact of the misstatement on the year ended 30 June 2020 is as follows:

Group	Year ended 30 June 2020 (as stated) £'000	Adjustment £'000	Year ended 30 June 2020 (restated) £'000
Goodwill	14,118	(10,839)	3,279
Accumulated amortisation	(135,870)	15,580	(120,290)
Goodwill net of amortisation	31,118	6,741	24,377

Included in the statement of financial position is goodwill of £3,279,000 to represent:

d) Decommissioning provision

For the year ended 30 June 2020, a provision was implemented by the group entities with farms to reflect the cost that would be incurred if the sites were to be decommissioned. It was noted during the audit for the year ended 30 June 2020 that under EPR10, the provision was not correctly calculated and estimated. To correct this, management have adjusted the provision by £20,680,000. With the current management review, the provision for the year ended 30 June 2020 was £100,000,000. The related amount for the Group's statement of financial position and the related note number was:



4 FINANCIAL STATEMENTS TO 30 JUNE 2021

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

a) Saunamaa Wind Farm Oy and Voyrinkangas Wind Farm Oy

On 30 June 2021, the Group acquired 100% interest in the wind farms in both Saunamaa Wind Farm Oy and Voyrinkangas Wind Farm Oy through its special interest (100%) in the subsidiaries. The Group acquired the 100% consideration of €1,083,551 net of VAT (€900,000) and there was no additional goodwill or impairment on the acquisition.

b) CEPE Berceronne SARL

On 28 October 2021, the Group acquired CEPE Berceronne SARL, a 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
Cost of inventory	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 20 years, reflecting the lifespan of the assets acquired.

The consolidated statement of comprehensive income for the year includes FNI revenue and profits before tax of £153,871 in respect of this acquisition.



4 FINANCIAL STATEMENTS FOR THE YEAR

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

c) Guardbridge Sp. z o.o

On 30 June 2021 the Group acquired Guardbridge Sp. z o.o through the purchase of 100% of the share capital of the company for €10,558,000 (€10,558,000).

In order to acquire the 100% share capital of the acquired company, the Group has acquired assets and liabilities shown below at their acquisition date.

	Exchange Rate	
Consideration	€'000	£'000
Cash	9,990	11637
Directly attributable costs	568	11637
Total consideration	10,558	9,073

Details of the fair value of the net assets acquired are given in the table below.

	Book values	Adjustments	Fair value	Book values	Adjustments	Fair value
	€'000	€'000	€'000	£'000	£'000	£'000
Net Assets	9,257	-	9,257	7,966	-	7,966
Intangible intangible asset	4	-	4	5	-	5
Fixed assets	80	-	80	68	-	68
Prepayments and other receivables	179	-	179	14	-	14
Other receivables	10	-	10	11	-	11
Net liabilities acquired	9,518	-	9,518	8,179	-	8,179
Goodwill			1,040			874
Total consideration			10,558			9,073

Goodwill resulting from the business combination was £874, which has a maximum useful life of 12 years, reflecting the duration of the assets involved.

The consolidated statement of comprehensive income for the year ended 30 June 2021 shows a loss before tax of £7,100, reflected in the acquisition.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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 undertaking (through the purchase of 100% of the share capital) for £19,038,000 of direct consideration and £1,716,752 of indirect (contingent deferred) consideration. Vorboss Limited is a mining and processing fibre network in control of iron ore.

The following tables summarise the consideration paid by the Group, the fair value of the assets acquired and the goodwill assumed at the acquisition date. All of the entries assumed are set out in note 1.3.

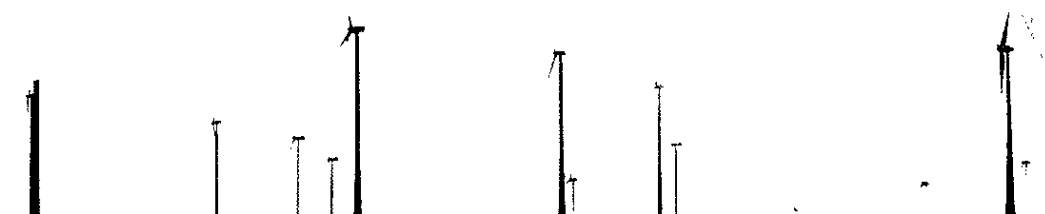
Consideration	£'000
Cash	14,782
Directly attributable costs	2,256
Deferred consideration	4,718
Total consideration	21,756

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
Prepaid and other receivables	1,457	–	1,457
Stock and other inventory	315	–	315
Payables and other liabilities	97	–	97
Other intangibles	(1,540)	–	(1,540)
Net assets acquired	2,004	–	2,004
Goodwill			19,752
Total consideration			21,756

Goodwill arising from the business combination was £19,751,977 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 £7,562,800 in respect of this acquisition.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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 M22 Evolution Limited) a supplier of fibre network, through the purchase of 100% of the share capital for consideration of £2,115,763 and contingent deferred consideration of £1,556,157.

