Sureserve Group Limited

Annual Report and Financial Statements

Registered number 09411297

30 September 2023

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Sureserve Group Limited

Contents

COMPANY INFORMATION 2

STRATEGIC REPORT 3

DIRECTOR'S REPORT 4

DIRECTOR'S RESPONSIBILITIES STATEMENT 5

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SURESERVE GROUP LIMITED 6

PROFIT AND LOSS ACCOUNT 8

BALANCE SHEET 9

STATEMENT OF CHANGES IN EQUITY 10

NOTES TO THE FINANCIAL STATEMENTS 11

COMPANY INFORMATION

Director
G A Levinsohn

Secretary and registered office
G Mayhill
Norfolk House
13 Southampton Place
London
WC1A 2AJ

Auditor
RSM UK Audit LLP
Chartered Accountants
The Pinnacle
170 Midsummer Boulevard
Milton Keynes
Buckinghamshire
MK9 1BP

Bankers
NatWest
9th floor
250 Bishopsgate
London
EC2M 4AA

Company registration number
09411297

STRATEGIC REPORT

The director presents the Strategic Report for the year ended 30 September 2023.

Principal activity
The principal activities of the Company are that of an intermediary holding and a head office company.

Business review
On 11 July 2023, the Company and its subsidiaries were acquired by an investment fund managed by Cap10 Partners. As a result the Company is now part of the group headed by Volt Topco (CP) Limited ("the Group"). Vendor costs incurred in the sale process amounted to £5.1m with an additional £1.0m in associated restructuring costs. The Company's share based payments arrangements were exercised in full on the sale with a resultant increase in equity of £1.8m. During the year the Group disposed of its interest in Precision Lift Services Limited ("PLS"). Prior to the disposal the Company waived an intercompany loan of £1.8m due from PLS. Dividends received in the year were £7.5m (2022: £11m). Interest on intercompany loans was £3.4m (2022: £1.9m). The increase driven by SONIA rates to which intercompany loan interest is linked.

The Company's key performance indicators ("KPIs") include:

	2023	2022
Dividends received	£7.5 million	£11.0 million
(Loss)/profit on ordinary activities before tax	(£0.6 million)	£9.1 million

Future developments
The directors' expectations are for the Company to continue as a holding company within the Volt Topco (CP) Limited Group.

Principal risks and uncertainties
The Board considers strategic, financial and operational risks and identifies actions to mitigate those risks. The following details the main risks the Company currently faces and how we mitigate them.

Valuation of investments
There is a risk to the long-term carrying value of the investments held by the Company due to the underlying performance of the Group companies in which the Company holds its investment. This risk is mitigated by strong governance and oversight by the Board of Volt Topco (CP) Limited.

Solvency
The Company does not trade or generate cash inflows in its own right. It is therefore dependent on the cash generated by its subsidiaries to meet its liquidity requirements.

Section 172 statement
The Company's stakeholders help to shape the strategy, and understanding the relationships with these groups ensure they are able to continue to do business the right way, keeping their promises, building positive relationships within the marketplace, and minimising the impact on the environment.

Recognising and understanding the stakeholders enables the director to satisfy his duties under Section 172 of the Companies Act 2006, and to take into consideration the interests of stakeholders and other matters in their decision making. When making decisions the director considers the potential impact on these stakeholder groups, on communities, the environment and the Company's reputation, when determining what is most likely to promote the success of the Company and its members.

The Board considers the stakeholders of the Group do not differ materially from those of the Company, critically around clients, our clients' customers, communities, financial partners, our people, and suppliers. Further details are disclosed on pages 4 to 7 of the Group's Annual Report for the year ended 30 September 2023. Policies are set out at a Group level and actioned within the Company.

Signed by order of the directors

G A Levinsohn

G Levinsohn
Director

Norfolk House
13 Southampton Place
London
WC1A 2AJ

29 May 2024

DIRECTOR'S REPORT

The director presents the Annual Report and the audited financial statements for the year ended 30 September 2023.

The Company has chosen in accordance with Companies Act 2006, Section 414C(11) to set out in the Company's Strategic Report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the Director's Report. It has done so in respect of future developments and key stakeholder engagement.

Directors and directors' interests
The directors who held office during the year and up to the date of this report unless otherwise stated were:

G A Levinsohn	(appointed 19 July 2023)
P D M Smith	(resigned 26 September 2023)
S Vohra	(resigned 31 August 2023)
R W L Legget	(resigned 11 July 2023)
C H B Mills	(resigned 11 July 2023)
T L Songini	(resigned 11 July 2023)
N P D Winks	(resigned 11 July 2023)
D Zissman	(resigned 11 July 2023)

Directors' indemnity
The Company provides, subject to the provisions of UK legislation, an indemnity for directors and officers of the Company in respect of liabilities that may be incurred in the discharge of their duties or in the exercise of their power, including any liability relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company.

