

Company Registration No. 10692821 (England and Wales)

**ENVA MIDCO LIMITED
(FORMERLY GWE MIDCO LIMITED)**

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 MARCH 2018



ENVA MIDCO LIMITED

COMPANY INFORMATION

Directors	Mr S A Woods	(Appointed 26 March 2018)
	Mr W Power	(Appointed 30 May 2017)
	Mr T Walsh	(Appointed 30 May 2017)

Company number	10692821
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Registered office	Brailwood Road Bilsthorpe Industrial Estate Bilsthorpe Newark Nottinghamshire NG22 8UA
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Auditor	KPMG LLP 319 St Vincent Street Glasgow G2 5AS
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ENVA MIDCO LIMITED

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ENVA MIDCO LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 MARCH 2018

The directors present their annual report and financial statements for the period ended 31 March 2018.

Principal activities

Enva Midco Limited is a financing company within Enva - a collection of waste management companies based across the UK and Ireland, whose ultimate owner is Enva Topco Limited. Incorporated on 27 March 2017, Enva Midco Limited was previously called GWE Midco Limited.

Results and dividends

The results for the Period are set out on page 7. A loss of £15,550 was made in the period, arising from non-recurring professional fees.

Performance is in line with managements' expectations and deemed satisfactory.

No ordinary or preference dividends were paid. The directors do not recommend payment of a final dividend.

Post Report Date Events

On 11 April 2018 the members passed a special resolution to change the name of the Company from GWE Midco Limited to Enva Midco Limited.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

Mr S A Woods	(Appointed 26 March 2018)
Mr T E Easingwood	(Appointed 27 March 2017 and resigned 30 May 2017)
Mr J M Gunton	(Appointed 27 March 2017 and resigned 30 May 2017)
Mr W Power	(Appointed 30 May 2017)
Mr T Walsh	(Appointed 30 May 2017)

Principal risks and uncertainties

The directors of Enva Topco Limited, the company's ultimate controlling parent, manage the group's risks at group level, rather than at an individual business unit level. For this reason, the company's directors believe that a discussion of the group's risk would not be appropriate for an understanding of the development, performance or position of Enva Midco Limited's business. The principal risks and uncertainties of Enva Topco Limited, which include those of the company, are discussed in the group annual report which does not form part of this report.

Key performance indicators

The Directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the performance or position of the company.

Strategic report

A Strategic Report has not been presented in accordance with the exemption available under Companies Act 2006 s414B.

Auditor

In accordance with the company's articles, a resolution proposing that KPMG LLP be reappointed as auditor of the company will be put at a General Meeting.

ENVA MIDCO LIMITED

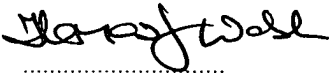
DIRECTORS' REPORT (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2018

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



.....
Mr T Walsh

Director

Date: 11/12/18

ENVA MIDCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE PERIOD ENDED 31 MARCH 2018

The directors are responsible for preparing 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 period. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

ENVA MIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ENVA MIDCO LIMITED

1 Our opinion is unmodified

We have audited the financial statements of Enva Midco Limited ("the Company") for the year ended 31 March 2018 which comprise the Statement of Comprehensive Income, Statement of Financial Position and Statement of Changes in Equity, and the related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of Company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and have been prepared in accordance with the requirements of the Companies Act 2006;
- 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 are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the directors on 10 April 2018. The period of total uninterrupted engagement is for the financial year ended 31 March 2018. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

2 Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

The risk

Recoverability of amounts due from fellow group undertakings £104,607,313
Refer page 14 note 7

Low risk, high value

The amount of the amounts due from fellow subsidiary undertaking represents 99.1% of the company's total assets. Their recoverability is not at a high risk of material misstatement or subject to significant judgement. However, due to their materiality in the context of the company's financial statements this has been considered to be the area that had the greatest effect on our overall audit of the company.

Our response

Tests of detail: Comparing the balance disclosed with the liability recognised in the fellow group undertakings financial statements. We also agreed classification of the balance to the loan agreement between the company and its fellow group undertaking.