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 23.

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
Goodwill	176	–	176
Trade and other receivables	(310)	–	(310)
Trade and other payables	124	–	124
Fixed and leasehold assets	104	–	104
Equipment and associated intangible	1	–	1
Other intangibles	(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 Vækstur power area through the purchase of 100% of the share capital for total consideration of £1,270,000.

The following table summarises the accounting adjustments to the Group the fair value of assets acquired and liabilities assumed at the acquisition date. All intangible assets acquired are set out in note 19.

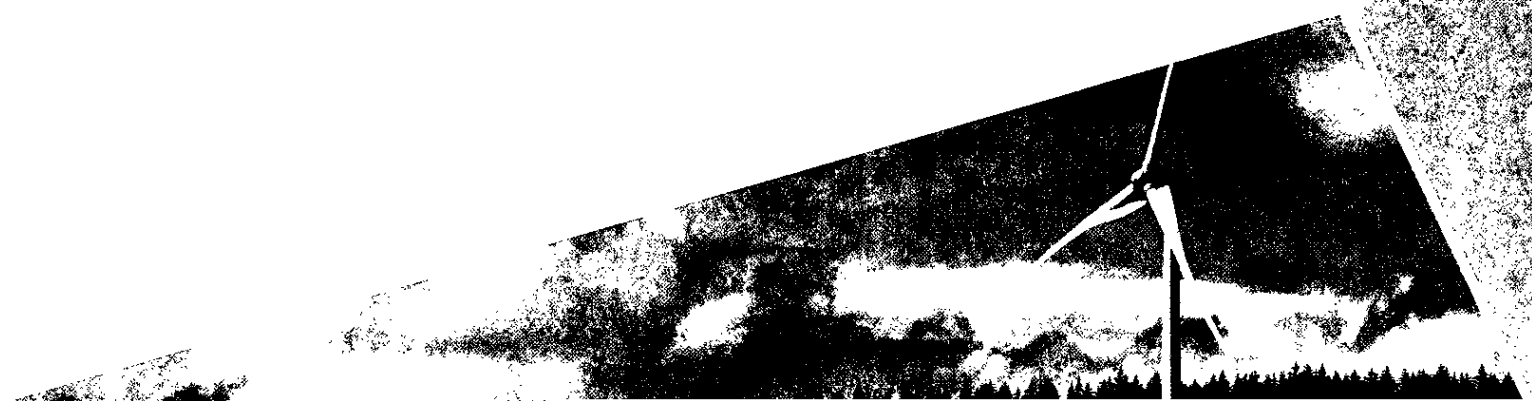
Consideration	£'000
Transfer of cash	1,270
Total consideration	1,270

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	£8,190	(19,942)	£8,248
Receivables	–	–	–
Trade and other receivables	1,712	–	1,712
Debt and other liabilities	£8,800	–	£8,800
Provisions for doubtful debts	1,050	–	1,050
Other assets	(42,060)	–	(42,060)
Other liabilities	(3,007)	–	(3,007)
Net assets acquired	21,212	(19,942)	1,270
Goodwill	–	–	–
Total consideration			1,270

There is no goodwill resulting from the business combination.

The consolidated statement of comprehensive income for the year includes revenue of £2,351,652 and a corporation tax of £1,993,154 in respect of this acquisition.



4 FINANCIAL STATEMENTS 2021

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

g) Snetterton acquisition

On 27 April 2021, the Group acquired Snetterton Renewable Power Holdings Limited and its subsidiary undertakings through the purchase of 100% of the share capital for a consideration of £176,438,000.

The following table summarises 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 29.

Consideration	£'000
Share	175,969
Debt attributable to it	473
Total consideration	176,438

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

	Book values £'000	Adjustments £'000	Fair value £'000
Goodwill	148,240		148,240
Trade and other receivables	5,665		5,665
Fixed and intangible assets	7,019	—	7,019
Plant	2,917	87	3,004
Assets held for sale	13,131		13,131
Fixed assets and other intangible	1105		1,105
Net assets acquired	158,771	87	158,858
Goodwill			17,580
Total consideration			176,438

Goodwill arising from the business combination was £17,580,000 and has been assigned a useful life of 25 years, reflecting the lifespan of the assets acquired.

The Group's consolidated net revenue for the year ended 30 June 2021 was £2,422,260, net revenue and a profit before tax of £417,000 in respect of this acquisition.



4 FINANCIAL STATEMENTS 30 JUNE 2021

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 Q-Squared Property Developments (Chertsey) Limited), a development site for a retirement village, through the purchase of 100% of the share capital for £8,881,236: in direct consideration, 2,500,000 in deferred consideration and 2,049,000 in deferred contingent consideration.