Financial risk management objectives and policies
The Company's activities expose it to liquidity risk. The Company does not use derivative financial instruments for speculative purposes.

In order to maintain liquidity and to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses intra-group financing where required.

Ownership change
On 11 July 2023, Sureserve Group Plc was delisted from the stock exchange. 100% of its shares were bought by the Volt Topco (CP) Limited group ("the Group") and the Company became Sureserve Group Limited.

Disclosure of information to auditor
The directors who held office at the date of the approval of this Director's Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Streamlined Energy and Carbon Reporting ("SECR")
The Group has implemented the SECR requirements in the period, further details can be found on page 9 of the Group's annual report for the period ended 30 September 2023.

Auditor
RSM UK Audit LLP has indicated its willingness to be reappointed for another term. A resolution to re-appoint RSM UK Audit LLP as auditor will be proposed at the Annual General Meeting.

Signed by order of the directors

G A Levinsohn

G Levinsohn
Director

Norfolk House
13 Southampton Place
London
WC1A 2AJ

29 May 2024

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Strategic Report, Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework*.

Under company law the director 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 director is required to:

• select suitable accounting policies and then apply them consistently;

• make judgements and accounting estimates that are reasonable and prudent;

• state whether Financial Reporting Standard 101 *Reduced Disclosure Framework* has been followed, subject to any material departures disclosed and explained in the financial statements; and

• prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its 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 detection and prevention of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SURESERVE GROUP LIMITED

Opinion

We have audited the financial statements of Sureserve Group Limited (the "Company") for the year ended 30 September 2023 which comprise the profit and loss account, balance sheet, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS *101 Reduced Disclosure Framework* (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 30 September 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 Auditor's 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 UK, including the FRC'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

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on 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.

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The director is responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Director's 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 Director's 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.

Responsibilities of the director

As explained more fully in the director's responsibilities statement set out on page 6, the director is 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 director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SURESERVE GROUP LIMITED (continued)

Responsibilities of the director (continued)

In preparing the financial statements, the director is 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 director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 auditor's 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the Company operates in and how the Company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 101, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and reviewing tax calculations from external tax advisors.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities This description forms part of our auditor's 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Olsson

DAVID OLSSON (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
The Pinnacle
170 Midsummer Boulevard
Milton Keynes
MK9 1BP
29 May 2024

PROFIT AND LOSS ACCOUNT
for the year ended 30 September 2023

	Note	2023	2022
		£	£
Other operating expenses		(2,770,877)	(3,339,277)
Operating loss before exceptional items		**(2,770,877)**	**(3,339,277)**
Exceptional – restructuring	7	(1,471,153)	(120,664)
Exceptional – acquisition of Sureserve Group Limited vendor costs	7	(5,119,849)	-
Operating loss		**(9,361,879)**	**(3,459,941)**
Interest payable	4	(308,408)	(328,697)
Intercompany interest receivable		3,441,703	1,866,712
Waiver of intercompany loan	7	(1,829,019)	-
Dividends received		7,500,000	11,000,000
(Loss)/profit on ordinary activities before tax		**(557,603)**	**9,078,074**
Tax on (loss)/profit on ordinary activities	8	238,675	680,942
(Loss)/profit on ordinary activities after taxation and total comprehensive income attributable to the owners of the Company		**(318,928)**	**9,759,016**

All of the activities of the Company are classed as continuing.

The Notes on pages 12 to 23 for part of these financial statements

Sureserve Group Limited

BALANCE SHEET
at 30 September 2023

	Note	2023 £	2022 £
Fixed assets			
Investments in subsidiaries	9	**12,392,278**	12,392,278
Intangible fixed assets	10	**1,185,855**	1,169,569
Tangible fixed assets	11	**190,473**	214,524
Right of use asset	12	**274,205**	199,200
		14,042,811	13,975,571
Current assets			
Debtors - due within one year	13	**9,195,439**	10,821,183
Debtors - due after more than one year	13	**57,689,376**	57,759,021
Income tax receivable		**4,736,590**	2,852,263
		71,621,405	71,432,467
Creditors: Amounts falling due within one year	15	**(6,659,430)**	(9,218,428)
Net current assets		**64,961,975**	62,214,039
Total assets less current liabilities		**79,004,786**	76,189,610
Creditors: Amounts falling due after more than one year	16	**(243,067)**	(92,511)
Provisions for liabilities	17	**(1,236,135)**	(1,061,687)
Net assets		**77,525,584**	75,035,412
Capital and reserves			
Called up share capital	18	**17,104,541**	16,589,976
Share premium account	19	**30,107,080**	28,739,420
Share-based payment reserve	20	**-**	634,000
Profit and loss account		**30,313,963**	29,072,016
Shareholder's funds		**77,525,584**	75,035,412

