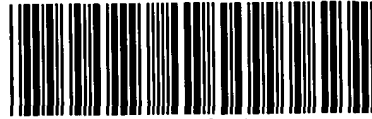


Company Registration No. 08729615 (England and Wales)

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

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BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

COMPANY INFORMATION

Directors

BS Read	
AJ Barr	(Appointed 6 March 2023)
WT Fisher	(Appointed 6 March 2023)
L Hoy	(Appointed 11 July 2024)
JC Baxter	(Appointed 11 July 2024)

Company number 08729615

Registered office

1st Floor
Russell House
Regent Park
297 Kingston Road
Leatherhead
Surrey
KT22 7LU

Auditors

Ernst & Young LLP
Grosvenor House
Grosvenor Square
Southampton
SO15 2BE

Bankers

Bank of America
2 King Edward Street
London
EC1A 1HQ

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

CONTENTS

	Page
Strategic report	1 - 7
Directors' report	8 - 12
Directors' responsibilities statement	13
Independent auditor's report	14 - 17
Income statement	18
Statement of comprehensive income	19
Statement of financial position	20 - 21
Statement of changes in equity	22
Notes to the financial statements	23 - 45

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors present the strategic report for the year ended 31 December 2023.

Review of the business

Brand Energy & Infrastructure Services UK, Ltd. (BEIS UK or the Company) is structured and managed by line of business. The businesses are engaged primarily in the supply of contract services, equipment rental and sale to the UK industrial and construction sectors across three core markets:

- Industrial Maintenance Services
- Commercial Scaffolding, Mechanical Access and Hoists
- Forming and Shoring

The Company has a branch network covering the whole of the UK and certain overseas markets via a dedicated export office. BEIS UK provide integrated specialty services to key market segments: Oil & Gas, Power Generation & Renewable Energy, Civil & Infrastructure and Commercial Construction sectors. The extensive portfolio of service offerings includes Work Access, Coatings, Insulation, Forming & Shoring, Mechanical Services and other related crafts. The Company is part of a group known as BrandSafway headed by Brand Industrial Holdings, Inc. The BrandSafway group operate in approximately 360 locations in 30 countries around the globe to circa 30,000 customers generating annual turnover of around USD5bn through a workforce of over 40,000 people. Further information is available in note 28.

The financial performance of each business is monitored on a monthly basis against budgets and forecasts with a focus on turnover, gross profit and EBITDA. Product utilisation is monitored and reviewed regularly to maximise the financial return of capital investment. There are regular reviews to ensure that strict KPI targets are met on cash collections, free cash flow and debtor days. In addition, dedicated functional resources provide support to each line of business in safety, environment, quality, engineering, accounting, procurement, marketing, IT, human resources and payroll.

Business Performance Review

Turnover for the year ended 31 December 2023 was £160.3m (2022: £156.3m), an increase of 2.6% from the prior year primarily due to growth in our Industrials business and strong performance in Commercial activities. This helped to offset a fall in Forming & Shoring driven by the difficult market conditions. Gross Profit for the year was £44.8m (2022: \$46.0m) at a margin of 28.0% (2022: 29.4%) due mainly to revenue growth in the lower margin Industrial business.

Other operating costs, net of other operating income, sum to £42.1m, an increase of £2.1m from the prior year (2022: £40.0m) principally due to the reduction in negative goodwill release following the completion of the amortization period from a previous acquisition, further details are available in note 12. In addition, inflationary pressure saw cost increases in labour, utilities, business rates and other SG&Acost items.

Our Industrial business saw excellent growth, both across new customers and organically. Excluding the effect of high equipment sales in 2022, revenue grew by 10% year on year. Strong sales execution coupled with close cost control resulted in positive margin enhancement. The business remains focussed on retaining our presence in industrial and oil & gas markets whilst simultaneously, developing our on and offshore renewables business.

The UK Commercial business saw a strong performance in 2023 with all the UK regions showing year on year growth. Development compared favourably with overall market growth, as conditions remained challenging in both the construction market and wider economic environment.

The Commercial Access business was very strong, with robust growth in volume and operational efficiency contributing to the performance of the division. The positive business results included work on various large projects including Manchester Town Hall which won large project of the year at the 2023 NASC Annual Awards.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Business Performance Review (continued)

The motorised divisions, Hoists and Mastclimbers continued to focus on the challenge of increasing volumes and this will continue in 2024. Moving into 2024, the business is well placed to continue the positive development in the market through providing complete access solutions and a strong product portfolio.

The Forming & Shoring business showed a decrease in 2023, due to the continuing challenging conditions in the market. Overall revenue was down on prior year, albeit with very strong development in rental revenue in the second half of the year across various customers and sectors. Sales of equipment were impacted by high material costs and continued uncertainty in the economic environment in the UK and Ireland.

Market conditions remained difficult with a combination of factors including intense market competition, global supply chain issues, rising costs in all areas like transport, energy and metal prices as well as the impact of the political situation in Eastern Europe. These pressures resulted in customer projects being delayed and a squeeze on customers investment, but the business has taken actions to minimise its cost base and maintain margins at a good level.

In 2024, it is expected that these key market challenges will remain, but the business is focussed to continue the development of the rental business, across the key sectors and projects in our industry.

As at 31 December 2023 BEIS UK had net current assets of £20.6m (2022: £18.4m) with the current ratio improving to 1.85 as at 31 December 2023 (2022: 1.63). The improvement to the strong net current asset position is primarily due to decreased intercompany liabilities and trade payables partially offset by a decline in trade receivables.

At BEIS UK, Environment, Health, and Safety (EHS) is a key foundational expectation and is our one constant and first "Core Value" in everything we do. Team members who plan, manage or deliver any of our services are expected to always work collaboratively and in alignment with our procedures at all times.

The foundations of our key EHS initiatives and management system are derived from our "5 Pillars of Safety" program which allows BEIS UK employees to build on the Culture of Safety within the organisations EHS DNA.

The initiative-taking and pro-active or "Leading Indicator" tools, which range from our visible leadership, through to a boots on the ground approach, in the field is still achieved through the use and implementation of our Management Safety Review (MSR) observation program. Human and operational performance observations are firmly embedded into our daily operational must haves in addition to the Supervisors Observation System (SOS) and the online training system, the BrandSafway Learning Network (BSLN), which all employees have access to 24/7. Such mechanisms allow us to enhance our already robust safety culture that reflects the values and beliefs of the Company and BrandSafway as a whole. We have more programs that help us to sustain this safe workplace culture across our yards, sites, and office locations. The Stop Work Obligation remains a key empowerment instrument in our EHS tool bag, which empowers any employee to stop work if they feel the task/environment is unsafe without fear of retribution, and the Employee Intervention System (EIS) allows employees to formally submit suggestions to continually improve the working areas where our employees work. All the above programs and the commitment by BrandSafway employees to work safely, continually improve and drive safety as the number one priority and allowed us to deliver another, and continuously, low Accident Frequency Rate (AFR) over several years with an AFR in 2023 of 0.04.

The introduction of STEP cards - Safety Takes Every Person - into the BEIS UK business in 2023 has been a successful observation program for our non-site/yard-based employees. The tool provides our non-trades employees to ask safety related questions associated with the various disciplines we offer to our customer base.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Business Performance Review (continued)

The introduction of a mobile phone application tool for logging our key observation programs remotely has also given BEIS UK the ability to move towards a higher-level of modern applications and programs accessibility for leaders to capture human performance successes and opportunities in the workplace in real time while completing any EIS, SOS or MSR safety walks in our business.

The BEIS UK business continues to keep its externally approved EHS certificates in Quality, Environment and Safety management systems through third-party certification bodies also referred to as ISO 9001, 14001 and 45001, respectively. Many of our customers, and other interested parties continue to audit our processes through robust auditing programs and techniques conducted by external auditing companies with minimal opportunities for improvement being found, compliments our ongoing commitment and continuous improvement aspirations.

