

Registered number: 10164597

SHAMROCK MIDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 JANUARY 2020



SHAMROCK MIDCO LIMITED

COMPANY INFORMATION

Directors	Mr James Henry Mr John Gerard Henry Mr Patrick Henry
Registered number	10164597
Registered office	The Mount The Sidings Station Road Longstanton Cambridge CB24 3DS
Trading Address	The Mount The Sidings Station Road Longstanton Cambridge CB24 3DS
Independent auditors	Price Bailey LLP Chartered Accountants & Statutory Auditors Tennyson House Cambridge Business Park Cambridge CB4 0WZ
Bankers	Lloyds TSB Bank Plc Black Horse House Castle Park Cambridge CB3 0AR

SHAMROCK MIDCO LIMITED

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SHAMROCK MIDCO LIMITED
STRATEGIC REPORT
FOR THE PERIOD ENDED 31 JANUARY 2020

Introduction

The directors present their strategic report for the year ended 31 January 2020.

The company notes the requirement for the board to take into account the factors set out in section 172 of the Companies Act of 2006 when completing their strategic report. This report takes into account that requirement.

Business review

In line with our primary duty under section 172 of the Companies Act 2006 to “promote the success of the company” the directors developed a strategy that was clear and fully aligned with the members wishes and requirements for the company over the next three years.

The principal activity of the company during the period under review remained that of an intermediate holding company under the Shamrock Topco Limited Group (the “Shamrock Group”).

The Shamrock Topco group comprises of 13 wholly owned subsidiaries.

The Group comprises two main trading entities with all ongoing trading activities going through either John Henry Group Ltd, covering all of the Group’s Telecommunication and Civil Engineering activities, or John Henry and Sons (Plant Hire) Ltd covering the Garage Services Division.

The range of products and services offered by the subsidiaries covers telecommunications infrastructure installation, associated engineering services, civil engineering, traffic management and garage services.

Going forward, the company will also continue to provide support services to the trading entities within the Group and carry out its role as a holding company.

Post Period Trading Update

The Coronavirus pandemic has impacted the global economy from early 2020 and although the financial impact has been material, the Group still expects to post profits well above 2019 in the year ending 31 January 2021 and, whilst the impact of the pandemic means that it is unlikely that profits in the year to January 2021 will match those reported in 2020, further improvements in gross margins are still expected.

Given the entity is not a trading company it is not expected to be materially affected by the Coronavirus pandemic.

The Coronavirus pandemic has impacted on the Group due to a reduction in revenue on a number of contracts; however the directors are confident that the underlying growth in the business is strong and this belief is underpinned by the recent achievement of Tier 1 status with Openreach, the largest Company in the UK telecoms industry.

Principal risks and uncertainties

The Group’s trading environment continues to be positive with an increasing number of opportunities for new business, new customers and more volume of work with current customers, all at good margins. All new opportunities are, and will continue to be, assessed by a New Work Approval Process (NWAP). The NWAP includes a sign off by at least four directors including the approval of one non-executive director, thereby strengthening the chances of managing risks whilst achieving profitable growth from the opportunities that the Group choose to pursue.

Accounting Controls

Subsidiary businesses operate a variety of accounting and control systems and as part of the ongoing growth of the business these are regularly reviewed by the Directors to ensure their applicability to the growth in business volumes.

SHAMROCK MIDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 JANUARY 2020

Information Technology

Subsidiary Companies operate a variety of internal works, management systems and financial systems to support business activities and these are regularly reviewed by the Directors to ensure they meet the changing needs of the Group. The Sage 200 upgrade went live in February 2019 as part of the fit for the future investment programme. This is a significant addition to the financial tools which control the finances of the business.

Competition

The subsidiary businesses continually encounter competition from long standing competitors, regional players and new entrants to the market and we expect this to continue in the future. The Directors regularly monitor the Subsidiary Company performances to ensure that any new competitive threats are being addressed, and to ensure that positive relationships with key accounts and customers are being maintained. During the period the Directors concluded that improving the quality of delivery, and the health and safety standards, was the best way to stay ahead of competition and satisfy the demands of its customers.