The financial statements of Sureserve Group Limited (registered number 09411297) were approved by the Board of Directors and authorised for issue on 29 May 2024. They were signed on its behalf by:

G A Levinsohn

G Levinsohn
Director

The accompanying Notes are an integral part of this Company balance sheet.

Sureserve Group Limited

STATEMENT OF CHANGES IN EQUITY
for the year ended 30 September 2023

	Share capital	Share premium account	Share-based payment reserve	Profit and loss account	Total equity
	£'000	£'000	£'000	£'000	£'000
At 30 September 2021	16,122,095	25,619,802	348,527	18,827,399	60,917,823
Profit for the year	-	-	-	9,759,016	9,759,016
Issue of shares (acquisition of CorEnergy	370,481	2,941,620	-	-	3,312,101
Issue of shares (exercise of options)	97,400	177,998	-	-	275,398
Equity settled share based payments, net of tax	-	-	381,000	390,074	771,074
Reserve transfer	-	-	(95,527)	95,527	-
At 30 September 2022	16,589,976	28,739,420	634,000	29,072,016	75,035,412
Loss for the year	-	-	-	(318,298)	(318,298)
Issue of shares (exercise of options)	514,565	1,367,660	-	-	1,882,225
Transfer of share based payment reserve to retained earnings	-	-	(1,029,635)	1,029,635	-
Tax on equity settled share based payments			-	530,610	530,610
Equity settled share based payments	-	-	395,635	-	395,635
At 30 September 2023	**17,104,541**	**30,107,080**	-	**30,313,963**	**77,525,584**

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 September 2023

1. Accounting policies

General information

Sureserve Group Limited (the "Company") is a private company limited by shares incorporated in England and Wales under the Companies Act. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 3.

Basis of accounting

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101"). In preparing these financial statements the Company applies the recognition and measurement requirements of UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates. The financial statements have been prepared on the historical cost basis.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions.

As permitted by section 400 of the Companies Act the Company has not prepared consolidated financial statements.

Going concern

The Company does not trade or generate cash inflows in its own right. It is therefore dependent on the cash generated by its subsidiaries to meet its liquidity requirements.
The directors have considered Volt Topco (CP) Limited (the Group's) working capital forecasts and projections, taking account of reasonably possible changes in trading performance and the current state of its operating market and are satisfied that the Group should be able to operate within the levels of its current facilities and in compliance with the covenants arising from those facilities.

Based on the above assessment and after making enquiries, the directors have a reasonable expectation that the Company have adequate resources to continue in operation existence for the foreseeable future. The directors have therefore prepared the accounts on a going concern basis. Accordingly, the directors have adopted the going concern basis in preparing the annual financial statements.

Investments

Investments in subsidiary undertakings are stated at cost less any provision for impairment.

Cost is defined as the consideration transferred and is measured at fair value. Fair value is calculated as the sum of the acquisition-date fair values of assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquired company and the equity interest issued by the Company in exchange for control of the acquired company. Costs incurred which are directly attributable to an acquisition of a subsidiary are capitalised within investments.

When the consideration transferred by the Company includes an asset or liability resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred. Changes in fair value of the contingent consideration are adjusted when identified with corresponding adjustments dependent upon on how the contingent consideration is classified. Where contingent consideration is classified as equity any change in fair value is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with IFRS 9 *Financial Instruments*, or IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Impairment of investments

At each balance sheet date, the Company tests the carrying amounts of investments to determine whether those investments have suffered an impairment loss. The recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 September 2023

1. Accounting policies (continued)

Retirement benefit costs
The Company contributes to the personal pension plans of certain employees of the Company. The assets of these schemes are held in independently administered funds. The pension cost charged in the Profit and loss account represents the contributions payable by the Company in accordance with IAS 19 *Retirement Benefits*.

Exceptional costs
As explained above, the Company presents as exceptional costs on the face of the Profit and loss account those items of expense which, because of their size and/or nature and/or expected infrequency of the events giving rise to them, merit separate presentation to allow users of these financial statements to better understand the elements of financial performance in the period. Details of exceptional costs are explained in Note 7.