BEIS UK is committed to improving the environment. Details of this can be found in the streamlined energy and carbon reporting section of the Directors Report on page 9. Everything BEIS UK does in the areas of Environment, Social and Governance are done with four principles in mind: Our People, Environment, Governance and Corporate Citizenship. It is through this social value commitment that we enable a path to a sustainable, inclusive, and connected future.

Section 172 Statement

The Company recognises that strong corporate governance is crucial to safeguarding the key stakeholders in the business. Satisfying all stakeholder goals will underpin long-term value creation and foster the Company's resilience. In line with their duties under s172 of the Companies Act 2006, the Board of Directors act in a way they consider to be most likely to promote the success of the Company for the benefit of its stakeholders as a whole and in doing so have regard to a range of matters. These include:

- the interests of the Company's employees,
- the need to foster the Company's business relationships with suppliers, customers and others and maintain a reputation for high standards of business conduct,
- the need to meet parent entity expectations and regular communication to ensure a consistent approach to business throughout BrandSafway and utilise all advantages of the corporation to benefit stakeholders,
- the need to act fairly between stakeholders in the company,
- the likely consequences of any decision in the long-term.

The board consider all key stakeholders at regular monthly meetings specifically in relation to the following;

- Environmental Health and Safety – Working safely for all stakeholders (employees, clients, supply chain and local communities).
- Customer Focus – Integrated service delivery.
- Engagement with Employees - Staff/Diversity/Inclusion/Ethics (ensuring employee stakeholders are engaged with fairly and are focused on each month at a senior level).
- Supply Chain & Purchasing – Transparency and vetting of manufacturers.
- Quality – underpins all of the above to ensure delivery of high-end services alongside rigorous quality control and assessment processes and continue to be recognized as market leaders.

Environment, Health and Safety (EHS)

We understand the value of our people, our customers, third parties and the public's safety and we strive to make a positive impact on those people to help ensure that everyone goes home in the same or better shape every day and that no one gets hurt, ever. We strive to set the standard in our industry by continuously improving our safety performance and firmly believe safety drives efficiency and productivity. Getting operatives to adopt safety as a personal value on every job is vital to achieving this, as is our unwavering commitment to training and embedding a safety leadership culture to the benefit of all of our stakeholders.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Section 172 Statement (continued)

Environment, Health and Safety (EHS) (continued)

The Company's commitment and policy on EHS, quality deliverables as well as the organisations Social Values Policy apply throughout the Company and are designed to protect people and the environments within which we work. We relentlessly pursue our goal of 'zero incidents', our safety goal is to achieve no harm to people, plant, process or the environment across all of our operations.

Customer Focus

We value the mutually beneficial relationships we have with clients and a key part in developing these relationships is listening to what they need and want. We seek to ensure we deliver on their requirements and source customer views via various channels including:

- engagement with all our customers throughout the procurement and decision-making process – gaining and listening to feedback.
- satisfaction surveys to obtain insights into successes and improvement areas.
- benchmarking exercises covering what we offer against the market and how we can continue to adapt.
- trade show attendance to stay well-informed of developing trends.

Through supporting our customers' maintenance, turnaround and refurbishment needs – as well as new construction, capital-driven upgrades and expansion plans – our customer touch points can be extensive. We will often engage with various departments, aligning individuals with the most appropriate support network where applicable, for example: customer EHS representatives with internal EHS personnel. This enables individual stakeholders within the customers network to have specific requirements met and expanded upon.

We are large enough to leverage economies of scale to increase safety and productivity, while also nimble and responsive. And as such, we are capable of delivering unmatched service with local labour and focused management. We are trusted by our clients to provide innovative solutions and services and always aim to be a long-term partner of choice. Meeting the increasing demand for productivity is a challenge with fast track industrial, infrastructural and construction projects under massive pressure to meet stricter deadlines. Our investment in people and systems are helping to improve productivity rates all the time, with quicker programs being achieved, all with zero-tolerance to compromising our market-leading approach to Health & Safety. Examples of providing productivity advantages to customers include the roll out of our patented QuikDeck® suspended access solution reducing erect and dismantle time by up to 50% and implementation of our digital platforms MAP (Managed Access Program), BrandNet (scaffold design, estimation modelling software) and SmartTag (scaffold management and tracking software).

For global major project opportunities, we have developed a collaborative approach with our sister companies across the group, to ensure we leverage full product and service capabilities, customer relationships, safety management teams and proof of performance credentials in the design and delivery of safe innovative solutions. As we grow our business through the addition of new products and services, we have made a conscious effort to move away from sectors of a cyclical nature and develop relationships with blue chip clients with longer term major project portfolios under our National Account Strategy. This allows us to engage in early collaboration with those clients and leverage the full value of our safety and productivity enhancements along with increased revenue from the bundling of our full range of solutions. This strategy will be further enhanced by the UK governments long-term economic stimuli approach to transport infrastructure, nuclear energy and offshore renewable projects and we are adding national account leadership roles to support and develop our key accounts.

Engagement with Employees

The Company recognises that it has an important role in assessing and monitoring that our desired culture is embedded into the values, attitudes and behaviours we demonstrate and portray in all our activities and stakeholder relationships.

The Company has established honesty, integrity and respect for people as its core values. Our general business principles, Code of Conduct, and Code of Ethics are in place to aid everyone within the Company to act in line within these values and to comply with relevant laws and regulations and stringent measures are maintained to ensure awareness. We strive to maintain a diverse and inclusive culture.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Section 172 Statement (continued)

Engagement with Employees (continued)

The Company considers our People Survey to be one of its principal tools to measure employee engagement, motivation, affiliation and commitment to the Company. It provides us with insights into the employee's views. Our communication with our employees and the communication back to those who participate, is imperative to ensure consistency in response rate. The Company can then utilise this engagement to understand how survey outcomes are leveraged to strengthen our culture and realign core values. We work to attract, develop and retain the best talent within the Company, and ensure they are equipped with the right skills for the future. Our people have a critical role in delivering against our strategy and creating value. In addition, we ensure systems and processes are in place for succession, evaluation and compensation.

Training programmes are in place to maintain craft level qualifications in addition to upskilling opportunities, development of the next generation via Trainee programmes and Apprentice training schemes, alongside providing foundation level and higher level qualifications throughout the core functions and support functions across the Company. Our employees champion health and well-being through various initiatives including Offshore Survival training, First Aid and Mental Health Awareness, which is critical and specific within the industry we operate. Employees are trained in Mental Health / First Aid to support colleagues, business processes and reaffirm our core values in demonstration and support of each other.

The Company also provides a funded Employee Assistant Programme which offers all employees confidential counselling and advice on a wide range of work and personal issues. It is a core component of the organisation's risk and absence management strategy. We believe in open dialogue with line managers and integrity being key. We are open to two-way communication and provide employees an option to flag concerns confidentially using the BrandSafway Ethics Point Hotline.

Supply Chain & Purchasing

It is the policy of BrandSafway International Supply Chain team to work closely with key manufacturers and suppliers when purchasing goods and services to meet the needs of the broader business. This is achieved through due consideration of quality, cost, timeliness, technical suitability, commercial and legal risk, and through professional and ethical relationships with all suppliers. We have a strong system of Supplier Audits for key fleet equipment purchases, where we monitor and assist the supplier to maintain quality standards, as this builds in a safety factor for products, especially when working at height. We have numerous distributors who assist our business for ancillary and consumable products and who we look to during product selection to ensure we are constantly utilising the safest products available for our workforce. Vendors are also processed through Navex for Risk Ratings and Credit Checks.

In turn, and as we work with our suppliers to resolve queries, we have implemented strong internal controls around P2P (process to pay) which allows the timely production of purchase orders, receipting of goods, and payment to our supply chain partners, this includes E Invoicing options.

The International Supply Chain team is further responsible for recommending change which will improve the daily effectiveness of the running of contracts and systems around the business. These actions will be approached from both suppliers and end-user experience point of view, to ensure all businesses can benefit from working with smarter contracts.