Financial Risk

The key areas of financial risks associated with the Group's trading subsidiaries are primarily linked to the control of debtors and the management of WIP to levels that are commensurate with the levels of activity in the business, along with control of the operational and financial delivery of individual projects in line with expectations.

The Group ensures the credit worthiness of its customers to minimise the bad debt risk and there have been no concerns during the year. The levels of WIP are regularly reviewed and analysed by the Directors. During the year additional management focus, controls and processes have been put in place to achieve improvements within this area.

For large scale project work additional controls have been implemented to track performance at a more granular level and on a more frequent basis to ensure corrective action can be taken to mitigate issues as they arise.

In the year, the Group established a working capital committee, to ensure all areas of the business were working together to minimize working capital tie up across the Group. The reduction in working capital days from 99 days to 77 days highlights the success of this committee.

Financial key performance indicators

The key performance indicators that are considered by the directors to communicate the financial performance and strength of the company is the performance in net assets/(liabilities) which ended the year at net liabilities of £12.0m (2019: £8.6m). This figure is part of the overall group performance which has, on consolidation within the ultimate holding company, net liabilities of £6.0m (2019: net liabilities of £5.4m).

SECTION 172 (1) STATEMENT "Promoting the success of the company"

The company notes the requirement for the board to take into account the factors set out in section 172 of the Companies Act 2006 when completing their strategic report and this statement is intended to reflect how the directors have met their duties under section 172. The directors have considered FRC and BEIS guidance when considering the production and content of this statement.

The directors have also considered in detail how each must act in the way he/she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole and, in doing so, having regard to; the likely consequences of any decision in the long term; the interests of the company's employees; the need to foster the company's business relationships with suppliers, customers and others; the impact of the company's operations on the community and the environment; the desirability of the company maintaining a reputation for high standards of business conduct; and the need to act fairly as between members of the company.

SHAMROCK MIDCO LIMITED

**STRATEGIC REPORT
FOR THE PERIOD ENDED 31 JANUARY 2020**

This was and is the framework that underpins the plans and actions of the Shamrock Group and the directors consider that the concept of "Success" and "For the benefit of its members as a whole" are the relevant business metrics in measuring the stewardship and performance of the directors. The directors consider "Success" to be a long-term increase in value (in line with an extract from a House of Commons debate on the draft legislation in February 2006).

This report was approved by the board on 10th December 2020 and signed on its behalf.



Jim Henry (Dec 10, 2020, 12:24pm)

Mr J Henry
Director

SHAMROCK MIDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 JANUARY 2020

The directors present their report and the financial statements for the period ended 31 January 2020.

Principal activity

The principal activity of the company is that of a holding company under Shamrock Topco Limited. The company has twelve wholly owned subsidiaries.

Results and dividends

The loss for the period, after taxation, amounted to £3,350,114 (2019: loss £3,371,956).

No interim ordinary dividends were paid during the period and the directors do not recommend payment of a final dividend.

Directors

The directors who served during the period were:

Mr James Henry
Mr John Gerard Henry
Mr Patrick Henry

Future developments

The directors foresee no significant change in the company's operations in the future.

Post balance sheet events

The Coronavirus pandemic has impacted the global economy from early 2020 and although the financial impact has been material, the Group still expects to post profits well above 2019 in the year ending 31 January 2021 and, whilst the impact of the pandemic means that it is unlikely that profits in the year to January 2021 will match those reported in 2020, further improvements in gross margins are still expected.

The impact of the pandemic has been outlined in note 19 post balance sheet events.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

SHAMROCK MIDCO LIMITED

**DIRECTORS' REPORT (CONTINUED) FOR
THE YEAR ENDED 31 JANUARY 2020**

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

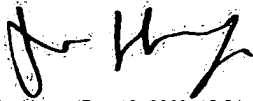
Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Under section 487(2) of the Companies Act 2006, Price Bailey LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 10th December 2020 and signed on its behalf.