Income tax
Income tax on profit or loss for the period comprises current and deferred tax. The Company recognises all income tax in the profit and loss account.

Current tax
Taxable profit differs from net profit as reported in the Profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's asset for current tax is calculated using tax rates enacted or substantively enacted during the period.

Deferred tax assets and liabilities
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax liabilities are generally recognised for all taxable temporary differences. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the Profit and loss account.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

When current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

1. Accounting policies (continued)

Other intangible assets
Other intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Internally-developed IT infrastructure and computer software assets (for own use) are recognised at cost. In line with IAS 38 *Intangible Assets*, development costs are capitalised when the asset is identifiable, the value can be measured reliably and it is probable that economic benefits will flow to the Company. Otherwise such expenditure is written off as incurred.

Computer software purchased from third-parties is initially recognised at cost and amortised over a period of three to five years.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. The gain or loss from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in the Profit and loss account when the asset is derecognised.

Property, plant and equipment
Property, plant and equipment is stated at cost less accumulated depreciation and any recognised impairment loss. Depreciation is calculated so as to write-off the cost, less its estimated residual value, over the estimated useful economic life of that asset. Depreciation is calculated on a straight-line basis. The carrying amounts of property, plant and equipment are reviewed for impairment when events or changes in circumstance indicate that carrying amounts may not be recoverable.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Property, plant and equipment is depreciated over the following periods:

Leasehold improvements	Over the period of the lease
Plant and equipment	Three to seven years
Fixtures and fittings	Three to five years
Motor vehicles	Four years

An item of property, plant and equipment is derecognised upon disposal, or when no future economic benefits are expected to arise from the continued use of the asset. The gains or loss arising on the disposal or scrappage of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Profit and loss account.

Leases
A lease is an agreement whereby the lessor conveys to the lessee, in return for a payment or a series of payments, the right to use a specific asset for an agreed period. The Company, as a lessee, applies the following accounting policies:

Right-of-use assets
The Company records right-of-use assets at cost at the commencement date of the lease, which is the date the underlying asset is available for use, less any accumulated depreciation and impairment losses, and adjusted for subsequent remeasurement of lease liabilities. Cost includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Cost also includes any dilapidation or restoration costs.

Right-of-use assets are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the lease term.

1. Accounting policies (continued)

Leases liabilities
The Company assesses whether a contract is a lease at inception of the contract. A lease conveys the right to direct the use and obtain substantially all of the economic benefits of an identified asset for a period of time in exchange for consideration. The Company records a lease liability at the commencement date of the lease at the present value of the lease payments to be made over the lease term, discounted at the rate implicit in the lease, or if that cannot be readily determined, at the Company's incremental borrowing rate specific to the type of asset.

Lease payments include fixed payments, including in-substance fixed payments, and variable lease payments that depend on an index or a rate, less any lease incentives receivable. Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

The Company subsequently measures lease liabilities at amortised cost using the effective interest rate method. It is remeasured, with a corresponding adjustment to the right-of-use asset, when there is a change in future lease payments due to a change in the lease term, a change in the in-substance fixed lease payments or a change in the Company's assessment of whether it is reasonably certain to exercise a purchase, extension or break option.

The Company records the accretion and settlement of interest through accruals and reduces the carrying amount of lease liabilities for the capital element of lease payments made.

Short-term leases and leases of low-value assets
The Company applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the low-value asset recognition exemption to groups of underlying leases considered uniformly low-value.

The Company expenses lease payments on short-term lease and leases of low-value assets in the Profit and loss account.

Financial assets and liabilities
Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant financial instrument.

Cash and cash equivalents
Cash and cash equivalents comprise cash balances and call deposits with a maturity of three months or less. Bank overdrafts are presented as current liabilities to the extent that there is no right of offset with cash balances.

Trade and other receivables
Trade and other receivables are recognised initially at fair value and measured subsequently at amortised cost less any provision for impairment losses including expected credit losses. The Company applies the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and accrued income contract assets, estimated using a combination of historical experience and forward-looking information.

Trade and other payables
Trade and other payables are not interest-bearing and are stated initially at fair value and are subsequently held at amortised cost. This generally results in recognition at nominal value.

Provisions
Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, and where it is probable that the Company will be required to settle that obligation in cash and the amount can be reliably estimated. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation and are discounted to present value where the effect is material. Details of material provisions are disclosed unless it is not practicable to do so or where it could be expected to prejudice seriously the position of the Company.