We make the following commitments to our suppliers as part of any new tender or contract renewal process, as well as ongoing daily business:

- to run a fair and clean tender, and where applicable have senior stakeholders from the business involved to ensure the right fit,
- paying on time, and making it easier for the supplier to raise queries to resolve problems timely,
- regular performance reviews with key suppliers, detailing all aspects of contract performance by gaining business feedback and KPI's from the contract, and to give the supplier the opportunity to do the same with BrandSafway,
- provide on an annual basis key strategy points for the next year deliverables, and seek assistance from suppliers to help achieve these goals,
- have a clear *Global Supply Chain Code of Conduct over and above the BrandSafway Code of Conduct*, with explicit instructions for the behaviours we try to encourage whilst working together, including ESG related criteria which we expect our supply chain to adhere to.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Section 172 Statement (continued)

In addition to the stakeholder considerations documented above, the Board also consider the following at regular meetings;

- Financial/Project review – The performance analysis for the shareholders to review whether the business is successfully delivering for the other stakeholders and the company itself.
- Other items - Capital expenditure/IT/Property and miscellaneous items.

The Board consider each stakeholder during their decision making process. Many day-to-day decisions are delegated by the Board of Directors to each line of business which are all led by a Director. The relevant Director will collaborate with the wider Board depending on the size and gravity of the decision. Key decisions will be made via business cases presented to the Board for agreement. These business cases are expected to have considered the business stakeholders as part of the proposal. To achieve this, engagement with stakeholders is pivotal to understand their requirements.

Principal Risks and Uncertainties

The Company's operations expose it to a variety of financial risks that include liquidity risk, interest rate cash flow risk, credit risk, economic risk and exchange risk.

Liquidity risk

Liquidity risk is the risk an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the Company has sufficient liquid resources to meet the operating needs of the business. In order to mitigate liquidity risks the Company operates within a group treasury function who pool funds and provide finance where required from fellow group entities.

Interest rate cash flow risk

The Company is exposed to interest rate risk on its fixed rate borrowings and cash flow interest rate risk on floating deposits, bank overdrafts and loans. In order to mitigate interest rate cash flow risk the Company operates within a group treasury function who pool funds resulting in a lower overall interest charge for the whole group.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for that other party by failing to discharge an obligation. All customers who wish to trade on credit terms are subject to credit verification procedures. The amount of any exposure to any individual counterparty is subject to a limit which is reassessed at least annually by key management personnel. Trade debtors are monitored on an ongoing basis and provision is made for doubtful debts where necessary. Credit risk is therefore mitigated by the Company not offering credit terms to customers who fail the credit verification procedure and by not extending further credit to customers who have reached their credit limit subject to any legal restrictions.

Economic risk

The Company is exposed to risks associated with the industrial output, construction industry and the UK economy as a whole. In order to mitigate this risk, the Company operates across all of the industrial and construction markets including the oil & gas, power generation, civil & infrastructure and commercial construction sectors. Other risks and uncertainties are integrated with the principal risks of the BrandSafway group and not managed separately.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STRATEGIC REPORT (CONTINUED)

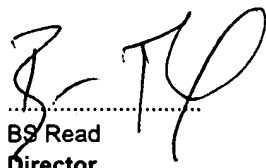
FOR THE YEAR ENDED 31 DECEMBER 2023

Principal Risks and Uncertainties (continued)

Exchange risk

The Company is also exposed to foreign exchange risks arising from transactions in currencies other than the Company's functional/presentation currency. The Company's policy is to hedge foreign exchange risks by entering into forward currency contracts for these transactions or where the FX exposure does not have a natural hedge within the group.

On behalf of the board



.....
BS Read
Director

.....
30 September 2024

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors present their annual report and financial statements for the year ended 31 December 2023.

Principal activities

The principal activities of the Company are the supply of industrial craft services, forming and shoring, access and related products and services for contracting, equipment rental and sale to the industrial and construction markets in the United Kingdom.

Results and dividends

The results for the year are set out on page 18.

No dividends were paid during the year.

Directors

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

J Simpson	(Resigned 6 March 2023)
S Robinson	(Resigned 4 September 2023)
BS Read	
AJ Barr	(Appointed 6 March 2023)
WT Fisher	(Appointed 6 March 2023)
L Hoy	(Appointed 11 July 2024)
JC Baxter	(Appointed 11 July 2024)

The Company provides protection for its directors from liability.

Supplier payment policy

The Company's current policy concerning the payment of trade creditors is to:

- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the Company's contractual and other legal obligations.

Creditor days of the Company at the year end were equivalent to 38 days (2022: 42) purchases, based on the average daily amount invoiced by suppliers during the year.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the Company continues and that the appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employee involvement

The Company's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information of matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the company's performance.

Auditor

The auditor, Ernst & Young LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Energy and carbon report

At BEIS UK, in respect to the activities we can control or expect to have reasonable influence over, we recognise our responsibility for protecting the environment and are committed to the prevention of pollution and to complying with the applicable environmental legal and regulatory requirements. We are dedicated to making a difference in the workplace and the world at large. We track and review our energy use to identify ways to conserve energy and improve efficiencies to directly lower our greenhouse gas emissions. We are also committed to conserving natural resources by reusing and recycling materials and pursuing waste minimisation opportunities. Our operations dispose of all hazardous and non-hazardous waste in an environmentally responsible manner, and they understand that in the long-term, environmentally sustainable practices are good for us, our customers, employees, shareholders and communities.

All the products we use in our day-to-day business have an extended life cycle, with the exception of timber products which are used for scaffold boards. Our scaffold boards are purchased from carefully selected suppliers, each of whom can confirm that their products are from renewable and environmentally well-managed sources. We continually monitor the progress of our top twenty suppliers of access equipment to establish that they are all working towards accreditation to BSEN14001. Wherever possible we also ask our suppliers for their 'Green Option' e.g., our offices use renewable energy for heating and lighting, our office consumables supplier has a 'Green' catalogue, and all members of staff are encouraged to order from this book. All timber has a traceable 'Chain of Custody'.

All our access equipment is designed for extended life and requires little maintenance. The hire principle means that the equipment is sent to the customer and then returned to us for re-use, saving manufacturing which affects the environment. We generate minimal waste from our process when related to access (scaffold or mechanical). This is due to product re-use and only scrapping items after full inspection in the branch to deem it no longer fit for use. When this happens, the metal is sent to the scrap merchant to be recycled and, in many cases, we send the boards to power stations from pre-approved branches depending on its project usage.

The Company is accredited to ISO 14001 and operational locations segregate waste at source to minimise cross contamination and recycle whenever possible. The Company remains committed to minimising its emissions to air. An example of this is that the BEIS UK Commercial Scaffolding fleet is accredited to the Mission Zero Gold Standard illustrating our commitment to monitoring our fleet emissions and reducing emissions year on year by operating more fuel efficient, less polluting vehicles, monitoring vehicles speed and improving our load and routing management.

Our environmental working group works to create and implement our climate initiative procedures. By having a representative from each area of our business, we are able to share best practice and disseminate the environmental findings clearly and efficiently. The groups also raise awareness and educate employees about the importance of sustainability and how they can contribute to sustainability efforts. We encourage the use of public transport and cycling to work through a Cycle to Work scheme, promote switching off lights and electronics when not in use, recycle paper, plastics and other materials in all of our offices and have motion sensors to turn off lights in the offices when not in use amongst many other initiatives.