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

Consideration	£'000
Cash	8,666
Deferred consideration	2,500
Deferred contingent consideration	2,049
Direct 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
Cash	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 includes £Nil revenue and a loss before tax of £Nil in respect of this acquisition.

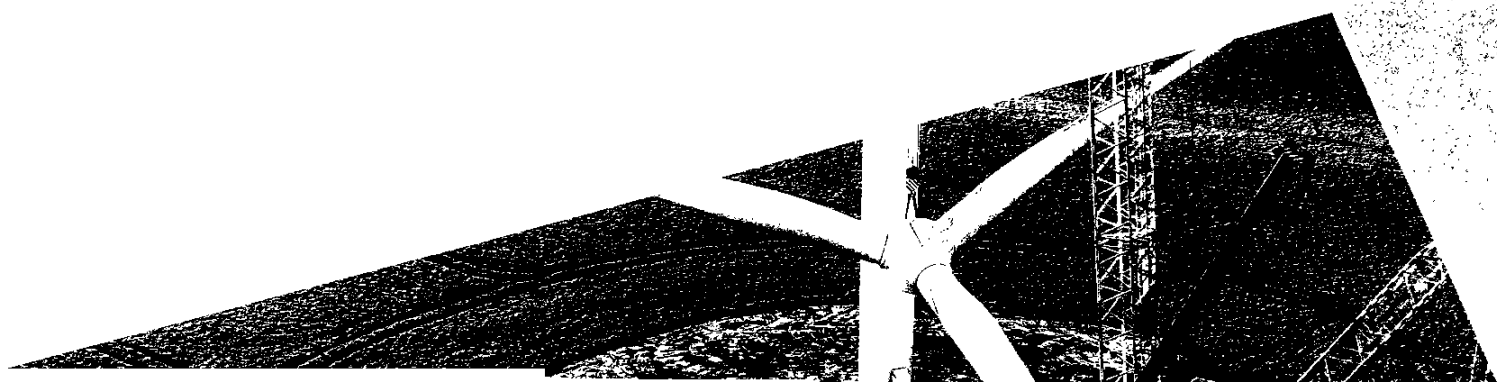
Notes to the financial statements for the year ended 30 June 2021

Our financial statements are prepared in accordance with the United Kingdom Accounting Standards (including Financial Reporting Standard 17) applicable in the United Kingdom starting on page 10 and our annual report on page 12. In our view, the financial measures that we use include those that have been derived from our selected results and financial information that we consider to be most important. These are the measures used in our IFRS financial measures.

Net debt

We include net debt in our view of cash and debt as a way of assessing our overall cash position and it is calculated as follows:

		2021	2020
	£'000		
Long-term debt, net of cash and cash equivalents	841,918	1,084,491	
Short-term debt	–	8,359	
Gross debt	871,918	1,091,850	
Long-term debt, net of cash and cash equivalents	(172,478)	(206,628)	
Net debt	699,440	885,162	



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

EBITDA

EBITDA is before interest tax, depreciation and amortisation. EBITDA is calculated by adjusting financial results for interest tax, depreciation and amortisation in addition to income and expenses that do not relate to the day-to-day operations of the Group. Management should be able to identify any profit/loss as it allows us to assess our performance without the effects of financing and capital expenditures.

EBITDA is not a statutory measure and is not subject to audit or regulatory requirements.

	Note	2021 £'000	2020 £'000
Loss for the financial year		(29,313)	(43,609)
Assets			
Amortisation of intangible assets	2	54,991	32,989
Depreciation of property, plant and equipment	3	85,917	73,610
Impairment of the goodwills and intangibles	4	56,067	50,873
Financial income		–	21,648
Loss	5	8,140	9,424
Liabilities			
Impairment of investment assets and intangibles		(449)	(94)
Impairment of property, plant and equipment		(1,755)	(2,303)
Impairment of financial assets		(28,568)	(1,799)
EBITDA	6	104,036	154,418

Note 26 details the cash flow adjustments.