Contingent liabilities
For contingent liabilities (where an economic outflow is only possible as opposed to probable), it is often not practicable to estimate the financial effect due to the range of estimation uncertainty. For contingent liabilities where the possibility of economic outflow is remote, disclosure of the estimated financial effect is not required.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 September 2023

2. Critical accounting judgements and key sources of uncertainty

Critical accounting estimates and judgements
The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period.

Estimates and judgements are continually made and are based on historic experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. As the use of estimates is inherent in financial reporting, actual results could differ from these estimates.

Impairment of investments
The Company reviews the valuation of all its investments for impairment annually or if events and changes in circumstances indicate that the carrying value may not be recoverable. The recoverable amount is determined based on value-in-use calculations. The use of this method requires the estimation of future cash flows and the choice of a suitable discount rate in order to calculate the present value of these cash flows. See Note 9 for further information on impairment.

3. Loss on ordinary activities before taxation

	2023	2022
Loss on ordinary activities before taxation is stated after charging/(crediting)	£	£
Depreciation of owned tangible fixed assets (Note 11)	**62,177**	66,332
Depreciation of right of use assets (Note 12)	**94,916**	96,437
Amortisation of owned intangible fixed assets (Note 10)	**380,200**	275,563
Audit renumeration:		
-Audit fees	**98,879**	262,954
Directors' remuneration and other benefits (Note 5)	**1,994,475**	867,720
Group management fees receivable	**(4,012,750)**	(4,582,000)

4. Interest payable

	2023	2022
	£	£
Interest payable:		
Bank interest	**148,355**	194,398
Commitment fees	**151,338**	77,574
Interest expense on leases	**8,715**	56,725

5. Directors' remuneration and transactions

Directors' remuneration and transactions

	2023	2022
Directors' emoluments	£	£
Directors' emoluments	615,616	889,246
Compensation for loss of office	1,041,245	-
Gains on exercise of share options	312,421	-
Pension contributions	25,193	8,474
	1,994,475	897,720

Emoluments of highest paid director		
Total emoluments (excluding pension contributions)	1,045,228	450,125
Pension contributions	15,563	-
Total emoluments	1,060,791	450,125

Number of directors accruing benefits under the Company pension schemes	No.	No.
Defined contribution money purchase schemes	2	1

Number of directors that exercised share options in the year	No.	No.
Share option exercise	2	-

6. Staff numbers and costs

	2023 Number	2022 Number
Office and administration	57	59

	2023	2022
	£	£
The aggregate payroll costs of these persons were as follows:		
Wages and salaries	3,364,580	4,135,280
Social security costs	427,469	474,091
Other pension costs	106,576	134,046
Equity-settled share-based payments	395,635	381,000
	4,294,260	5,124,417

7. Exceptional costs

Exceptional costs are non-recurring and, in the judgement of management, should be disclosed separately on the basis that they are material, either by their nature or their size, to provide a better understanding of the Group's financial performance and enable comparison of financial performance between years. Costs that are considered by management for designation as exceptional are as follows:

	2023	2022
	£	£
Acquisition of Sureserve Group Limited vendor costs	5,119,849	-
Restructuring costs	1,041,245	-
Disposal related costs	70,892	-
Acquisition related costs	147,910	120,664
Other costs	211,106	-
Total exceptional costs	6,591,002	120,664

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 September 2023

7. Exceptional costs (continued)

Acquisition of Sureserve Group Limited costs: These costs relate entirely to the delisting of Sureserve Group plc (since renamed as Sureserve Group Limited, "Sureserve") and the subsequent acquisition of the Group by Volt Topco (CP) Limited. These costs include amounts in respect of due diligence fees, competition review fees, advisor fees and legal fees.

Restructuring costs: Restructuring costs related to the termination of contracts of certain former directors of Sureserve.

Acquisition related costs: This related to costs for acquisitions of companies that occurred post year end. Further information disclosed in Note 24. The prior year costs related to the acquisition of CorEnergy Limited.

Disposal related costs: This related to costs for the disposal of Precision Lift Services Limited.

Waiver of intercompany loan: This related to the waiver of an intercompany loan to Precision Lift Services Limited prior to the disposal of the business.

Other charges: Total other charges of £211,106 include costs incurred in relation to a project to improve working capital cycles across inventory, order-to-cash and procure-to-pay and a fair value assessment of the acquired Sureserve balance sheet (performed by a third-party valuation company).