Jim Henry (Dec 10, 2020, 12:24pm)

Mr J Henry
Director

SHAMROCK MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SHAMROCK MIDCO LIMITED

Opinion

We have audited the financial statements of Shamrock Midco Limited (the 'Company') for the period ended 31 January 2020, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 January 2020 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

SHAMROCK MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SHAMROCK MIDCO LIMITED (CONTINUED)

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

SHAMROCK MIDCO LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF SHAMROCK MIDCO LIMITED
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Use of our report

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



Andrew Booth (Senior Statutory Auditor)

for and on behalf of
Price Bailey LLP

Chartered Accountants
Statutory Auditors

Tennyson House
Cambridge Business Park
Cambridge
CB4 0WZ

21 December 2020

SHAMROCK MIDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 JANUARY 2020

	Note	2020 £	2019 £
Administrative expenses		(2,468)	(4,646)
Operating loss		<u>(2,468)</u>	<u>(4,646)</u>
Interest payable and expenses	6	(3,347,646)	(3,367,310)
Loss before tax		<u>(3,350,114)</u>	<u>(3,371,956)</u>
Tax on loss		-	-
Loss for the financial year		<u><u>(3,350,114)</u></u>	<u><u>(3,371,956)</u></u>

There was no other comprehensive income for 2020 (2019: £NIL).

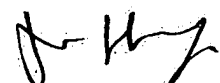
The notes on pages 12 to 21 form part of these financial statements.

SHAMROCK MIDCO LIMITED
REGISTERED NUMBER: 10164597

BALANCE SHEET
AS AT 31 JANUARY 2020

	Note	2020 £	2019 £
Fixed assets			
Investments	8	18,396,001	18,396,001
		<u>18,396,001</u>	<u>18,396,001</u>
Current assets			
Debtors: amounts falling due within one year	9	24,405,856	24,401,904
		<u>24,405,856</u>	<u>24,401,904</u>
Creditors: amounts falling due within one year	10	(16,182,214)	(12,480,848)
		<u>8,223,642</u>	<u>11,921,056</u>
Net current assets		<u>8,223,642</u>	<u>11,921,056</u>
Total assets less current liabilities		<u>26,619,643</u>	<u>30,317,057</u>
Creditors: amounts falling due after more than one year	11	(38,596,406)	(38,943,706)
		<u>(11,976,763)</u>	<u>(8,626,649)</u>
Net liabilities		<u>(11,976,763)</u>	<u>(8,626,649)</u>
Capital and reserves			
Called up share capital	14	560,001	560,001
Profit and loss account	15	(12,536,764)	(9,186,650)
		<u>(11,976,763)</u>	<u>(8,626,649)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10th December 2020



Jim Henry (Dec 10, 2020, 12:24pm)
Mr J Henry
 Director

The notes on pages 12 to 21 form part of these financial statements.

SHAMROCK MIDCO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 JANUARY 2020**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 February 2019	560,001	(9,186,650)	(8,626,649)
Comprehensive income for the period			
Loss for the period	-	(3,350,114)	(3,350,114)
Total comprehensive income for the period		<u>(3,350,114)</u>	<u>(3,350,114)</u>
At 31 January 2020	<u>560,001</u>	<u>(12,536,764)</u>	<u>(11,976,763)</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 JANUARY 2019**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 February 2018	560,001	(5,814,694)	(5,254,693)
Comprehensive income for the period			
Loss for the period		(3,371,956)	(3,371,956)
Total comprehensive income for the period		<u>(3,371,956)</u>	<u>(3,371,956)</u>
At 31 January 2019	<u>560,001</u>	<u>(9,186,650)</u>	<u>(8,626,649)</u>

The notes on pages 12 to 21 form part of these financial statements.

SHAMROCK MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JANUARY 2020

1. General information

The company is a private company limited by shares and is incorporated in England and Wales. The address of its Registered Office is The Mount, The Sidings, Station Road, Longstanton, Cambridge, CB24 3DS. The principal activity of the company is that of a holding company under Shamrock Topco Limited. The company has twelve wholly owned subsidiaries.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company accounting policies (see note 3).

The Company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The following principal accounting policies have been applied:

2.2 Cash flow exemption

The company is considered a qualifying entity for the purpose of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements which include the company and are intended to give a true and fair view.

The company is therefore exempt from the requirement to prepare a cash flow statement.