Our results: We found that the company's assessment of the recoverability of the amount due from fellow group undertakings to be acceptable.

ENVA MIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ENVA MIDCO LIMITED

3 Our application of materiality and an overview of the scope of our audit

Materiality for the financial statements was set at £750,000 determined with reference to a benchmark of Total Assets (of which it represents 0.70%). We consider total assets to be the most appropriate benchmark given that the company's principle function is an investment holding company.

We agreed to report to the Board of Directors any corrected or uncorrected identified misstatements exceeding £50,000 in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the company was undertaken to the materiality level specified above and was performed at the Enva Group head office in Glasgow, United Kingdom.

4 We have nothing to report on going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

5 We have nothing to report on other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

6 Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

7 Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 3, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

ENVA MIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ENVA MIDCO LIMITED

Auditor's responsibilities

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 other irregularities (see below), or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud, other irregularities or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Irregularities – ability to detect

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with the directors and other management (as required by auditing standards).

We had regard to laws and regulations in areas that directly affect the financial statements including financial reporting (including related company legislation) and taxation legislation. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statement items.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

As with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

8 The purpose of our audit work and to whom we owe our responsibilities

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.



Bruce Marks (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
319 St Vincent Street
Glasgow
G2 5AS

14 December 2018

ENVA MIDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 31 MARCH 2018

	Notes	Period ended 31 March 2018 £
Administrative expenses		(15,550)
Interest receivable and similar income	2	8,066,813
Interest payable and similar expenses	3	(8,066,813)
(Loss) before taxation		(15,550)
Tax on (loss)	4	-
(Loss) and total comprehensive income for the financial period	12	(15,550)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The accompanying notes form part of these financial statements.

ENVA MIDCO LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2018

	Notes	2018 £
Fixed assets		
Investments	5	970,000
Current assets		
Debtors falling due after more than one year	7	104,607,313
Creditors: amounts falling due within one year		
Creditors	9	15,550
Net current assets		104,591,763
Total assets less current liabilities		105,561,763
Creditors: amounts falling due after more than one year		
Loans and overdrafts	8	104,602,165
Creditors	9	5,148
		104,607,313
Net assets		954,450
Capital and reserves		
Called up share capital	10	9,700
Share premium account	11	960,300
Profit and loss reserves	12	(15,550)
Total equity		954,450

The financial statements were approved by the board of directors and authorised for issue on 11/12/18 and are signed on its behalf by:



Mr T Walsh
Director

The accompanying notes form an integral part of these financial statements.

ENVA MIDCO LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 31 MARCH 2018

		Share capital	Share premium account	Retained earnings	Total
	Notes	£	£	£	£
Balance at 27 March 2017		-	-	-	-
Period ended 31 March 2018:					
Loss and total comprehensive income for the period		-	-	(15,550)	(15,550)
Issue of share capital	10	9,700	960,300	-	970,000
Balance at 31 March 2018		<u>9,700</u>	<u>960,300</u>	<u>(15,550)</u>	<u>954,450</u>

The accompanying notes form part of these financial statements.

ENVA MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 MARCH 2018

1 Accounting policies

Company information

Enva Midco Limited is a private company limited by shares incorporated in England and Wales. The registered office is Brailwood Road Bilsthorpe, Industrial Estate Bilsthorpe, Newark, Nottinghamshire, NG22 8UA.

1.1 Accounting convention

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are set out below.

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations. Equivalent disclosures are included in the consolidated financial statements of Enva Topco Limited in which the entity is consolidated;
- the requirements of paragraph 33 (c) of IFRS 5 Non current Assets Held for Sale and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of: (i) paragraph 79(a) (iv) of IAS 1, (ii) paragraph 73(e) of IAS 16 Property Plant and Equipment (iii) paragraph 118 (e) of IAS 38 Intangibles Assets, (iv) paragraphs 76 and 79(d) of IAS 40 Investment Property and (v) paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10(f), 16, 38A to 38D, 39 to 40, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member ; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to share based payments, financial instruments, capital management, presentation of a cash flow statement, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, business combinations, discontinued operations and related party transactions.