4 FINANCIAL STATEMENTS – SUPPLEMENTARY INFORMATION

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

Details of the subsidiary undertakings are set out as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Academy of Solar Thermal Limited	UK	Ordinary	100%	Energy generation
Adonis Production & Energy Holding Limited	UK	Ordinary	100%	Holding company
Aegion SAS	France	Ordinary	100%	Energy generation
Affinity Holdings Ltd	UK	Ordinary	100%	Holding company
Aluminium Rock Energy Limited	UK	Ordinary	100%	Energy generation
Aquiline Wind Company Limited	UK	Ordinary	100%	Energy generation
Avalon Clean Energy Limited	UK	Ordinary	100%	Energy generation
Banbury Energy Limited	UK	Ordinary	100%	Energy generation
Batonville SAS	France	Ordinary	100%	Energy generation
Batsford SAS	France	Ordinary	100%	Holding company
Bechtel Energy Limited	UK	Ordinary	100%	Energy generation
Bechtel Energy Limited	UK	Ordinary	100%	Energy generation
Bechtel Holdings Limited	UK	Ordinary	100%	Dominant company
Bechtel Windfarm Limited	UK	Ordinary	100%	Energy generation
Bethesda Energy Limited	UK	Ordinary	100%	Energy generation
Birmingham Solar Limited	UK	Ordinary	100%	Energy generation
Biodiversity Reform Limited	UK	Ordinary	100%	Energy generation
Biodiversity Limited	UK	Ordinary	100%	Energy generation
Bolton Energy Limited	UK	Ordinary	100%	Energy generation
Bonnamy Energy Limited	UK	Ordinary	100%	Holding company
Boreas Energy Limited	UK	Ordinary	100%	Holding company
Bramble Energy Limited	UK	Ordinary	100%	Energy generation
Brenton Solar Energy	UK	Ordinary	100%	Energy generation
Brighton Bay Wind Development Holdings Limited	UK	Ordinary	100%	Holding company
Brighton Bay Wind Development Limited	UK	Ordinary	100%	Energy generation
Brighton Bay Wind Development Limited	UK	Ordinary	100%	Energy generation
Brighton Bay Wind	UK	Ordinary	100%	Energy generation
Brookton Battery Power Limited	UK	Ordinary	100%	Energy generation
Calais Energy Limited	UK	Ordinary	100%	Holding company
Can Limited	Ireland	Ordinary	100%	Energy generation
Castle Solar Farm Limited	UK	Ordinary	100%	Energy generation
Cathryn Energy Limited	UK	Ordinary	100%	Energy generation

4 FINANCIAL STATEMENTS 30 JUNE 2021

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

Name	Country of incorporation	Class of shares	Holding	Principal activity
Cauldrey Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Cedar Energy and Infrastructure Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CEFE Bourdonne SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE du Grondonne SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE de la Salette SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE de Lacombe SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE de Marsanne SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE du sud du Saule ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE de la Riche (Quatre Piviers) SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
CEFE du Pays de St Sord ⁽¹⁾ SARL ⁽¹⁾	France	Ordinary	100%	Energy generation
Chelson Meadow Energy Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Chelson Solar Farm Holdings Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Chittering Solar Two Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Claydon Energy Limited ⁽¹⁾	UK	Ordinary	100%	Dormant company
Clann Farm Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Clarendon Solar SPV 1 Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
CLP Developments Limited ⁽¹⁾	UK	Ordinary	100%	Dormant company
CLP Enervogas Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CLP Services Limited ⁽¹⁾	UK	Ordinary	80%	Dormant company
CLPE 1991 Limited ⁽¹⁾	UK	Ordinary	100%	Dormant company
CLPE 1999 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CLPE Holdings Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CLPE Projects 1 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CLPE Projects 2 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CLPE Projects 3 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
CLPE ROC – 1 Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
CLPE ROC – 2 Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
CLPE ROC – 3 Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
CLPE ROC – 3A Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
CLPE ROC – 4 Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
CLPE ROC – 4A Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Clyne Power Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Colsterworth Energy Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation

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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
Condon Bridge Energy Limited ¹	UK	Ordinary	100%	Energy generation
Correspond Energy Limited	UK	Ordinary	100%	Energy generation
Four Wind Farm (Scotland) Limited ²	UK	Ordinary	100%	Energy generation
Grainco Farm Limited ³	UK	Ordinary	100%	Energy generation
Graynash Limited ⁴	UK	Ordinary	100%	Energy generation
Gressing Solar Farm Limited ⁵	UK	Ordinary	100%	Energy generation
Gynon Power Limited ⁶	UK	Ordinary	100%	Energy generation
Haren Reserve Power Limited ⁷	UK	Ordinary	100%	Energy generation
Dairy House Solar Limited ⁸	UK	Ordinary	100%	Energy generation
Darlington Point Holcops Pty Limited ⁹	Australia	Ordinary	100%	Holding company
Darlington Point Solar Farm Pty Limited ¹⁰	Australia	Ordinary	91%	Holding company
Darlington Point Sunnord Pty Limited ¹¹	Australia	Ordinary	100%	Holding company
Deepdale Farm Solar Limited	UK	Ordinary	100%	Energy generation
Dracors Farm Limited ¹²	UK	Ordinary	100%	Energy generation
Dyffryn Prodim Limited ¹³	UK	Ordinary	100%	Energy generation
Faking Limited ¹⁴	UK	Ordinary	100%	Holding company
Elecsof Canjarque SARL ¹⁵	France	Ordinary	100%	Energy generation
Elecsof France 13 SARL ¹⁶	France	Ordinary	90%	Energy generation
Elecsof France 11 SARL ¹⁷	France	Ordinary	90%	Energy generation
Elecsof France 15 SARL ¹⁸	France	Ordinary	100%	Energy generation
Elecsof France 19 SARL ¹⁹	France	Ordinary	100%	Energy generation
Elecsof France 22 SARL ²⁰	France	Ordinary	100%	Energy generation
Elecsof France 24 SARL ²¹	France	Ordinary	100%	Energy generation
Elecsof France 21 SARL ²²	France	Ordinary	100%	Energy generation
Elecsof France 26 SARL ²³	France	Ordinary	100%	Energy generation
Elecsof France 41 SARL ²⁴	France	Ordinary	100%	Energy generation
Elecsof Haut var SARL ²⁵	France	Ordinary	100%	Energy generation
Elios Energy 2 France SARL ²⁶	France	Ordinary	100%	Holding company
Elios Energy 2 Limited	UK	Ordinary	100%	Holding company
Elios Energy 3 France SARL	France	Ordinary	100%	Energy generation
Elios Energy DSE Holdings 1 Limited ²⁷	UK	Ordinary	100%	Holding company
Elios Energy DSE Holdings 2 Limited ²⁸	UK	Ordinary	100%	Holding company