Management is committed to addressing concerns about climate change and the environment. Reducing emissions creates efficiencies, drives innovation, helps manage long-term risk and improves our competitive advantage. The energy usage presented below covers vehicles including HGVs, vans and cars that the Company employees use to carry out the Company's activities. The Company has many electronic and hybrid cars and forklifts within our fleet and are looking to increase this as the range increases. We also have plant running on vegetable oil, again an area we are looking to expand. In addition, below contains the gas and electricity usage at each of the Company's 26 sites which again we look to minimise where possible. The Company's carbon footprint for this financial year is presented as follows:

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BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Energy and carbon report (continued)

Aggregate of energy consumption in the year	2023	2022 Restated
Energy consumption	kWh	kWh
- Gas combustion	626,562	600,418
- Electricity purchased	2,033,175	1,618,855
- Fuel consumed for transport	16,170,253	16,800,023
	18,829,990	19,019,296
Emissions of CO2 equivalent	Metric tonnes	Metric tonnes
Scope 1 - direct emissions		
- Emissions from gas and fuel for fleet vehicles	3,678	3,746
Scope 2 - Indirect emissions		
- Emissions from electricity consumption	534	313
Scope 3 – Other indirect emissions		
- Emissions from employee-owned vehicles	170	210

Indicator	2023	2022
Energy Consumption (kWh)	18,829,990	19,019,296
Energy Intensity Ratio (kWh per £'000 revenue)	117	122
Energy Intensity Ratio (kWh per employee)	11,343	11,045
Greenhouse Gas Emissions (Tonnes CO2e)	3,678	3,746
Greenhouse Gas Intensity Ratio (Tonnes CO2e per £'000 revenue)	0.02	0.02
Greenhouse Gas Emissions (Tonnes CO2e per UK employee)	2.21	2.18

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

Energy and carbon report (continued)

Methodology

The above emissions disclosures have been prepared in accordance with the provisions of the 'GHG Reporting Protocol - Corporate Standard', HM Government 'Environmental Reporting Guidelines including streamlined energy and carbon reporting guidance' issued March 2019 and the Greenhouse gas reporting: conversion factors 2023 (prior year 2022). Emissions for all our significant sites have been disclosed. This includes our offices, operating sites, stock yards, and managed storage facilities. The property usage has been calculated based on the data available from utility tracking devices.

Estimation techniques have been applied to calculate our direct vehicle energy usage (Scope 1). It has been calculated based on the fuel consumption data available for vehicles using fuel cards and assumptions made regarding other similar vehicles. We have then applied the UK Government GHG Conversion Factors for Company Reporting to calculate the above Tonnes CO2 equivalent.

Additional estimation techniques have been applied to calculate our indirect vehicle energy usage and related emissions from business travel in rental cars and employee owned vehicles (Scope 3). This has been calculated based on the mileage data of employee-submitted mileages claims. We have then applied the UK Government GHG conversion factors for Company Reporting to calculate the above tonnes CO2 equivalent. Prior year has been restated to include energy use and related emissions from business travel in rental cars and employee owned vehicles (Scope 3). The remaining requirements of Scope 3 are voluntary and have not been disclosed in this report

The intensity ratio's disclosed are used as we believe they best represent the energy usage given the activities and nature of the Company.

Scope 1 comprises direct emissions from the Company's owned and controlled plant and equipment released straight into the atmosphere. These include natural gas, gas oil, and fuel.

Scope 2 and 3 reporting requirements comprise energy and other indirect emissions that are not directly controlled by the Company.

The figures have been recalculated and restated in the prior year to ensure consistency with the improved methodology employed in 2023.

Statement of disclosure to auditor

Each of the directors' at the date of approval of this annual report confirms that:

- 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 auditors are unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

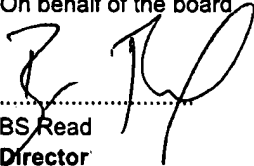
BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023

Going concern

The directors have performed a full review of the trading in 2023 of BEIS UK and considered plausible downside scenarios as well as the expected performance improvement from the actions taken in the year. Based on the 2023 results and the trading levels experienced in 2024 to date, the directors are confident the business is well positioned. In addition the directors have obtained confirmation that the Company has the continued support for a period up to September 2025, 12 months from the date of signature of these financial statements being the going concern assessment period, from its ultimate parent undertaking due to the intercompany loans BEIS UK has from its parent and its subsidiary undertakings. The directors assessed the ultimate parent's ability to provide that support based on trading in 2023 and their access to funds. Through this detailed review the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the annual report and accounts.

On behalf of the board



BS Read
Director

Date: 30 September 2024

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable United Kingdom 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). 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 for that period.

In preparing these financial statements the directors are required to:

- select suitable accounting policies in accordance with Section 10 of FRS 102 and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company financial position and financial performance;
- state whether applicable UK Accounting Standards, including FRS 102, have 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 appropriate to presume that the company will not continue in business.

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 company 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.

Under applicable law and regulations, the directors are also responsible for preparing a strategic report and directors' report, that complies with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

Opinion

We have audited the financial statements of Brand Energy & Infrastructure Services UK Limited (the 'company') for the year ended 31 December 2023 which comprise the Income Statement, the Statement of Total Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes 1 to 28 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 FRS 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 December 2023 and of its loss for the year 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 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 directors' 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 12 months from when the financial statements are authorised for issue, being September 2025, the going concern assessment period.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

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 directors are 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 this 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 there is 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 the 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 Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Annual 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 Annual 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 directors

As explained more fully in the directors' responsibilities statement set out on page 13, 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.

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.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those related to the reporting framework (United Kingdom Generally Accepted Accounting Practice), the Companies Act 2006 and the relevant tax compliance regulations in the UK. In addition, the company is required to comply with laws and regulations relating to normal business operations, including, data protection, anti-bribery and corruption and employee's health and safety.
- We understood how the company is complying with those frameworks by making inquiries of management, those charged with governance and those responsible for legal and compliance. We corroborated our enquiries through our review of board minutes and any correspondence received from regulatory bodies. We also reviewed correspondence with HMRC regarding tax compliance.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by assuming revenue to be a fraud risk. Our procedures to address management override involved testing journals identified by specific risk criteria that are pertinent to the company's risk profile. We tested specific transactions back to source documentation or independent confirmation, ensuring appropriate authorisation of the transactions to validate the company had complied with relevant accounting treatment and legal requirements. We incorporated data analytics into our testing of manual journals and into our testing of revenue recognition. Revenue is a key value driver for the business as a whole and is one of the key performance indicators used to measure the performance of the business. There is therefore a risk that revenue is recognised prematurely, fictitiously, or without the associated cost of goods sold around the year end. The company sells or rents equipment under month-to-month rental contracts, which are billed monthly, and provides services under both fixed-fee and time-and-materials short-term contracts. The company also enters into certain short-term contracts that may provide for multiple deliverables to a customer. The company identifies all project-related services that are to be provided and allocates revenue to each deliverable based on its relative fair values. Depending on the timing of agreed upon billing at any period-end, the company must make adjustments to revenue for items billed in advance of the relevant service or rental (deferred revenue) and for service or rental provided for which billing has not yet occurred (accrued revenue). To corroborate appropriate revenue recognition we tested the company's income to sufficient audit evidence for the discharge and delivery of goods or contract services and vouched these to subsequent cash receipts from customers as external sources of evidence. We also assessed revenue cut-off by testing transactions recorded before and after the year end on a sample basis by vouching to invoices and proof of delivery to confirm these have been recorded in the correct period.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. These involved enquiries of management, those charged with governance and external counsel. We also reviewed the board minutes to identify any non-compliance with laws and regulations. This was supplemented with an assessment of financial statement disclosures to ensure compliance with relevant reporting frameworks.

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

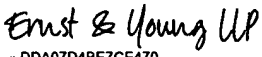
BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

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.