Where required, equivalent disclosures are given in the group accounts of Enva Topco Limited. The group accounts of Enva Topco Limited are available to the public and can be obtained as set out in note 14.

1.2 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

ENVA MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2018

1 Accounting policies

1.3 Fair value measurement

IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The company is exempt under FRS 101 from the disclosure requirements of IFRS 13. There was no impact on the company from the adoption of IFRS 13.

1.4 Cash at bank and in hand

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.5 Financial assets

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are initially measured at fair value plus transaction costs, other than those classified as fair value through profit and loss, which are measured at fair value.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.6 Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

ENVA MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2018

1 Accounting policies

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2 Interest receivable and similar income

2018

£

Interest income

Interest receivable from group undertakings

8,066,813

3 Interest payable and similar expenses

2018

£

Interest on financial liabilities measured at amortised cost:

Interest payable to group undertakings

148

Interest on other loans

8,066,665

8,066,813

4 Income tax expense

2018

£

The charge for the Period can be reconciled to the loss per the profit and loss account as follows:

2018

£

Loss before taxation

(15,550)

Expected tax credit based on a corporation tax rate of 19.00%

(2,955)

Effect of expenses not deductible in determining taxable profit

2,955

Taxation charge for the period

-

ENVA MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2018

5 Investments

Non-current
2018
£

Investments in subsidiaries	970,000
	<u>970,000</u>

The company has not designated any financial assets that are not classified as held for trading as financial assets at fair value through profit or loss.

Fair value of financial assets carried at amortised cost

The directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

Movements in fixed asset investments

Shares in group
undertakings
£

Cost or valuation

At 27 March 2017

Additions

-
970,000

At 31 March 2018

970,000

Carrying amount

At 31 March 2018

970,000

6 Subsidiaries

Details of the company's subsidiaries at 31 March 2018 are as follows:

Name of undertaking	Registered office	Ownership interest (%)	Voting power held (%)	Nature of business
Enva Debtco Limited	England & Wales	100	100	Provider of finance to other group entities

ENVA MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2018

7 Debtors

Due after one
year
2018
£

Amounts due from fellow group undertakings 104,607,313

Amounts due from group undertakings carry interest at a rate of 10% per annum.

8 Loans and overdrafts

2018
£

Unsecured borrowings at amortised cost

Other loans 104,602,165

Analysis of loans and overdrafts

Borrowings are classified based on the amounts that are expected to be settled within the next 12 months and after more than 12 months from the reporting date, as follows:

2018
£

Due after one year liabilities 104,602,165

The Company is charged interest on other loans at a rate of 10% per annum.

9 Creditors

Due within one year
2018
£

Due after one
year
2018
£

Amounts due to fellow group undertakings 15,550 5,148

10 Share capital

2018
£

Ordinary share capital

Issued and fully paid

970,000 Ordinary shares of 1p each 9,700

9,700

ENVA MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2018

11 Share premium account

	2018 £
At beginning of Period	-
Issue of new shares	960,300
At end of Period	<u>960,300</u>

12 Profit and loss reserves

	2018 £
At the beginning of the Period	-
Loss for the Period	(15,550)
At the end of the Period	<u>(15,550)</u>

13 Related party transactions

The company has taken advantage of the exemption under FRS 101 - Related Party Transactions, not to disclose transactions with other members of the Enva Topco Limited group.

14 Controlling party

The immediate parent is Enva Topco Limited, a company incorporated in England.

The directors consider that the company is controlled by Enva Topco Limited by virtue of its direct holding of 100% of the issued share capital of the company.

The largest and smallest group into which the results of the company are consolidated is that headed by Enva Topco Limited.

The publicly available financial statements of Enva Topco Limited can be obtained from:

Enva Topco Limited
Industrial Estate Bilsthorpe
Brailwood Road
Newark
Nottinghamshire
United Kingdom
NG22 8UA