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

Name	Country of incorporation	Class of shares	Holding	Principal activity
Elios Energy D&F Holdings 1 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Elios Energy Holdings 2 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Elios Energy Holdings 3 Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Elios Energy Holdings Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Elios Renewable Energy Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Ellidonnbe Limited ⁽¹⁾	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 Eyn Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
EPR Gannord Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
EPR Renewable Energy Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
EPR Scotland Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
EPR Thetford Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Eucalyptus Energy Holdings Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Eucalyptus Energy Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Feltwell Energy Limited ⁽¹⁾	UK	Ordinary	100%	Energy generation
Fern Energy (Grange) Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Fern Energy Coal Holdings Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Fern Energy Holdings Limited ⁽¹⁾	UK	Ordinary	100%	Holding company
Fern Energy Jupiter Acquisitions Limited ⁽¹⁾	UK	Ordinary	100%	Dormant company
Fern Energy Limited ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 Fire Limited	UK	Ordinary	100%	Holding company
Fern UK Power Developments Limited	UK	Ordinary	100%	Dormant company
Fertiliscope Limited	UK	Ordinary	100%	Supply of fertiliser
Firth Business Limited	UK	Ordinary	100%	Energy generation
Franchisor Holdings Limited	UK	Ordinary	100%	Dormant company
Franchisor Wind Farm Limited	UK	Ordinary	100%	Energy generation
Ganaff Energy Limited	UK	Ordinary	100%	Dormant company
Gigaset Fibre Ltd	UK	Ordinary	100%	Fibre network production
Gigaset Limited	UK	Ordinary	100%	Fibre network production
Glenasmole Wind Energy Limited	UK	Ordinary	100%	Energy generation
Grange Wind Farm Limited	UK	Ordinary	100%	Energy generation
Guardians SF 2 Ltd	Poland	Ordinary	100%	Energy generation
Harbottle Power Limited	UK	Ordinary	100%	Energy generation
Haymaker (Moor) Mill Limited	UK	Ordinary	100%	Energy generation
Haymaker (Moor) Mill Holdings Limited	UK	Ordinary	100%	Holding company
Haymaker (Moor) Mill Ltd	UK	Ordinary	100%	Energy generation
Haymaker (Oaklands) Holdings Limited	UK	Ordinary	100%	Holding company
Haymaker (Oaklands) Ltd	UK	Ordinary	100%	Energy generation
High Power 2 Limited	UK	Ordinary	100%	Holding company
High Power Limited	UK	Ordinary	100%	Holding company
Highland Farm Limited	UK	Ordinary	100%	Energy generation
Hill End Farm Limited	UK	Ordinary	100%	Energy generation
Holman Ltd Limited	UK	Ordinary	100%	Energy generation
Hurst SF 1 Limited	UK	Ordinary	100%	Energy generation
Ivey Power Limited	UK	Ordinary	100%	Energy generation
Jackson Road Energy Limited	UK	Ordinary	100%	Energy generation
Jurassic Fire Holdings Limited	UK	Ordinary	90%	Holding company
Jurassic Fire Limited	UK	Ordinary	90%	Fibre network production
Langan Power Limited	UK	Ordinary	100%	Energy generation
Lennon Solar Limited	UK	Ordinary	100%	Energy generation