8. Tax on profit on ordinary activities

Analysis of tax charge in the year:	**2023** **£**	2022 £
UK Corporation tax		
Current tax on income for the year	**(579,830)**	(354,019)
Adjustment in respect of prior year	**261,050**	(280,326)
	(318,780)	(634,345)
Deferred tax:		
Origination/reversal of timing differences (Note 14)	**-**	(109,192)
Adjustment in respect of prior year	**(49,377)**	3,002
Current year charge/(credit) (Note 14)	**129,482**	59,593
Total tax on profit on ordinary activities	**(238,675)**	(680,942)

The tax assessed for the year is higher (2022: lower) than the hybrid rate of corporation tax in the UK of 22% (2022: 19%). The differences are explained below:

UK Corporation tax	**2023** **£**	2022 £
(Loss)/Profit on ordinary activities before taxation	**(557,603)**	9,078,074
Tax on (loss)/profit on ordinary activities at standard UK corporation tax rate of 22% (2022: 19%)	**(122,673)**	1,724,834
Effect of:		
Expenses not deductible for tax purposes	**1,677,162**	151,352
Income not deductible for tax purposes	**(2,604,506)**	(2,245,411)
Adjustment of deferred tax to closing rate	**51,036**	(57,342)
Current tax credited to equity	**710,842**	89,554
Deferred tax credited to equity	**(296,992)**	301,520
Current tax -prior year	**261,050**	(335,165)
Deferred tax – prior year	**(49,377)**	(43,820)
Group relief	**(296,797)**	-
Timing differences due to share based payments	**431,580**	(266,464)
Total tax credit for year	**(238,675)**	(680,942)

9. Investment in subsidiaries

	£
Investment in subsidiaries	
Cost	
At 1 October 2022 and 30 September 2023	12,392,278
Net book value	
At 1 October 2022 and 30 September 2023	12,392,278

Details of the Sureserve Group Limited's principal subsidiary undertakings at 30 September 2023 are provided below. All subsidiaries other than Sureserve Holdings Limited are held indirectly by the Company. All of the subsidiary undertakings are incorporated in England except where otherwise indicated, have ordinary shares and are 100% owned.

Name	Principal activity
Aaron Services Limited	Maintenance and installation of domestic gas heating systems
Bury Metering Services Limited	Non-trading
CorEnergy Limited	Renewable and energy saving services
Everwarm Limited†	Energy and insulation services
H2O Nationwide Limited	Duct and water tank cleaning and refurbishment and building services hygiene
Just Energy Solutions Limited	Non-trading
K & T Heating Services Limited	Maintenance and installation of domestic gas heating systems
Providor Limited	Smart metering
Smart Metering Limited	Non-trading
Sure Maintenance Limited	Maintenance and installation of domestic gas heating systems
Sureserve Asset Services Limited	Mould detection services
Sureserve Compliance Services Limited	Intermediate holding company
Sureserve Fire and Electrical Limited	Fire protection and building electrical services
Sureserve Design and Build Limited	Non-trading
Sureserve Energy Services Limited	Intermediate holding company
Sureserve Holdings Limited	Intermediate holding company
Sureserve VGS Limited	Intermediate holding company
Vinshire Gas Services Limited	Non-trading

† Everwarm Limited is incorporated in Scotland.

10. Intangible fixed assets

	Computer software
	£
Cost	
At 1 October 2022	1,972,964
Additions	396,486
Disposals	-
At 30 September 2023	**2,369,450**
Amortisation	
At 1 October 2022	803,395
Amortisation charge	380,200
Disposals	-
At 30 September 2023	**1,183,595**
Carrying value	
At 30 September 2023	**1,185,855**
At 30 September 2022	1,169,569

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 September 2023

11. Tangible fixed assets

	Leasehold Improvements £	Plant and equipment £	Fixtures and fittings £	Total £
Cost				
At 1 October 2022	201,537	112,061	68,481	382,079
Additions	47,687	71,320	18,197	137,204
Disposals	(155,751)	-	-	(155,751)
At 30 September 2023	93,473	183,381	86,678	363,532
Depreciation				
At 1 October 2022	59,764	73,231	34,459	167,454
Depreciation charge	14,399	38,339	9,439	62,177
Disposals	(56,572)	-	-	(56,572)
At 30 September 2023	17,591	111,570	43,898	173,059
Carrying value				
At 30 September 2023	**75,882**	**71,811**	**42,780**	**190,473**
At 30 September 2022	141,773	38,830	34,022	214,625