2.3 Going concern

The Company is reliant on financial support from its trading subsidiaries and investors. The Company has net current assets of £26.6m but net liabilities of £12.0m. As explained in note 12 the Company has B loan notes which are being repaid in quarterly instalments, the amount due to be repaid in the next 12 months is £2,632,000. Support from the fellow Group undertakings is expected to be available to repay these loan notes. The C & D loan notes are not due to be repaid until May 2023. The Company expects support from fellow Group undertakings to continue for the foreseeable future.

Neither trading subsidiary has a going concern issue. Both subsidiaries show a strong cash position and significant net assets. The Group has significant net current assets which include £3.6m cash. This is an increase of 208.6% from the cash position from the year ended January 2019. Furthermore, the Group has performed excellently this financial year. Demand for the underlying trading entity's services continues to attract new projects. Therefore, the Directors expect the Group has adequate resources to continue in operational existence for the foreseeable future.

The Coronavirus pandemic has impacted the global economy from early 2020 and although the financial impact on the business has been material, the Group still expects to post profits well above 2019 in the year ending January 2021 and, whilst the impact of the pandemic means that it is unlikely that profits in the year to January 2021 will match those reported in 2020, further improvements in gross margins are still expected.

The impact of the pandemic has been outlined in note 20 post balance sheet events.

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

2. Accounting policies (continued)

Based on the above the Directors feel it appropriate to prepare the accounts on the going concern basis, and no adjustments have been made should this basis not be applied.

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.7 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

2.8 Creditors

Short term creditors are measured at the transaction price.

2.9 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the period in which they are incurred.

2.11 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current corporation 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.

SHAMROCK MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020

2. Accounting policies (continued)

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

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

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

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make significant judgements, estimates and assumptions. The estimates and associated assumptions are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Although these estimates are based on management's best knowledge of the amount, events or actions, actual results ultimately may differ from those estimates.

Estimates and judgements are continually evaluated. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of revision and future periods where the revision affects both current and future periods.

The items in the financial statements where these judgements and estimates have been made include considering the valuation and impairment of the Investments in subsidiary companies.

4. Auditors' remuneration

Auditors' remuneration has been paid by other subsidiary companies.

5. Employees

The average monthly number of employees, including the directors, during the period was 3 (2019 - 3).

6. Interest payable and similar expenses

	2020 £	2019 £
Other loan interest payable	3,347,646	3,367,310
	<u>3,347,646</u>	<u>3,367,310</u>

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

7. Taxation

Factors affecting tax charge for the period

The tax assessed for the period is higher than (2019 - higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Loss on ordinary activities before tax	(3,350,114)	(3,371,956)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(636,522)	(640,672)
Effects of:		
Expenses not deductible for tax purposes	434,093	434,093
Losses carried forward		93,935
Group relief	202,429	112,644
Total tax charge for the period	-	-

Factors that may affect future tax charges

The company has accrued loan interest of £8,381,406 as at 31 January 2020 (2019 - £6,110,650). The company has an estimated deferred tax asset of approximately £1,592,467 (2019 - £1,161,000) arising from non-deductible interest expense under the corporate interest restriction regime. This has not been recognized in the financial statements as it is not probable that this will be utilised in the foreseeable future.

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 February 2019	18,396,001
At 31 January 2020	18,396,001
 Net book value	
At 31 January 2020	18,396,001
At 31 January 2019	18,396,001

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Shamrock Bidco Limited	Ordinary	100 %	Holding company
John Henry & Sons (Developments) Limited	Ordinary	100 %	Holding company
Avanti Traffic Management Limited	Ordinary	100 %	Non trading company
Fibrewave Networks Limited	Ordinary	100 %	Non trading company
John Henry & Sons (Holdings) Limited	Ordinary	100 %	Holding company
John Henry & Sons (Plant Hire) Limited	Ordinary	100 %	Plant hire and vehicle repair specialist
John Henry Group Limited	Ordinary	100 %	Civil engineers
John Henry & Sons (Communications) Limited	Ordinary	100 %	Non trading company
John Henry & Sons (Roadworks) Limited	Ordinary	100 %	Non trading company
Communications Trading House Limited	Ordinary	100 %	Holding company
Business and Communications Limited	Ordinary	100 %	Non trading company
John Henry Biscomm Limited	Ordinary	100 %	Non trading company