4 FINANCIAL STATEMENTS 30 JUNE 2021

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

Name	Country of incorporation	Class of shares	Holding	Principal activity
Littlet Solar Limited ¹	UK	Ordinary	100%	Energy generation
Littleton Solar Farm Limited ¹	UK	Ordinary	100%	Energy generation
LUJ Communications Ltd ¹	UK	Ordinary	100%	Fibre network operation
Lynedean Limited ¹	UK	Ordinary	100%	Energy generation
Lumiance Solar Limited ¹	UK	Ordinary	100%	Energy generation
M12 Solutions Limited	UK	Ordinary	100%	Holding company
Manton 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
Mcbrann 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
Milhill Farm Solar Limited ¹	UK	Ordinary	100%	Energy generation
Mingay Farm Holding Limited ¹	UK	Ordinary	100%	Holding company
MSP Dacey Ltd	UK	Ordinary	100%	Energy generation
MSP Stone Ltd ¹	UK	Ordinary	100%	Energy generation
MSP Tegassow Limited ¹	UK	Ordinary	100%	Energy generation
MTS Hatfield Solar Ltd ¹	UK	Ordinary	100%	Energy generation
Neveam 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
Norris 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
Notes Energy Limited ¹	UK	Ordinary	100%	Holding company
Ogmore Power Limited ¹	UK	Ordinary	100%	Energy generation
Odhiaf Energy Recovery Holdings Limited	UK	Ordinary	100%	Holding company

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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
Orka Wedgemount Solar Holdings Limited ¹	UK	Ordinary	100%	Holding company
Orka Wedgemount Solar Limited	UK	Ordinary	100%	Energy generation
Pattaya's Barton Limited ¹	UK	Ordinary	100%	Energy generation
Parade Holdings Limited ¹	UK	Ordinary	100%	Holding company
Parade Limited	UK	Ordinary	100%	Energy generation
Park Broadband Limited ¹	UK	Ordinary	100%	Fibre network production
Peakmat Solar 2 Ltd ¹	UK	Ordinary	100%	Energy generation
Pitchford (Concave) Airfield Brickbatches Limited	UK	Ordinary	100%	Energy generation
Pits Farm Limited ¹	UK	Ordinary	100%	Energy generation
Plumley Solar Limited ¹	UK	Ordinary	100%	Holding company
Point Lane Trust Limited ¹	UK	Ordinary	100%	Energy generation
Queend Park Road Energy Limited	UK	Ordinary	100%	Energy generation
Rangeford Care Limited	UK	Ordinary	100%	Care services for a retirement village
Rangeford Chersey Limited	UK	Ordinary	100%	Retirement village development
Rangeford Congwell 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 Pokening Limited ¹	UK	Ordinary	100%	Retirement village development
Rangeford RAE Limited ¹	UK	Ordinary	100%	Retirement village development
Rangeford Retirement Living Holdings Ltd ¹	UK	Ordinary	100%	Holding company
Resches Farm Limited ¹	UK	Ordinary	100%	Energy generation
Redgro 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
Sammah SARL ¹	France	Ordinary	100%	Energy generation

4 FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

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

Name	Country of incorporation	Class of shares	Holding	Principal activity
Acorn Energy (Welsh) Limited	Ireland	Ordinary	100%	Energy generation
Adrian Energy Limited	UK	Ordinary	100%	Energy generation
Adrian Holdings Limited	UK	Ordinary	100%	Holding company
Adrian Limited	UK	Ordinary	100%	Energy generation
Adrian Power Supply Limited	UK	Ordinary	100%	Energy generation
Affinity Energy Limited	UK	Ordinary	100%	Energy generation
Albrightergate Limited	UK	Ordinary	100%	Energy generation
Amertown Renewable Energy Holdings Limited	UK	Ordinary	100%	Energy generation
Amertown Renewable Energy Holdings Limited	UK	Ordinary	100%	Dormant company
Amertown Renewable Power Limited	UK	Ordinary	100%	Energy generation
Solaris SP08 SARL	France	Ordinary	100%	Energy generation
Solaris SP01 SARL	France	Ordinary	100%	Energy generation
Solaris SP02 SARL	France	Ordinary	100%	Energy generation
Solaris SP04 SARL	France	Ordinary	100%	Energy generation
Solaris SP05 SARL	France	Ordinary	100%	Energy generation
Solaris SP06 SARL	France	Ordinary	100%	Energy generation
Solaris SP07 SARL	France	Ordinary	100%	Energy generation
Southcombe Power Limited	UK	Ordinary	100%	Energy generation
Stanton Park (Production) Limited	UK	Ordinary	100%	Energy generation
Stanton Park (Production) Limited	UK	Ordinary	100%	Energy generation
Stanton Park (Production) Limited	UK	Ordinary	100%	Energy generation
Stellar Power Limited	UK	Ordinary	100%	Energy generation
Stirling Energy Limited	UK	Ordinary	100%	Dormant company
Stirling Energy Limited	UK	Ordinary	100%	Holding company
Sunrise Energy Limited	UK	Ordinary	100%	Energy generation
Sunrise Energy Limited	UK	Ordinary	80%	Holding company
Swish Fibre Networks Ltd	UK	Ordinary	100%	Fibre network production
Swish Fibre Networks Limited	UK	Ordinary	80%	Fibre network production
Swish Trading Limited	UK	Ordinary	80%	Holding company
TGC Solar 102 Limited	UK	Ordinary	100%	Energy generation
TGC Solar 107 Limited	UK	Ordinary	100%	Energy generation
TGC Solar 08 Limited	UK	Ordinary	100%	Energy generation
TGC Solar 85 Limited	UK	Ordinary	100%	Energy generation