12. Right of use assets

	Leasehold property £	Commercial vehicles £	Total £
Cost			
At 1 October 2022	387,063	158,536	545,599
Additions	208,175	117,349	325,524
Disposals	(141,342)	(112,348)	(253,690)
At 30 September 2023	453,896	163,537	617,433
Depreciation			
At 1 October 2022	308,540	37,859	346,399
Charge for the year	50,401	44,515	94,916
Disposals	(78,524)	(19,563)	(98,087)
At 30 September 2023	280,417	62,811	343,228
Carrying value			
At 30 September 2023	**173,479**	**100,726**	**274,205**
At 30 September 2022	78,523	120,677	199,200

13. Debtors

	2023 £	2022 £
Amounts falling due within one year		
Amounts owed by group undertakings	**8,014,682**	9,358,528
Prepayments	**956,649**	1,008,095
Other debtors	**224,108**	224,094
Deferred tax asset (Note 14)	**-**	87,145
Tax receivable	**-**	143,321
	9,195,439	10,821,183
Amounts falling due after more than one year		
Amounts owed by group undertakings	**57,689,376**	57,759,021

14. Deferred taxation

	2023 £	2022 £
The deferred taxation included in the Balance Sheet is as follows:		
Included in creditors / debtors: (Note 17) / (Note 13)	**(174,448)**	87,145
The movement in the deferred tax account during the year was:		
Asset/(liability) brought forward	**87,145**	(42,588)
PY equity adjustment	**115,504**	-
PY under provision	**49,377**	(109,192)
Deferred tax on share based payment	**(296,992)**	301,520
Change in tax rates	**-**	(3,002)
Profit and loss account movement arising during the year (Note 8)	**(129,482)**	(59,593)
	(174,448)	87,145

The balance on the deferred taxation account consists of the tax effect of timing differences in respect of:

	2023 £	2022 £
Accelerated capital allowances	**(188,806)**	(415,105)
Short term timing differences	**14,358**	6,486
Share based payment	**-**	495,764
	(174,448)	87,145

15. Creditors

	2023 £	2022 £
Creditors: amounts falling due within one year		
Bank loans and overdrafts	**3,737,140**	4,694,455
Trade creditors	**661,177**	501,228
Amounts owed to group undertakings	**23,735**	2,005,728
Accruals and deferred income	**1,658,212**	1,776,622
Social security and other taxes	**500,168**	114,243
Lease liabilities	**57,374**	111,010
Other creditors	**21,624**	15,142
	6,659,430	9,218,428

The Company is a member of a VAT group and all the members of the group are jointly and severally liable for any VAT liabilities. The total liability for the VAT group at 30 September 2023 was £586,209 (2022: £1,324,000).

16. Creditors: amounts falling due after more than one year

	2023	2022
	£	£
Lease liability	243,067	92,511

17. Provisions for liabilities

	Deferred tax	Legal and other
	£	£
At 1 October 2022	-	1,061,687
Deferred tax liability (Note 14)	174,448	-
At 30 September 2023	174,448	1,061,687

Provision relates to potential legal settlement costs. These are expected to result in an outflow of economic benefit over the next one to five years. Further details are not disclosed on the basis that such disclosure would be seriously prejudicial.

18. Share capital

Allotted, called-up and fully paid

	Number	£
Ordinary shares of £0.10 each	171,045,410	17,104,541

19. Share premium account

The share premium account represents amounts received in excess of the nominal value of shares on issue of new shares, net of the direct costs associated with issuing those shares.

20. Share-based payments

The Company has established a Sharesave Scheme ("SAYE"), Company Share Option Plan ("CSOP") and Performance Share Plan ("PSP").

The charge recognised for share based payments in the year was £395,635 (2022: £381,000) net of tax. The scheme was closed and paid out when Sureserve Group Plc was acquired by Volt Topco (CP) Limited on 11th July 2023.

SAYE
The SAYE was open to all employees who satisfy certain criteria, particularly relating to period of employment. The exercise price was equal to the average of the closing quoted market price for the preceding three days less a discretionary discount approved by the Board of not less than 80% of the market value of a share. All shares were bought for an agreed sale price when Sureserve Group Plc was acquired by Volt Topco (CP) Limited on 11th July 2023. Previously the Scheme was for three years, during which the holder must have remained in the employment of the Group. The shares were allowed to be exercised within six months from the maturity of the Scheme.

CSOP
The CSOP was open to all employees at the discretion of the Remuneration Committee. The exercise price was equal to the average of the closing quoted market price at the date of grant. All shares were bought for an agreed sale price when Sureserve Group Plc was acquired by Volt Topco (CP) Limited on 11th July 2023. Previously the vesting period was for three years, during which the holder must have remained in the employment of the Group and was conditional on the achievement of a mix of market and non-market performance conditions from the date of granting the option to the date of potential exercise.