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

9. Debtors

	2020 £	2019 £
Amounts owed by group undertakings	24,401,904	24,401,904
Other taxation and social security	3,952	-
	24,405,856	24,401,904
	24,405,856	24,401,904

10. Creditors: Amounts falling due within one year

	2020 £	2019 £
Other loans	2,632,000	5,212,000
Amounts owed to group undertakings	13,550,214	7,254,905
Other taxation and social security	-	13,943
	16,182,214	12,480,848
	16,182,214	12,480,848

11. Creditors: Amounts falling due after more than one year

	2020 £	2019 £
Other loans	38,596,406	38,943,706
	38,596,406	38,943,706
	38,596,406	38,943,706

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

12. Loans

Analysis of the maturity of loans is given below:

	2020 £	2019 £
Amounts falling due within one year		
Other loans	2,632,000	5,212,000
Amounts falling due 1-2 years		
Other loans	2,632,000	2,636,000
Amounts falling due 2-5 years		
Other loans	35,964,406	36,307,706
Amounts falling due after more than 5 years		
Other loans	-	-
	41,228,406	44,155,706

Loan notes comprise of the following:

£3,892,000 Series A1 secured fixed rate loan notes

Repayable in tranches from six months and one day after date of issue, on the satisfaction of specified Shamrock Topco Group liquidity tests. Final redemption date, not subject to liquidity test, is 1 June 2023. Interest accrues at a rate of 7% per annum. Balance outstanding as at 31 January 2020 £Nil (2019: £3,892,000).

£1,320,000 Series A secured fixed rate loan notes Repayable in quarterly instalments from 31 October 2016. Final installment payable on 31st July 2023. Interest of 6% per annum payable quarterly. Balance outstanding as at 31 January 2020 £Nil (2019: £1,320,000).

£10,000,000 Series B secured fixed rate loan notes

Repayable in quarterly instalments from 31 October 2019. Interest of 8% per annum payable quarterly. Balance outstanding as at 31 January 2020 £10,000,000 (2019: £10,000,000).

£5,011,000 Series C secured fixed rate loan notes

Repayable on 31 May 2023. Interest of 10% per annum on initial capital. Interest is payable only when the outstanding capital of the loan is repaid. Total balance outstanding as at 31 January 2020 £6,849,282 (2019: £6,348,182) of which £5,011,000 (2019: £5,011,000) is capital and £1,838,282 (2019: £1,337,182) accrued interest.

£17,836,000 Series D secured fixed rate loan notes

Repayable on 31 May 2023. Interest of 10% per annum on initial capital. Interest is payable only when the outstanding capital of the loan is repaid. Total balance outstanding as at 31 January 2020 £24,379,124 (2019: £22,595,524) of which £17,836,000 (2019: £17,836,000) is capital and £6,543,124 (2019: £4,759,524) accrued interest.

All loan notes have been secured on all the property and assets of the company. Security has also been provided by fellow subsidiary companies included within the Shamrock Topco group.

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

13. Financial instruments

	2020 £	2019 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	24,401,904	24,401,904
Financial assets that are equity instruments measured at cost less impairment	<u>18,396,001</u>	<u>18,396,001</u>
	<u>42,797,905</u>	<u>42,797,905</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(54,778,620)</u>	<u>(44,169,649)</u>

Financial assets that are debt instruments measured at amortised cost comprise of amounts owed by group undertakings.

Financial assets that are equity instruments measured at cost less impairment comprise investments in subsidiary companies and other debtors.

Financial liabilities measured at amortised cost comprise other loans, trade creditors and amounts owed to group undertakings.

SHAMROCK MIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 JANUARY 2020**

14. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
560,001 Ordinary shares of £1 each	<u>560,001</u>	<u>560,001</u>

15. Reserves

Profit and loss account

Includes all current and prior period retained profits and losses less any dividends paid.

16. Contingent liabilities

Intercompany bank guarantees have been given to all fellow subsidiaries within the Shamrock Topco Group. Security is held on all property and assets of the company.

17. Related party transactions

At 31 January 2020, £nil (2019: £1,946,000) of A1 Loan Notes were outstanding in favour of Growth Capital Partners, a shareholder in the group. The interest charge for the period was £116,812 (2019: £21,991) of which £116,812 (2019: £21,991) has been paid.