Signed by:

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Tristan Allen (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Southampton

Date: 30 September 2024

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2023

		31 December 2023 £'000	31 December 2022 £'000
	Notes		
Turnover	3	160,274	156,299
Cost of sales		(115,452)	(110,341)
Gross profit		44,822	45,958
Distribution costs		(6,104)	(6,638)
Administrative expenses		(47,587)	(43,945)
Other operating income	4	11,629	10,608
Operating profit	5	2,760	5,983
Interest receivable and similar income	9	18	27
Finance costs	10	(3,889)	(3,528)
(Loss)/Profit before taxation		(1,111)	2,482
Tax charge on (loss) / profit on ordinary activities	11	(1,813)	(1,844)
(Loss)/Profit for the financial year		(2,924)	638

The income statement has been prepared on the basis that all operations are continuing operations.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £'000	2022 £'000
(Loss)/profit for the financial year		(2,924)	638
Other comprehensive gain / (loss)			
Actuarial (loss)/gain on defined benefit pension schemes	20	(1,817)	4,115
Deferred tax relating to other comprehensive income	21	447	(1,029)
Other comprehensive (loss) / gain for the year		(1,370)	3,086
Total comprehensive (loss)/income for the year		(4,294)	3,724

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

		2023		2022	
	Notes	£'000	£'000	£'000	£'000
Fixed assets					
Goodwill	12		24,763		29,255
Other intangible assets	12		-		191
Property, plant and equipment	13		69,774		68,278
			<u>94,537</u>		<u>97,724</u>
Current assets					
Inventories	15	7,515		7,865	
Trade and other receivables falling due within one year	16	35,083		36,424	
Trade and other receivables falling due after one year	16	-		6	
Cash at bank and in hand		2,339		3,326	
			<u>44,937</u>	<u>47,621</u>	
Current liabilities					
	17	(24,315)		(29,270)	
Net current assets					
			<u>20,622</u>		<u>18,351</u>
Total assets less current liabilities					
			<u>115,159</u>		<u>116,075</u>
Non-current liabilities					
	17		(41,007)		(39,255)
Provisions for liabilities					
Provisions	19	(6,058)		(6,344)	
Deferred tax liability	21	(5,304)		(4,955)	
Defined benefit pension asset	20	3,724		5,287	
			<u>(7,638)</u>	<u>(6,012)</u>	
Net assets					
			<u>66,514</u>		<u>70,808</u>

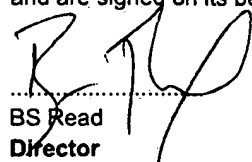
BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2023

	Notes	2023		2022	
		£'000	£'000	£'000	£'000
Equity					
Called up share capital	22		-		-
Share premium account	22		23,545		23,545
Capital contribution account	23		30,000		30,000
Pension reserves			1,796		3,166
Retained earnings	24		11,173		14,097
Total equity			<u>66,514</u>		<u>70,808</u>

The financial statements were approved by the board of directors and authorised for issue on 30 September 2024
and are signed on its behalf by:



BS Read
Director

Company Registration No. 08729615

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	Called up share capital £'000	Share premium contribution account £'000	Capital contribution account £'000	Pension reserves £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2022		-	3,545	30,000	80	13,459	47,084
Year ended 31 December 2022:							
Profit for the financial year		-	-	-	-	638	638
Issue of share capital	22	-	20,000	-	-	-	20,000
Deferred tax relating to other comprehensive income		-	-	-	(1,029)	-	(1,029)
Remeasurement gain recognised on defined benefit pension scheme		-	-	-	4,115	-	4,115
Balance at 31 December 2022		-	23,545	30,000	3,166	14,097	70,808
Year ended 31 December 2023:							
(Loss) for the financial year		-	-	-	-	(2,924)	(2,924)
Deferred tax relating to other comprehensive income	21	-	-	-	447	-	447
Remeasurement (loss) recognised on defined benefit pension scheme	20	-	-	-	(1,817)	-	(1,817)
Balance at 31 December 2023		-	23,545	30,000	1,796	11,173	66,514

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies

Company information

Brand Energy & Infrastructure Services UK, Ltd is a limited company incorporated in England and Wales. The registered office is 1st Floor, Russell House, Regent Park, 297 Kingston Road, Leatherhead, Surrey, KT22 7LU.

1.1 Basis of preparation

The Company's financial statements have been prepared under the historical cost convention and in compliance with FRS 102, the Financial Reporting Standards applicable in the UK and Ireland and the Companies Act 2006.

The financial statements of Brand Energy Infrastructure Services UK, Ltd were authorised for issue by the Board of Directors on the date mentioned on the Statement of Financial Position and are prepared in Pound Sterling which is the presentational and functional currency of the company and rounded to the nearest £'000.

This Company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the Company are consolidated in the financial statements of Brand Industrial Holdings, Inc. These consolidated financial statements are available from its registered office, 600 Galleria Parkway SE, Suite 1100, Atlanta, Georgia 30339, USA.

1.2 Going concern

The directors have performed a full review of the trading in 2023 of BEIS UK and considered plausible downside scenarios as well as the expected performance improvement from the actions taken in the year. Based on the 2023 results and the trading levels experienced in 2024 to date, the directors are confident the business is well positioned. In addition the directors have obtained confirmation that the Company has the continued support for a period up to September 2025, 12 months from the date of signature of these financial statements being the going concern assessment period, from its ultimate parent undertaking due to the intercompany loans BEIS UK has from its parent and its subsidiary undertakings. The directors assessed the ultimate parent's ability to provide that support based on trading in 2023 and their access to funds. Through this detailed review the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the annual report and accounts.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

(Continued)

1 Accounting policies

1.3 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable from the provision of access and related products and services during the normal course of business, net of discounts, VAT and other sales related taxes. Sales income represents income from the sale of equipment and is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Equipment hire income is recognised on a straight-line basis over the period of the lease term. Contract income arises from the provision of equipment and labour and is recognised over the period of the service based on stage of completion. Turnover is recognised on an accruals basis.

1.4 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Land and buildings	Straight line over 10-50 years for freehold buildings and the lower of 50 years or the life of the lease for leasehold buildings
Fixtures and fittings	Straight line over 3 to 10 years
Plant and equipment	Straight line over 3 to 20 years
Computers	Straight line over 3 to 5 years

Freehold land and assets in the course of construction are not depreciated.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

Repairs, maintenance and inspection costs are expensed as incurred.

1.5 Intangible assets and goodwill

Intangible assets comprise amounts paid relating to the initial business acquisition that were allocated to customer relationships and the use of trade names with the remainder recorded as Goodwill. These intangible assets are defined as having finite useful lives and are amortised on a straight line basis over their estimated useful lives of 10 years. Where the value of customer relationships are explicitly related to separately identifiable contracts acquired then the intangible asset will be recognised over the remainder of those customer contracts. Software is amortised over 3 to 5 years. Intangible assets are stated at cost less accumulated amortisation and accumulated impairment. The carrying value of intangible assets are reviewed for impairment whenever there is an indication that the carrying value may not be recoverable.

If there are indicators that the residual value or useful life of an intangible asset has changed since the most recent annual reporting period, previous estimates shall be reviewed and, if current expectations differ the residual value, amortisation method or useful life shall be amended. Changes in the expected useful life or the expected pattern of consumption of benefit shall be accounted for as a change in accounting estimate.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

(Continued)

1 Accounting policies

1.6 Negative goodwill

Negative goodwill represents the excess of the fair value of net assets acquired over the cost of acquisition of the assets. It is initially recognised as a negative asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Negative goodwill is considered to have a finite useful life. It is being amortised over the average useful economic life of the revenue generating fixed assets to which it relates which was estimated on acquisition in to be 107 months (8.92 years).

1.7 Impairment of tangible and intangible assets

At each reporting end date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The 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 (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) 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.

Recognised impairment losses are reversed (with the exception of goodwill) if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 (or cash-generating unit) 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.

1.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. Provisions are made to value slow moving, obsolete and defective stock at net realisable value.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

(Continued)

1 Accounting policies

1.9 Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances and loan notes, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

These assets are subsequently measured at amortised cost using the effective interest rate method, less any impairment. Interest is not applied for short term receivables where the recognition of interest would be immaterial. Short term trade and other receivables with no stated interest rate which are receivable within one year are recorded at transaction price.

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.

Basic financial assets are assessed for evidence 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. Any losses arising from impairment are recognised in the income statement in administrative expenses.

The Company does not hold any non-basic financial assets.

Financial liabilities

Basic financial liabilities, including trade and other payables, and loans from fellow group companies are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. The effective interest rate amortisation is included in interest payable and similar expenses in the income statement.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Short term trade and other payables with no stated interest rate which are payable within one year are recorded at transaction price.

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

Offsetting

Financial assets and liabilities are offset, with the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

(Continued)

1 Accounting policies

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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 liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax is recognised in respect of all timing differences between taxable profits and total comprehensive income or loss. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end 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 are expected to apply in the period when the liability is settled or the asset is recovered. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are measured on an undiscounted basis and are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Provisions

Provisions are recognised when the Company has a legal or constructive present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation, whether that be for commercial and historical industrial injury claims, dilapidation cost on leased properties, severance costs not yet paid, lease obligations for properties from which the company are deriving no economic benefit or onerous lease costs whereby the Company's contracted lease payments are in excess of the current market rate.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

(Continued)

1 Accounting policies

1.12 Employee benefits

Defined benefit pension plan

The cost of providing benefits under defined benefit plans is determined separately for each plan using the projected unit credit method and is based on actuarial advice.