PSP
The PSP was open to certain employees at the discretion of the Remuneration Committee at a limit not exceeding 150% of the individual's base salary at the date of grant. The exercise price was £nil. All shares were bought for an agreed sale price when Sureserve Group Plc was acquired by Volt Topco (CP) Limited on 11th July 2023. The vesting period was for three years, during which the holder must have remained in the employment of the Group and is conditional on the achievement of a mix of market and non-market performance conditions from the date of granting the option to the date of potential exercise.

20. Share based payments (continued)

	SAYE	CSOP	PSP
Number			
At 1 October 2021	2,490,419	2,702,640	840,000
Granted	1,719,442	-	696,125
Lapsed	(343,399)	(366,583)	(110,000)
Exercised	(812,632)	(161,323)	-
At 30 September 2022	3,053,830	2,174,734	1,426,125
Granted	-	-	1,929,336
Forfeited	-	-	(2,325,305)
Lapsed	(1,027,908)	(55,230)	(20,000)
Exercised	(2,025,922)	(2,119,504)	(1,010,156)
At 30 September 2023	-	-	-

There were no outstanding options at 30 September 2023. The weighted average remaining contractual life of outstanding options at 30 September 2023 was nil at 2022 was 1.3 years.

The SAYE, CSOP and PSP options were valued under the binomial methodology.

The PSP options granted in FY22 were valued under the Monte Carlo methodology.

21. Contingent liabilities

On 20 December 2019, Mapps Group Limited, the acquirer of Lakehouse Contracts Limited and Foster Property Maintenance Limited, went into liquidation. During the year we corresponded with the Liquidators and advisers to both Mapps Group Limited and Lakehouse Contracts Limited in an effort to progress and resolve any outstanding claims. We are still awaiting the provision of necessary information from the Liquidators in order to progress matters. £nil additional costs (2022: £nil) have been provided for during the year. At 30 September 2023, the Company has provisions for liabilities relating to the disposal of £1.1m (2022: £1.1m) as disclosed in note 16. In addition to the amounts provided for above, there are a number of potential contingent liabilities arising from the disposal including, but not limited to:

- potential claims under clauses in the sale and purchase agreement including working capital adjustments and warranties/indemnities. Resolution of these outstanding claims is in the hands of the Liquidators of Mapps Group Limited and Lakehouse Contracts Limited.
- potential claims under parent company guarantees and bonds for projects.

Whilst a claim has been received from the Liquidators of Lakehouse Contracts Limited, the Company has claims against Lakehouse Contracts Limited and Mapps Group Limited for amounts that exceed their best estimate of any amounts that may potentially be due to Lakehouse Contracts Limited and Mapps Group Limited under clauses in the sale and purchase agreement. The Board is in continuing dialogue with all parties.

Further details are not disclosed on the basis that such disclosure would be seriously prejudicial.

22. Guarantees

There is a charge over all of the Company's assets in respect of continuing security for the Group's obligations to pay under the Group's £23,000,000 revolving credit facility with National Westminster Bank plc ("Natwest"). £nil (2022: £nil) was drawn and £nil (2022: £nil) was due to Natwest as at 30 September 2023. A £20,000,000 Additional Facility was established of which £3,000,000 was drawn by the immediate Parent on 8 April 2024, leaving £17,000,000 undrawn. This amount is repayable on 20 July 2030. Additionally, on 22 April 2024 a multi-account overdraft (the "Ancillary Facility") was established with a £10,000,000 gross limit and £5,000,000 net limit.

23. Ultimate control

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Volt Topco (CP) Limited, a company incorporated in England and Wales. The parent undertaking of the largest and smallest group, which includes the Company and for which group accounts are prepared is Volt Topco (CP) Limited.

Copies of the group financial statements of Volt Topco (CP) Limited, can be obtained from the Company Secretary, Volt Topco (CP) Limited, 3rd Floor, 12 Charles II Street, St James's Park, London, SW1Y 4QU.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 30 September 2023

24. Events after the balance sheet date
On 1 December 2023, the Group acquired 100% of the issued share capital of Swale Heating Holdings Limited for a total consideration of £14,000,000 comprising cash consideration of £13,515,000 and contingent consideration of £485,000.

On 8 April 2024, the Group acquired 100% of the issued share capital of Duality Group Limited for a total consideration of £51,213,000 comprising cash consideration of £37,242,000, deferred consideration of £7,200,000 and loan notes of £6,771,000.