At 31 January 2020, £nil (2019: £898,000) of A1 Loan Notes were outstanding in favour of James Henry, a shareholder/director in the group. The interest charge for the period was £53,904 (2019: £10,148) of which £53,904 (2019: £10,148) has been paid.

At 31 January 2020, £nil (2019: £898,000) of A1 Loan Notes were outstanding in favour of John Henry, a shareholder/director in the group. The interest charge for the period was £53,904 (2019: £10,148) of which £53,904 (2019: £10,148) has been paid.

At 31 January 2020, £nil (2019: £150,000) of A1 Loan Notes were outstanding in favour of Patrick Henry, a shareholder/director in the group. The interest charge for the period was £9,004 (2019: £1,695) of which £9,004 (2019: £1,695) has been paid.

At 31 January 2020, £nil (2019: £1,320,000) of A Loan Notes were outstanding in favour of Growth Capital Partners, a shareholder in the group. The interest charge for the period was £29,323 (2019: £224,004) of which £29,323 (2019: £224,004) has been paid and £nil (2019: £Nil) is included as a liability within Creditors due within one year.

SHAMROCK MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JANUARY 2019

17. Related party transactions (continued)

At 31 January 2020, £10,000,000 (2019: £10,000,000) of B Loan Notes were outstanding in favour of Growth Capital Partners, a shareholder in the group. The interest charge for the period was £800,000 (2019: £800,000) of which £800,000 (2019: £800,000) has been paid and £nil (2019: £Nil) is included as a liability within Creditors due within one year.

At 31 January 2020, £5,011,000 (2019: £5,011,000) of C Loan Notes were outstanding in favour of Growth Capital Partners, a shareholder in the group. The interest charge for the period was £501,100 (2019: £501,000) of which £nil (2019: £Nil) has been paid and £501,100 (2019: £501,000) is included as a liability within Creditors due after more than one year. The accrued interest outstanding as at 31 January 2020 was £1,838,282 (2019 - £1,337,182) and is included as a liability within Creditors due after more than one year.

At 31 January 2020, £6,047,706 (2019: £6,047,706) of D Loan Notes were outstanding in favour of James Henry, a shareholder/director in the group. The interest charge for the period was £604,771 (2019: £604,771) of which £nil (2019: £Nil) has been paid. As at 31 January 2020, £2,212,268 (2019 - £1,607,497) is included as a liability within Creditors due after more than one year.

At 31 January 2020, £6,047,706 (2019: £6,047,706) of D Loan Notes were outstanding in favour of John Henry, a shareholder/director in the group. The interest charge for the period was £604,771 (2019: £604,771) of which £nil (2019: £Nil) has been paid. As at 31 January 2020, £2,212,268 (2019 - £1,607,497) is included as a liability within Creditors due after more than one year.

At 31 January 2020, £1,030,001 (2019: £1,030,001) of D Loan Notes were outstanding in favour of Patrick Henry, a shareholder/director in the group. The interest charge for the period was £103,000 (2019: £103,000) of which £nil (2019: £Nil) has been paid. As at 31 January 2020, £371,526 (2019 - £268,526) is included as a liability within Creditors due after more than one year.

At 31 January 2020, £3,150,000 (2019: £3,150,000) of D Loan Notes were outstanding in favour of Stephen Henry, a shareholder/director in the group. The interest charge for the period was £315,000 (2019: £315,000) of which £nil (2019: £Nil) has been paid. As at 31 January 2020, £1,174,562 (2019 - £859,562) is included as a liability within Creditors due after more than one year.

The company has taken advantage of the exemption from the requirement to disclose transactions with wholly owned group companies.

18. Controlling party

The immediate and ultimate holding company is Shamrock Topco Limited, a company incorporated in England and Wales.

Copies of its group financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

19. Post balance sheet events

The Coronavirus pandemic has impacted the global economy from early 2020 and although the financial impact has been material, the Group still expects to post profits well above 2019 in the year ending 31 January 2021 and, whilst the impact of the pandemic means that it is unlikely that profits in the year to January 2021 will match those reported in 2020, further improvements in gross margins are still expected.

Given the entity is not a trading company it is not expected to be materially affected by the Coronavirus pandemic.