The change in the net defined benefit asset arising from employee service during the year is recognised as an employee cost. The cost of plan introductions, benefit changes, settlements and curtailments are recognised as an expense in measuring profit or loss in the period in which they arise.

The net interest element is determined by multiplying the net defined benefit asset by the discount rate, at the start of the period taking into account any changes in the net defined benefit asset during the period as a result of contribution and benefit payments. The net interest is recognised in profit or loss as other finance revenue or cost.

Remeasurement changes comprise actuarial gains and losses, the effect of the asset ceiling and the return on the net defined benefit asset excluding amounts included in net interest. These are recognised immediately in other comprehensive income in the period in which they occur and are not reclassified to profit and loss in subsequent periods.

The net defined benefit pension asset or liability in the balance sheet comprises the total for each plan of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information, and in the case of quoted securities is the published bid price. The value of a net pension benefit asset is limited to the amount that may be recovered either through reduced contributions or agreed refunds from the scheme.

Short term benefits

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

Defined contribution pension plan

The Company operates a defined contribution scheme for the benefit of its employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

(Continued)

1 Accounting policies

1.13 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the asset to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments calculated using the interest rate implicit in the lease. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to the income statement so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets held under finance leases are depreciated over the shorter of the lease term and the estimated useful life of the asset.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.14 Grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

Under the accrual model, government grants of a revenue nature are recognised on a systematic basis over the periods in which the Company recognises the related costs for which the grant is intended to compensate. Grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the entity with no future related costs are recognised in income in the period in which it becomes receivable.

1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in the income statement.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

2 Judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. 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 the revision and future periods where the revision affects both current and future periods.

The following are the Company's key sources of estimation uncertainty:

Tangible assets

The Company reviews the estimated useful lives of its fixed assets on an ongoing basis. This review assesses the estimated useful lives used for depreciation purposes in the Company's financial statements.

Goodwill and intangible assets

The Company has established a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill or negative goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Impairment of non-financial assets

Where there are indicators of impairment of individual assets, the Company performs impairment tests based on fair value less costs to sell or a value in use calculation. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Provisions

Property provisions relate to estimated dilapidation costs to be incurred at the end of the lease on relevant properties. The other provision represents management's best estimate of the Company's exposure to both commercial and historic industrial injury claims. This includes the Company's liability for incurred but not yet reported claims for bodily injury and damage sustained by third parties arising from the Company's activities. The provision recognised is after insurance policy deductibles.

Pensions and other post-employment benefits

The cost of the defined benefit pension plan is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and the long term nature of these plans, such estimates are subject to significant uncertainty. In determining the appropriate discount rate, management considers the interest rates of corporate bonds in the respective currency with at least AA rating, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The underlying bonds are further reviewed for quality, and those having excessive credit spreads are removed from the population bonds on which the discount rate is based, on the basis that they do not represent high quality bonds. The mortality rate is based on publicly available mortality tables. Future pension increases are based on expected future inflation rates. As at 31 December 2023 the carrying value of the Company's net defined benefit asset was £3,724,000 (2022 £5,287,000). Further details are given in note 20.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

2 Judgements and key sources of estimation uncertainty

(Continued)

Contract services revenue recognition

The Company's activities include long-term contracts, where there is a requirement to estimate both contract revenues and costs and for them to be recognised over more than one accounting period. Management judgement is based on the latest available information which includes contract valuations. Profit attributable to the stage of completion of a long-term contract is recognised when the outcome of the contract can be estimated reliably. Revenue from long-term contracts is recognised by reference to the stage of completion. Stage of completion is measured by reference to costs incurred to date as a percentage of total estimated costs for each contract. Where the contract outcome cannot be measured reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable. An expected loss on the construction contract is recognised immediately as an expense. Estimation uncertainty can exist with reference to the costs to complete. The Company's budgeting and project monitoring procedures ensure that the costs to date and costs to complete each project are regularly updated. Each project has a dedicated project manager who takes responsibility for cost tracking and overall progress on contracts is regularly reviewed by the board.

3 Revenue

Turnover represents the amounts derived from the provision of goods and services which fall within the Company's ordinary activities, stated net of value added tax.

An analysis of the Company's revenue is as follows:

	31 December 2023 £'000	31 December 2022 £'000
Turnover		
Equipment sales	8,301	13,089
Equipment hire	36,447	11,917
Contract services	115,526	131,293
	<u>160,274</u>	<u>156,299</u>

Revenue analysed by geographical market

	2023 £'000	2022 £'000
UK	153,668	151,993
Europe	3,215	870
Middle East	2,993	3,430
Africa	119	6
Asia Pacific	137	-
South America	142	-
	<u>160,274</u>	<u>156,299</u>

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

4 Other operating income

Other operating income is principally related to management fee income of £11,570,945 (2022: £10,470,084). These are for expenses incurred and recharged to fellow BrandSafway entities as the Company acts as the head office of the international region of BrandSafway. Also included is £58,056 (2022: £131,127) of foreign exchange gains.

5 Operating profit	31 December	31 December
	2023	2022
Operating profit for the year is stated after charging/(crediting):	£'000	£'000
Exchange gains	(58)	(131)
Government grants	-	(7)
Depreciation of owned property, plant and equipment	7,058	6,646
Amortisation of intangible assets	4,683	4,746
Release of negative goodwill	-	(2,466)
Operating lease charges	10,644	10,831
	<u> </u>	<u> </u>

Income from Government grants were received by the Company under the Job Retention Scheme as a result of the Covid-19 pandemic and have been recognised in other operating income during the year ending 31 December 2022. There are no unfulfilled conditions or other contingencies attached to these grants.

The amortisation of intangible assets is included within administration expenses.

6 Auditors' remuneration

The analysis of auditor's remuneration is as follows:

	31 December	31 December
	2023	2022
	£'000	£'000
Fees payable to the Company's auditors for the audit of the Company's annual accounts	295	285
	<u> </u>	<u> </u>

No non-audit services were provided to the Company by its auditor.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

7 Employees

The average monthly number of persons (including directors) employed by the Company during the year was:

	2023	2022
	Number	Number
Direct labour and operatives	1,297	1,361
Managerial and administrative	363	361
	<u>1,660</u>	<u>1,722</u>

Employment costs

	31 December	31 December
	2023	2022
	£'000	£'000
Wages and salaries	93,295	97,092
Social security costs	9,976	9,247
Pension costs	2,303	2,287
	<u>105,574</u>	<u>108,626</u>

Pension costs include £254,000 credit (2022: £198,000 credit) related to the Company's defined benefit scheme with the remainder of the amount being the Company's defined contribution scheme.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

8 Directors' remuneration	31 December	31 December
	2023	2022
	£'000	£'000
Remuneration for qualifying services	593	732
Company pension contributions to defined contribution schemes	34	32
	<u>627</u>	<u>764</u>

Directors residing in the UK are remunerated through the Company.

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3 (2022: 3).