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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 Holmes Solar Farm Limited	UK	Ordinary	100%	Energy generation
Thoresby Estate (Bobby) Limited	UK	Ordinary	100%	Energy generation
Tillingham Power Limited ¹	UK	Ordinary	100%	Energy generation
Tindalls Energy Limited ¹	UK	Ordinary	100%	Energy generation
Tredwell Farm Limited ¹	UK	Ordinary	100%	Energy generation
Turves Solar Limited ¹	UK	Ordinary	100%	Energy generation
UKSE 13 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 ²	France	Ordinary	100%	Energy generation
VoltaFrance 05 SARL ²	France	Ordinary	100%	Energy generation
VoltaFrance 13 SARL ²	France	Ordinary	100%	Energy generation
VoltaFrance SARL ²	France	Ordinary	100%	Energy generation
Wardoss Limited ¹	UK	Ordinary	100%	Fibre network operations
Wardoss LLC Inc	USA	Ordinary	100%	Fibre network operations
Wynningkas Wind Farm Oy ³	Finland	Ordinary	100%	Energy generation
Wadsworth Green Limited ¹	UK	Ordinary	100%	Retirement village operator
Wadsworth 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
West 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
Whisper Farm Limited ¹	UK	Ordinary	100%	Energy generation
Whinney Hill Energy Limited ¹	UK	Ordinary	100%	Energy generation

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

Name	Country of incorporation	Class of shares	Holding	Principal activity
Worcester Solar Holdings Limited ¹	UK	Ordinary	100%	Holding company
Wyebe Drift Wind Farm Limited ²	UK	Ordinary	100%	Energy generation
WSE Eborford Limited ³	UK	Ordinary	100%	Energy generation
WTE Lulington Holdings Limited ⁴	UK	Ordinary	100%	Holding company
WSE Lulington Limited ⁵	UK	Ordinary	100%	Energy generation
WSE Park Wall Limited ⁶	UK	Ordinary	100%	Energy generation
WSE Ryde Drive Limited ⁷	UK	Ordinary	100%	Energy generation

¹Subsidiaries exempt from audit by virtue of the 2006 of the Companies Act 2006

²Subsidiaries exempt from audit by virtue of the 2006 of the Companies Act 2006

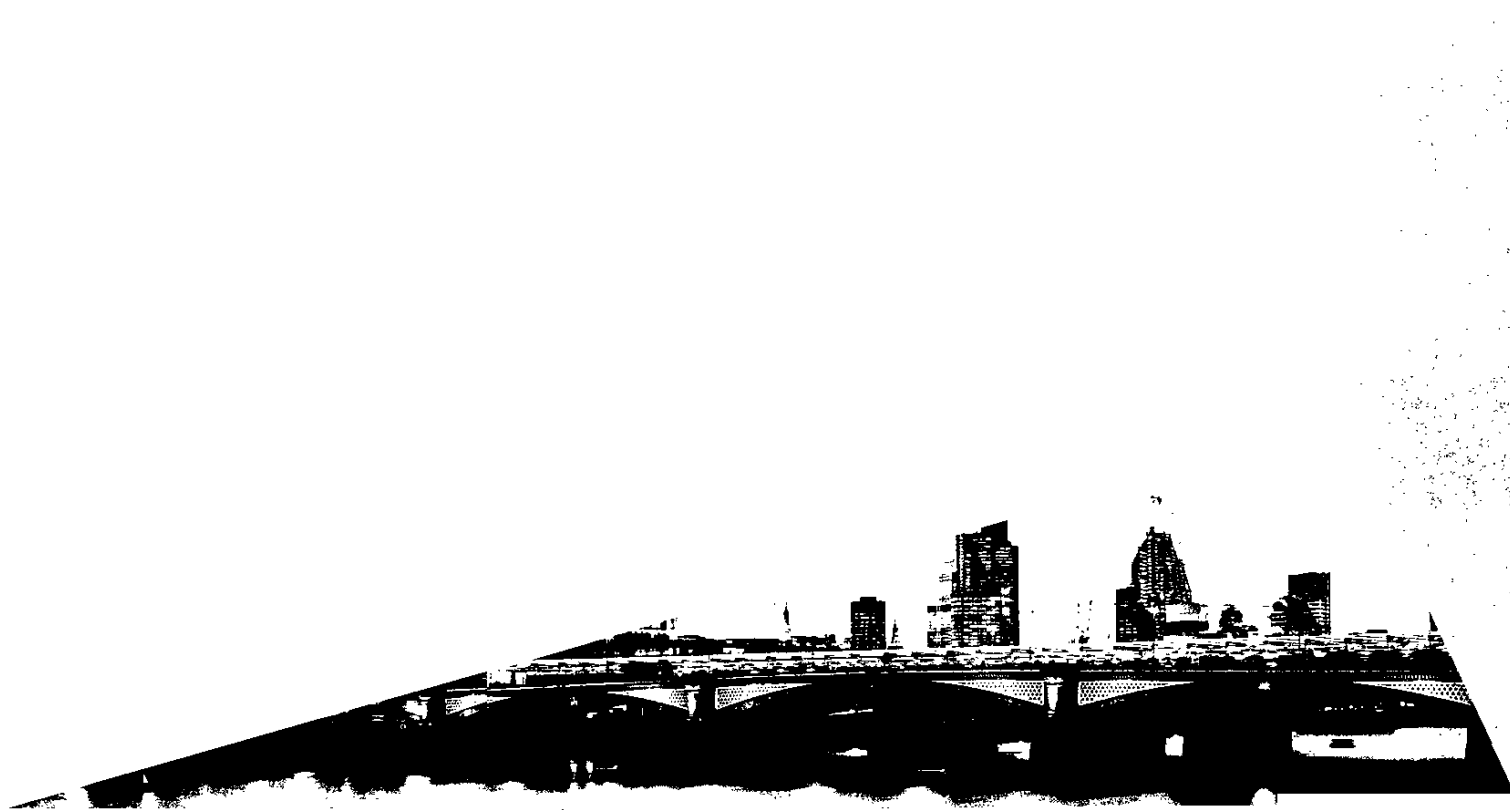
³Subsidiaries exempt from audit by virtue of the 2006 of the Companies Act 2006