Remuneration disclosed above include the following amounts paid to the highest paid director:

9 Interest Income	31 December	31 December
	2023	2022
	£'000	£'000
Remuneration for qualifying services	186	309
Company pension contributions to defined contribution schemes	10	12

31 December	31 December	
	2023	2022
£'000	£'000	
Interest on bank deposits	<u>18</u>	<u>27</u>

10 Finance costs	31 December	31 December
	2023	2022
	£'000	£'000
Interest on bank overdrafts	11	1
Interest on obligations under hire purchase agreements	16	7
Interest payable to group companies	3,862	3,520
	<u>3,889</u>	<u>3,528</u>

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

11 Taxation

	31 December 2023 £'000	31 December 2022 £'000
Current tax		
UK corporation tax	-	92
Adjustments in respect of prior periods	517	-
Foreign tax	333	216
Adjustments in foreign tax in respect of prior periods	167	-
	<u>1,017</u>	<u>308</u>
Deferred tax		
Origination and reversal of timing differences	796	1,536
	<u>1,813</u>	<u>1,844</u>

The actual charge for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2023 £'000	2022 £'000
(Loss)/profit before taxation on continued operations	(1,111)	2,482
(Loss) / profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.52% (2022 - 19.00%)	(261)	472
Negative goodwill amortisation	-	(256)
Non-deductible expenses	151	264
Prior year adjustment	317	105
Other items	1,203	678
Foreign tax	334	215
Deferred tax rate changes	69	366
	<u>2,074</u>	<u>1,372</u>
Tax expense for the year	<u>1,813</u>	<u>1,844</u>

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2021 on 24 May 2021. These include increasing the rate of corporation tax to 25% on profits over £250,000 effective from 1 April 2023. Deferred taxes on the balance sheet have been measured using a tax rate of 25%.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

12 Intangible fixed assets

	Goodwill	Negative goodwill	Software	Customer relations	Trade names	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Cost						
At 1 January 2023	34,644	(26,392)	846	1,318	1,044	11,460
Disposals	-	-	(390)	-	-	(390)
At 31 December 2023	34,644	(26,392)	456	1,318	1,044	11,070
Amortisation and impairment						
At 1 January 2023	5,389	(26,392)	846	1,223	948	(17,986)
Amortisation charged for the year	4,492	-	-	95	96	4,683
Disposals	-	-	(390)	-	-	(390)
At 31 December 2023	9,881	(26,392)	456	1,318	1,044	(13,693)
Carrying amount						
At 31 December 2023	24,763	-	-	-	-	24,763
At 31 December 2022	29,255	-	-	95	96	29,446

Goodwill is from the acquisition of Benchmark Hoist trade and assets in 2020 and the Lyndon Scaffolding dividend in specie and reclassification from investment following the cessation of trade in Lyndon Scaffolding in August 2021.

Negative goodwill represents the excess of the fair value of net assets acquired over the cost of acquisition of the assets from a business combination in 2013. It was initially recognised as a negative asset at cost and has subsequently been measured at cost less accumulated amortization. It has been amortised over the average useful economic life of the revenue generating fixed assets at the business combination date in 2013 which was calculated as 107 months (8.92 years).

Software is amortised over 3 to 5 years.

The other intangible assets comprise amounts paid relating to the initial business acquisition in 2013 that were allocated to customer relationships and the use of trade names. The costs are amortised on a straight line basis over their estimated useful lives of 10 years.

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment. The directors are satisfied that there has been no indication that the carrying value may be impaired.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

13 Property, plant and equipment

	Land and buildings £'000	Fixtures and fittings £'000	Plant and equipment £'000	Computers £'000	Total £'000
Cost					
At 1 January 2023	9,993	351	83,759	827	94,930
Additions	161	12	11,756	152	12,081
Disposals	-	(5)	(4,804)	(25)	(4,834)
At 31 December 2023	<u>10,154</u>	<u>358</u>	<u>90,711</u>	<u>954</u>	<u>102,177</u>
Accumulated depreciation					
At 1 January 2023	3,970	300	21,733	649	26,652
Charge for the year	622	22	6,356	58	7,058
Disposals	-	(2)	(1,280)	(25)	(1,307)
At 31 December 2023	<u>4,592</u>	<u>320</u>	<u>26,809</u>	<u>682</u>	<u>32,403</u>
Carrying amount					
At 31 December 2023	<u>5,562</u>	<u>38</u>	<u>63,902</u>	<u>272</u>	<u>69,774</u>
At 31 December 2022	<u>6,023</u>	<u>51</u>	<u>62,026</u>	<u>178</u>	<u>68,278</u>

14 Subsidiaries

Details of the Company's subsidiaries at 31 December 2023 are as follows:

Name of undertaking	Country of incorporation	Nature of business	Class of shares	Held %
Lyndon Scaffolding Limited	UK	Comprehensive access solutions	Ordinary shares	100.00

Lyndon Scaffolding Limited is dormant and the investment value has been written down to £Nil in prior years.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

15 Inventories	2023 £'000	2022 £'000
Finished goods	6,128	6,843
Raw materials	1,387	1,022
	<u>7,515</u>	<u>7,865</u>

The amount of losses and scrap costs related to finished goods and raw materials amounts to £57,000 (2022: £54,000). This is included within cost of sales on the income statement.

16 Trade and other receivables	2023 £'000	2022 £'000
Amounts falling due within one year:		
Trade receivables	30,813	31,728
Corporation tax recoverable	473	1,116
Amounts owed by group undertakings	1,102	751
Other receivables	481	337
Prepayments and accrued income	2,214	2,492
	<u>35,083</u>	<u>36,424</u>
Amounts falling due after more than one year:		
Trade receivables	-	6
	<u>35,083</u>	<u>36,430</u>

Trade debtors are non-interest bearing and are generally on terms of 30 to 45 days

An allowance has been made for estimated irrecoverable amounts from the sale of goods/services of £688,000 (2022: £Nil). The charge for the year is included within administration expenses.

Amounts owed by group undertakings are all trading balances, interest free and are to be paid under normal trading terms.

Corporation tax recoverable has been reclassified here in the comparatives from current liabilities to ensure more accurate representation of this balance.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

17 Trade and other payables

	Current		Non-current	
	2023 £'000	2022 £'000	2023 £'000	2022 £'000
Amounts due to fellow group undertakings	5,926	8,293	31,804	29,984
Trade payables	7,345	8,848	-	-
Taxation and social security	2,903	3,990	-	-
Other payables	1,598	2,009	511	567
Amount due to parent undertaking	75	60	8,554	8,554
Accruals	3,253	3,647	-	-
Deferred income	3,203	2,411	-	-
Obligations under finance leases (note 18)	12	12	138	150
	<u>24,315</u>	<u>29,270</u>	<u>41,007</u>	<u>39,255</u>

Amounts due within one year to fellow group undertakings includes a loan of £4,087,213 (2022: £2,841,696) which charges interest at a variable rate of 9.29% (2022: 7.21%). This loan is considered a working capital loan and although it does not have a fixed repayment date, it is considered short term in nature.

Amounts due after one year to fellow group undertakings are for a loan of £31,803,685 (2022: £29,984,012) which charges interest at a variable rate of 8.79% (2022: 6.71%), has no specified repayment date but has been confirmed with the counterparty to be long term in nature.

Amounts due after one year owed to the parent undertaking are for a loan of £8,553,604 (2022: £8,553,604) which charges interest at a fixed rate of 8.49% (2022: 8.44%) and matures in November 2033.

Corporation tax recoverable has been reclassified to Trade and Other Receivables in the comparatives to ensure more accurate representation of this balance.

18 Finance leases commitments

Finance lease obligations are for plant and equipment and 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:

	2023 £'000	2022 £'000
Amounts payable under finance leases:		
Within one year	12	12
Between two and five years	138	150
	<u>150</u>	<u>162</u>

As at 31 December 2024 the carrying value of plant and equipment held under finance leases was £146,000 (2022: £163,000).

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

19 Provisions

	Property dilapidations provision £'000	Other £'000	Total £'000
At 1 January 2023	596	5,748	6,344
Additional provisions in the year	206	154	360
Reversal of provision	(22)	(159)	(181)
Utilisation of provision	(17)	(448)	(465)
At 31 December 2023	<u>763</u>	<u>5,295</u>	<u>6,058</u>

Property provisions relate to estimated dilapidation costs to be incurred at the end of the lease on relevant properties. £420,000 is expected to be paid out in under 12 months with £343,000 to be paid out in future periods based on the differing lease length remaining.

The other provision represents management's best estimate of the Company's exposure to both commercial and historic industrial injury claims. This includes the Company's liability for incurred but not yet reported claims for bodily injury and damage sustained by third parties arising from the Company's activities. These incidents and related provisions are inherently uncertain.