Dissolved after year end

Beinnheun 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 Acquisitions Limited	20/07/2021

Acquired after year end

Dulacca WF Holder 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
Dover,ard Limited	22/10/2021
Dur Global Energy Recovery Limited	22/10/2021
Cultery Power Limited	02/07/2021
Hull Reserve Power Limited	02/07/2021
Irminingham Power Limited	02/07/2021
Kin 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



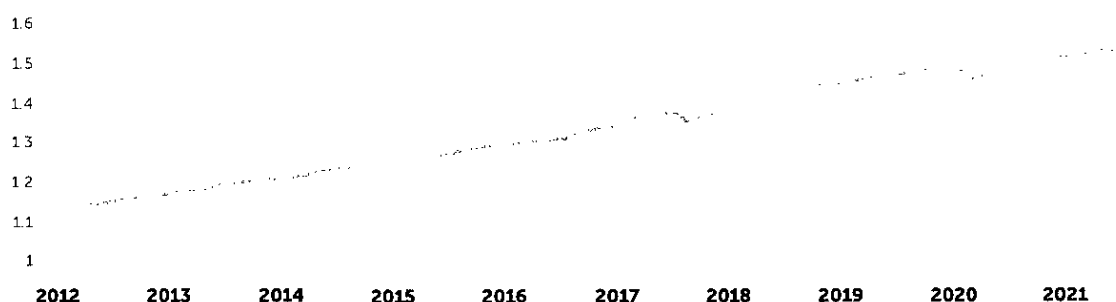
5 | APPENDIX – SHARE PRICE PERFORMANCE (UNAUDITED)

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.

Source: Octopus Investments Limited 2 June 2021

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

6 COMPANY INFORMATION

Directors and advisers

EO Lauram, until 16 May 2020

EO Waver, until 16 May 2020

EO Barlow, until 16 May 2020

On 14 August 2017, EO Avey and EO Barlow, both then Directors of Fern Trading Group Limited (formerly Fern Trading Limited) and hereafter referred to collectively as Fern Trading Limited (formerly Fern Trading Group Limited), E F H Avey and E Skinner, were appointed as Directors of Fern Trading Limited (formerly Fern Trading Limited) on the same day.

EO Waver, until 16 May 2020

EO Waver, until 16 May 2020

EO Waver, until 16 May 2020

EO Waver, until 16 May 2020
EO Waver, until 16 May 2020
EO Waver, until 16 May 2020

EO Waver, until 16 May 2020

Forward-looking statements

This Annual Report contains certain forward-looking statements relating to the Company's future business performance, financial performance and other elements of its development. These statements are based on the current knowledge and understanding of the Company and its management at the time of the statements. The Company does not intend to update or revise any forward-looking statements to reflect changes in assumptions or conditions unless it is required to do so by applicable securities laws. Accordingly, the Company does not intend to update or revise any forward-looking statements to reflect changes in assumptions or conditions unless it is required to do so by applicable securities laws. The Company does not intend to update or revise any forward-looking statements to reflect changes in assumptions or conditions unless it is required to do so by applicable securities laws. The Company does not intend to update or revise any forward-looking statements to reflect changes in assumptions or conditions unless it is required to do so by applicable securities laws.