20 Retirement benefit schemes

	2023 £'000	2022 £'000
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	<u>2,557</u>	<u>2,309</u>

The Company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Company in an independently administered fund.

Defined benefit schemes

The defined benefit scheme is closed to both new participants and to future benefit accrual.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligation were carried out as at 31st December 2023 by Broadstone Corporate Benefits Limited, Fellow of the Institute of Actuaries. The present value of the defined benefit obligation, the related current service cost and past service cost were measured using the projected unit credit method.

<i>Key assumptions</i>	2023 %	2022 %
Discount rate	4.5	4.8
Expected rate of increase of pensions in payment	1.8-2.6	2.1-2.7
Expected rate of salary increases	n/a	n/a
RPI Inflation rate	3.3	3.4
CPI inflation rate	<u>2.6</u>	<u>2.7</u>

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

20 Retirement benefit schemes	(Continued)	
<i>Mortality assumptions</i>	2023	2022
	Years	Years
Life expectancy of a member (pensioner) currently aged 65:		
- Males	19.2	19.5
- Females	21.7	21.5
	<u> </u>	<u> </u>
Life expectancy at 65 of a member (non-pensioner) currently aged 45:		
- Males	19.8	20.2
- Females	22.5	22.4
	<u> </u>	<u> </u>
	2023	2022
	£'000	£'000
<i>Amounts recognised in the income statement</i>		
Net interest on defined benefit (asset) / liability	(254)	(22)
	<u> </u>	<u> </u>
	2023	2022
	£'000	£'000
<i>Amounts taken to other comprehensive income</i>		
Actual return on scheme assets	1,077	(949)
Amounts included in net interest	707	50
	<u> </u>	<u> </u>
Actuarial changes related to obligations	1,784	(899)
	33	(3,216)
	<u> </u>	<u> </u>
Remeasurement loss/(gain) recognised in other comprehensive income	1,817	(4,115)
	<u> </u>	<u> </u>
The amounts included in the statement of financial position arising from the Company's obligations in respect of defined benefit plans are as follows:		
	2023	2022
	£'000	£'000
Present value of defined benefit obligations	9,710	9,652
Fair value of plan assets	(13,434)	(14,939)
	<u> </u>	<u> </u>
Net defined benefit asset	(3,724)	(5,287)
	<u> </u>	<u> </u>

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

20 Retirement benefit schemes (Continued)

	2023
<i>Movements in the present value of defined benefit obligations</i>	£'000
As at 1 January 2023	9,652
Benefits paid	(428)
Actuarial gains	33
Interest cost	453
	9,710
	9,710

The defined benefit obligations arise from a plan which is wholly funded.

	2023
<i>Movements in the fair value of plan assets</i>	£'000
Fair value of assets at 1 January 2023	14,939
Interest income	707
Return on plan assets (excluding amounts included in net interest)	(1,784)
Benefits paid	(428)
	13,434
	13,434

The actual return on plan assets was a loss of £1,077,000 (2022 - gain £949,000).

	2023	2022
<i>Fair value of plan assets at the reporting period end</i>	£'000	£'000
Equity instruments	2,141	1,647
Debt instruments	7,706	7,779
Cash	2,022	1,253
Other	1,565	4,260
	13,434	14,939
	13,434	14,939

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

20 Retirement benefit schemes

(Continued)

Other long term benefits

The Scheme is a Defined Benefit Pension Scheme which closed to future accrual of benefits accrual in 2019.

The company is aware of the ruling on the court case in June 2023, between Virgin Media and NTL Pension Trustees II Limited, and its ongoing appeal. The Directors recognise that this court ruling could give rise to a potential liability, the amount and likelihood of which are uncertain. The company has processes in place to address regulatory compliance, however given the Scheme was contracted out on a salary related basis from 6 April 1997, as a precautionary measure, the directors and Trustees of the Scheme have considered this matter and were advised to await the outcome of the appeal before taking further action. A cursory review by the Actuaries of some key amending deeds indicates the relevant Section 37 confirmations were provided. While only cursory review has been conducted to evidence Section 37 confirmations for all deed amendments to date, the company has no reason to believe that there may be a material error to the defined benefit obligation which is fully funded and in surplus.

In a decision handed down on 25 July 2024, the court dismissed the appeal and confirmed in relation to alterations made between 6 April 1997 and 5 April 2013, section 9(2B) rights included both past service rights and future service rights. The Directors will work with the Trustees to determine the potential impact (if any).

21 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the Company and movements thereon during the current and prior reporting period.

	Liabilities	Liabilities
	2023	2022
	£'000	£'000
Balances:		
Fixed asset timing differences	8,442	7,945
Tax losses	(4,076)	(4,196)
Short term timing differences	938	1,206
	<u>5,304</u>	<u>4,955</u>
		2023
Movements in the year:		£'000
At 1 January 2023		4,955
Deferred tax charge to profit		796
Deferred tax credit to other comprehensive income		(447)
At 31 December 2023		<u>5,304</u>

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so.

Of the deferred tax liability as at 31 December 2023, a net reversal of £521,000 is expected to occur during 2024 due to anticipated fixed asset timing differences movements in the year.

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

22 Called up share capital

As at 31 December 2023 the Company has authorised share capital of 102 Ordinary shares of £1 each (2022: £102) with share premium of £23,545,158.60 (2022: £23,545,158.60).

The Company has one class of ordinary shares which carry no right to fixed income.

Share premium reserve records the amount above the nominal value received for shares sold, less transaction costs.

23 Equity reserve

In 2019 the Company's immediate parent, Brand Energy Holdings BV, made a contribution to the equity capital of the Company of £30,000,000.

24 Retained earnings

The retained earnings reserve holds the retained earnings of the company, after the deduction of any dividends paid in the period.

25 Capital commitments	2023 £'000	2022 £'000
Amounts contracted for but not provided in the financial statements:		
Acquisition of property, plant and equipment	1,284	1,705

26 Operating lease commitments

Operating lease payments represent rentals payable by the Company for vehicles and property.

At the reporting end date the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2023 £'000	2022 £'000
Within one year	1,655	1,801
Between two and five years	3,695	2,785
In over five years	325	559
	<u>5,675</u>	<u>5,145</u>

At the reporting end date the total future minimum sublease payments expected to be received under non-cancellable subleases was £62,304 (2022: £155,148).

BRAND ENERGY & INFRASTRUCTURE SERVICES UK, LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

27 Related party transactions

The Company has taken advantage of the exemption contained within paragraph 33.1A of FRS102 not to disclose transactions or balances with group companies as it is a wholly owned subsidiary of Brand Industrial Services Inc., whose consolidated financial statements are publicly available. Brand Industrial Services Inc., is wholly owned by the ultimate controlling entity of the Company, Brand Industrial Holdings, Inc.

Transactions were entered into with Quebeisi SGB LLC, a subsidiary undertaking in which Brand Industrial Holdings, Inc. has a 49% interest. Total sales in the year to Quebeisi SGB LLC were £Nil (2022: £Nil) and purchases from this company were £1,524,881 (2022: £323,755). The amount payable to Quebeisi SGB LLC as at 31 December 2023 was £10,141 (2022: £22,649).

Sales and purchases between related parties are made at normal market prices. Outstanding balances with entities are unsecured, interest free and cash settlement is expected within 30 days of invoice.

28 Controlling party

The immediate parent company of Brand Energy & Infrastructure Services UK, Limited is Brand Energy Holdings BV, a company incorporated in the Netherlands.

The ultimate controlling entity of Brand Energy & Infrastructure Services UK, Limited is Brand Industrial Holdings, Inc., a company incorporated in the United States of America. This is the entity in which Brand Energy & Infrastructure Services UK, Limited is consolidated into and whose financial statements can be obtained from 600 Galleria Parkway, SE Atlanta, Georgia 30339, USA. The shareholding of Brand Industrial Holdings Inc. is ultimately owned by Bullseye Holdings L.P. Bullseye Holdings L.P. is beneficially owned by funds affiliated with Brookfield Business Partners L.P. (45.7%) and Clayton Dubilier & Rice (CDR) (45.7%), and certain current and former members of management (8.6%).